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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 11/1/2012, and ending 10/31/2013

Name of foundation CHARLES L COLBERT TRUST		A Employer identification number 81-6017071
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		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 ☒ 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) ▶ \$ 1,950,246	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,966	53,767		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	38,714			
	b Gross sales price for all assets on line 6a 321,623				
	7 Capital gain net income (from Part IV, line 2)		38,714		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	92,680	92,481	0	
	13 Compensation of officers, directors, trustees, etc	27,513	20,634		6,879
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	976			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	8		
	24 Total operating and administrative expenses. Add lines 13 through 23	29,097	21,279	0	7,479
25 Contributions, gifts, grants paid	73,714			73,714	
26 Total expenses and disbursements. Add lines 24 and 25	102,811	21,279	0	81,193	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-10,131				
b Net investment income (if negative, enter -0-)		71,202			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

124E

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	97,646	74,817	74,817
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,327,276	1,340,079	1,875,429
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,424,922	1,414,896	1,950,246
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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	1,424,922	1,414,896	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,424,922	1,414,896	
	31 Total liabilities and net assets/fund balances (see instructions)	1,424,922	1,414,896	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,424,922
2	Enter amount from Part I, line 27a	2	-10,131
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	859
4	Add lines 1, 2, and 3	4	1,415,650
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	754
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,414,896

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	38,714
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	88,152	1,725,744	0.051081
2010	98,208	1,759,177	0.055826
2009	78,645	1,655,985	0.047491
2008	85,125	1,493,710	0.056989
2007			0.000000

2 Total of line 1, column (d)	2	0.211387
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	0.052847
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,833,573
5 Multiply line 4 by line 3	5	96,899
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	712
7 Add lines 5 and 6	7	97,611
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	81,193

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	1,424	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	1,424	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,424	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	570		
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	570		
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	854		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MT		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A
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)? (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** N/A

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 **N/A**

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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	27,513	

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,792,368
b	Average of monthly cash balances	1b	69,127
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,861,495
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,861,495
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,922
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,833,573
6	Minimum investment return. Enter 5% of line 5	6	91,679

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	91,679
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,424
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,424
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,255
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	90,255
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,255

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	81,193
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	81,193
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	81,193

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				90,255
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,434	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	9,664			
c From 2009				
d From 2010	11,583			
e From 2011	2,434			
f Total of lines 3a through e	23,681			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 81,193				
a Applied to 2011, but not more than line 2a			2,434	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				78,759
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	11,496			11,496
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	12,185			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,185			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	9,751			
d Excess from 2011	2,434			
e Excess from 2012				

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 Attached Statement				
Total			▶ 3a	73,714
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,966	
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	38,714	
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		92,680	0
13 Total. Add line 12, columns (b), (d), and (e)				13	92,680

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

[illegible]

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

Recipient(s) paid during the year

Name

AMERICAN LEGION POST 2

Street

PO BOX 638

City

EAST HELENA

State

MT

Zip Code

59635

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

73,714

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										1,271			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
											Depreciation	Adjustments	
1	X AFLAC INC	001055102			11/10/2009		2/4/2013	2,630	2,184				446
2	X AMERICAN EXPRESS CO	025816109			3/21/1982		3/21/2013	3,265	153				3,112
3	X AMERICAN EXPRESS CO	025816109			3/21/1982		8/23/2013	1,638	76				1,762
4	X BRISTOL MYERS SQUIBB CO	110122108			10/29/2010		3/21/2013	1,984	1,347				637
5	X CHAMBERS STREET PROPER	123968007			5/30/2007		7/8/2013	4	4				0
6	X CENTURYLINK, INC.	158700106			11/24/2009		3/21/2013	5,189	5,963				-194
7	X CHEVRON CORP	165764100			12/24/2002		8/23/2013	2,981	838				2,143
8	X CONOCOPHILLIPS	20825C104			10/26/2006		2/4/2013	2,909	2,437				472
9	X DIAGEO PLC - ADR	25243Q205			12/6/2009		2/4/2013	2,955	1,895				1,260
10	X DIAMOND HILL LONG-SHORT	25264S833			12/27/2010		8/23/2013	25,919	20,000				5,919
11	X GATEWAY FUND - Y #1986	367829884			12/27/2007		8/23/2013	94	65				-1
12	X GATEWAY FUND - Y #1986	367829884			3/7/2008		8/23/2013	10,330	10,000				330
13	X GATEWAY FUND - Y #1986	367829884			3/27/2008		8/23/2013	122	120				2
14	X GATEWAY FUND - Y #1986	367829884			6/26/2008		8/23/2013	105	104				1
15	X GENERAL ELECTRIC CO	369604103			7/7/1994		2/4/2013	2,233	791				1,442
16	X HONEYWELL INTERNATIONAL	436516106			12/23/1994		2/4/2013	3,424	803				2,621
17	X WALT DISNEY CO	254887108			10/12/2007		2/4/2013	1,348	881				467
18	X GATEWAY FUND - Y #1986	367829884			10/15/2007		8/23/2013	14,611	15,000				-389
19	X HONEYWELL INTERNATIONAL	436516106			12/23/1994		3/21/2013	3,723	803				2,920
20	X HUSSMAN STRATEGIC GROW	448108100			10/15/2007		12/26/2012	9,991	15,000				-5,009
21	X HUSSMAN STRATEGIC GROW	448108100			3/7/2008		12/26/2012	5,009	7,231				-2,222
22	X HUSSMAN STRATEGIC GROW	448108100			11/9/2007		5/9/2013	381	578				-197
23	X HUSSMAN STRATEGIC GROW	448108100			12/31/2007		5/9/2013	58	88				-30
24	X HUSSMAN STRATEGIC GROW	448108100			3/7/2008		5/9/2013	1,820	2,768				-949
25	X HUSSMAN STRATEGIC GROW	448108100			11/24/2009		5/9/2013	4,057	5,000				-943
26	X HUSSMAN STRATEGIC GROW	448108100			12/30/2009		5/9/2013	4,038	5,000				-962
27	X ISHARES MSCI EAFE	464287465			12/19/2008		11/29/2012	18,439	22,143				-5,705
28	X ISHARES MSCI EAFE	464287465			12/19/2008		2/4/2013	11,681	14,762				-3,101
29	X ISHARES MSCI EAFE	464287465			12/19/2008		3/21/2013	11,770	14,762				-2,992
30	X ISHARES CORE S&P MIDCAP	464287507			4/27/2007		11/29/2012	9,963	8,811				1,152
31	X ISHARES CORE S&P MIDCAP	464287507			4/27/2007		2/4/2013	5,440	4,408				1,034
32	X ISHARES CORE S&P MIDCAP	464287507			2/20/2007		2/4/2013	5,440	4,313				1,127
33	X ISHARES CORE S&P MIDCAP	464287804			2/20/2007		11/29/2012	3,802	3,473				329
34	X ISHARES CORE S&P SMALL-C	464287804			12/19/2006		11/29/2012	3,802	3,274				528
35	X JPMORGAN CHASE & CO	46825H100			7/31/2002		11/29/2012	2,052	1,228				824
36	X JPMORGAN CHASE & CO	46825H100			7/31/2002		3/21/2013	1,210	614				596
37	X JPMORGAN CHASE & CO 8.61	46825H621			8/14/2008		9/17/2013	10,000	10,000				0
38	X KRAFT FOODS GROUP INC	50076Q106			4/15/2010		11/29/2012	2,287	1,627				640
39	X KRAFT FOODS GROUP INC	50076Q106			11/29/2011		11/29/2012	1,521	1,084				437
40	X MCDONALDS CORP	580135101			2/21/1988		2/4/2013	2,388	122				2,248
41	X MONDELEZ INTERNATIONAL	603207105			4/15/2010		3/21/2013	4,261	3,028				1,232
42	X MONDELEZ INTERNATIONAL	603207105			2/17/2011		3/21/2013	2,841	2,005				836
43	X NOVARTIS AG - ADR	66987V109			4/15/2010		2/4/2013	3,404	2,887				717
44	X NOVARTIS AG - ADR	66987V109			10/29/2010		2/4/2013	5,106	4,354				752
45	X PEPSICO INC	713448108			7/31/2002		2/4/2013	3,627	2,122				1,505
46	X PEPSICO INC	713448108			7/31/2002		8/23/2013	1,993	1,061				932
47	X POWERSHARES WILDER HILL	73935X500			8/9/2009		8/23/2013	2,825	5,520				-2,695
48	X POWERSHARES WILDER HILL	73935X500			7/9/2009		8/23/2013	2,825	4,589				-1,764
49	X POWERSHARES WILDER HILL	73935X500			11/10/2009		8/23/2013	1,130	2,028				-898
50	X PROCTER & GAMBLE CO	742718109			9/3/2003		2/4/2013	3,786	2,221				1,545
51	X SIMON PROPERTY GROUP INC	828806109			4/15/2005		11/29/2012	3,001	1,223				1,778
52	X TARGET CORP	87812E106			3/5/2003		3/21/2013	3,382	3,168				2,066
53	X TEVA PHARMACEUTICAL IND	881624209			11/24/2009		8/23/2013	2,888	4,040				-1,171
54	X TEVA PHARMACEUTICAL IND	881624209			12/8/2009		8/23/2013	958	1,323				-367
55	X TRACTOR SUPPLY CO COM	882356108			4/15/2010		11/29/2012	4,485	1,874				2,791
56	X TRACTOR SUPPLY CO COM	882356108			4/15/2010		2/4/2013	2,548	837				1,711
57	X TRACTOR SUPPLY CO COM	882356108			4/15/2010		8/23/2013	3,020	837				2,183
58	X TRAVELERS COMPANIES, INC	89417E109			7/31/2002		11/29/2012	3,553	1,528				2,027
59	X US BANCORP	902873882			3/12/2008		9/3/2013	10,000	10,040				-40
60	X UNITED PARCEL SERVICE 4 90	913712AG1			1/1/2008		3/21/2013	25,000	25,078				-78
61	X UNITED TECHNOLOGIES COR	913017109			2/28/1985		3/21/2013	4,620	285				4,355
62	X VISA INC-CLASS A SHRS	92826C839			11/10/2009		11/29/2012	7,398	4,046				3,352
63	X VISA INC-CLASS A SHRS	92826C839			11/10/2009		3/21/2013	2,375	1,214				1,161
64	X VORNADO REALTY TRUST	929042109			4/15/2005		5/9/2013	6,897	5,483				1,404
65	X VORNADO REALTY TRUST	929042109			3/12/2008		5/15/2013	87	31				58
66	X VORNADO REALTY TRUST	929042109			10/26/2006		2/4/2013	3,656	1,616				2,040
67	X ACCENTURE PLC	G21151C101			4/15/2010		11/30/2012	5,952	3,734				2,218

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

[illegible]

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		976	637	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	637	637		
2	ESTIMATED EXCISE PAYMENTS	339			

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

		8	8	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	8	8		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		1,327,276	1,340,079	1,875,429
2	US & STATE OBLIGATIONS		762,502		932,058
3	CORPORATE STOCK		0	50,000	49,590
4	CORPORATE BONDS		0	346,098	697,521
			0	181,479	196,260

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

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

1	COST BASIS ADJUSTMENT	1	859
2	Total	2	859

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	754
2	Total	2	754

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

Long Term CG Distributions										Short Term CG Distributions										Amount						
Description of Property Sold										Description of Property Sold										1,271		0				
CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1 AFLAC INC	001055102	11/10/2009	2/4/2013	2,630			2,184	446				446	37,443	0	0	0	0	2,630			2,184					37,443
2 AMERICAN EXPRESS CO	025816109	3/21/1982	3/21/2013	3,265				3,112				3,112		0	0	0	0	153								
3 AMERICAN EXPRESS CO	025816109	3/21/1982	8/23/2013	1,836			76	1,762				1,762		0	0	0	0	1,836								
4 BRISTOL MYERS SQUIBB CO	110122108	10/29/2010	3/21/2013	1,984			1,347	637				637		0	0	0	0	1,984								
5 CHAMBERS STREET PROPERTIES	123988007	5/30/2007	7/8/2013	4			4	0				0		0	0	0	0	4								
6 CENTURYLINK INC	156700106	11/24/2009	3/21/2013	5,169			5,363	-194				-194		0	0	0	0	5,169								
7 CHEVRON CORP	166764100	12/24/2002	8/23/2013	2,981			838	2,143				2,143		0	0	0	0	2,981								
8 CONOCOPHILLIPS	208256104	10/26/2006	2/4/2013	2,909			2,437	472				472		0	0	0	0	2,909								
9 DIAGEO PLC - ADR	252430205	12/8/2009	2/4/2013	2,955			1,695	1,260				1,260		0	0	0	0	2,955								
10 DIAMOND HILL LONG-SHORT FD CL I	252834833	12/21/2010	8/23/2013	25,919			20,000	5,919				5,919		0	0	0	0	25,919								
11 GATEWAY FUND - Y #1986	367829884	3/7/2008	8/23/2013	64			65	-1				-1		0	0	0	0	64								
12 GATEWAY FUND - Y #1986	367829884	3/7/2008	8/23/2013	10,330			10,000	330				330		0	0	0	0	10,330								
13 GATEWAY FUND - Y #1986	367829884	3/7/2008	8/23/2013	122			120	2				2		0	0	0	0	122								
14 GATEWAY FUND - Y #1986	367829884	3/7/2008	8/23/2013	106			104	2				2		0	0	0	0	106								
15 GENERAL ELECTRIC CO	368604103	7/7/1994	2/4/2013	2,333			791	1,442				1,442		0	0	0	0	2,333								
16 JPMORGAN CHASE & CO	435116106	12/23/1994	2/4/2013	3,424			803	2,621				2,621		0	0	0	0	3,424								
17 WALT DISNEY CO #1985	354687106	10/12/2007	2/4/2013	1,349			881	467				467		0	0	0	0	1,349								
18 GATEWAY FUND - Y #1986	367829884	10/15/2007	8/23/2013	14,611			15,000	-389				-389		0	0	0	0	14,611								
19 POREWELL INTERNATIONAL INC	435316106	12/23/1994	3/21/2013	3,723			803	2,920				2,920		0	0	0	0	3,723								
20 HUSSMAN STRATEGIC GROWTH FUND	448108100	10/19/2007	12/29/2012	9,991			15,000	-5,009				-5,009		0	0	0	0	9,991								
21 HUSSMAN STRATEGIC GROWTH FUND	448108100	3/7/2008	12/29/2012	5,098			7,231	-2,133				-2,133		0	0	0	0	5,098								
22 HUSSMAN STRATEGIC GROWTH FUND	448108100	11/9/2007	9/9/2013	381			578	-197				-197		0	0	0	0	381								
23 HUSSMAN STRATEGIC GROWTH FUND	448108100	12/31/2007	9/9/2013	36			28	-8				-8		0	0	0	0	36								
24 HUSSMAN STRATEGIC GROWTH FUND	448108100	3/7/2008	9/9/2013	1,820			2,789	-969				-969		0	0	0	0	1,820								
25 HUSSMAN STRATEGIC GROWTH FUND	448108100	11/24/2009	9/9/2013	4,057			5,000	-943				-943		0	0	0	0	4,057								
26 HUSSMAN STRATEGIC GROWTH FUND	448108100	12/30/2009	9/9/2013	4,038			5,000	-962				-962		0	0	0	0	4,038								
27 ISHARES MSCI EAFE	464287465	12/19/2008	11/29/2012	11,661			22,143	-10,482				-10,482		0	0	0	0	11,661								
28 ISHARES MSCI EAFE	464287465	12/19/2008	2/4/2013	11,770			14,762	-3,000				-3,000		0	0	0	0	11,770								
29 ISHARES MSCI EAFE	464287465	12/19/2008	3/21/2013	11,770			14,762	-3,000				-3,000		0	0	0	0	11,770								
30 ISHARES CORE S&P MIDCAP ETF	464287507	4/27/2007	11/29/2012	9,953			8,111	1,842				1,842		0	0	0	0	9,953								
31 ISHARES CORE S&P MIDCAP ETF	464287507	4/27/2007	2/4/2013	5,440			4,406	1,034				1,034		0	0	0	0	5,440								
32 ISHARES CORE S&P MIDCAP ETF	464287507	2/20/2007	2/4/2013	5,440			4,313	1,127				1,127		0	0	0	0	5,440								
33 ISHARES CORE S&P SMALL-CAP E	464287804	2/20/2007	11/29/2012	3,002			3,473	-471				-471		0	0	0	0	3,002								
34 ISHARES CORE S&P SMALL-CAP E	464287804	12/19/2008	11/29/2012	3,002			3,274	-272				-272		0	0	0	0	3,002								
35 JPMORGAN CHASE & CO	46625H100	7/31/2002	11/29/2012	1,210			1,228	-18				-18		0	0	0	0	1,210								
36 JPMORGAN CHASE & CO	46625H100	7/31/2002	3/21/2013	1,210			614	596				596		0	0	0	0	1,210								
37 JPMORGAN CHASE & CO	46625H100	8/14/2008	9/1/2013	10,000			10,000	0				0		0	0	0	0	10,000								
38 KRAFT FOODS GROUP INC	500760106	4/15/2010	11/29/2012	2,267			1,627	640				640		0	0	0	0	2,267								
39 KRAFT FOODS GROUP INC	500760106	2/17/2011	11/29/2012	1,521			1,084	437				437		0	0	0	0	1,521								
40 MCDONALDS CORP	580135101	2/21/1986	2/4/2013	2,368			122	2,246				2,246		0	0	0	0	2,368								
41 MONDELEZ INTERNATIONAL INC	609207105	4/15/2010	3/21/2013	4,261			3,029	1,232				1,232		0	0	0	0	4,261								
42 MONDELEZ INTERNATIONAL INC	609207105	2/17/2011	3/21/2013	2,841			2,005	836				836		0	0	0	0	2,841								
43 NOVARTIS AG - ADR	669871109	4/15/2010	2/4/2013	3,404			2,687	717				717		0	0	0	0	3,404								
44 NOVARTIS AG - ADR	669871109	10/29/2010	2/4/2013	5,106			4,354	752				752		0	0	0	0	5,106								
45 PEPSICO INC	713448108	7/31/2002	2/4/2013	3,627			2,122	1,505				1,505		0	0	0	0	3,627								
46 PEPSICO INC	713448108	7/31/2002	8/23/2013	1,993			1,061	932				932		0	0	0	0	1,993								
47 POWERSHARES WILDER HILL CLEAN E	73935X500	8/9/2009	8/23/2013	2,925			5,520	-2,595				-2,595		0	0	0	0	2,925								
48 POWERSHARES WILDER HILL CLEAN E	73935X500	7/9/2009	8/23/2013	2,925			5,520	-2,595				-2,595		0	0	0	0	2,925								
49 POWERSHARES WILDER HILL CLEAN E	73935X500	11/10/2009	8/23/2013	1,130			2,028	-898				-898		0	0	0	0	1,130								
50 PROCTER & GAMBLE CO	742718109	9/3/2003	2/4/2013	3,766			2,221	1,545				1,545		0	0	0	0	3,766								
51 SIMON PROPERTY GROUP INC	828806109	4/15/2005	11/29/2012	3,001			1,223	1,778				1,778		0	0	0	0	3,001								
52 TARGET CORP	87612E106	3/4/2003	3/21/2013	3,382			1,316	2,066				2,066		0	0	0	0	3,382								
53 TEVA PHARMACEUTICAL INDUSTRIES	881624209	11/24/2009	8/23/2013	2,869			4,040	-1,171				-1,171		0	0	0	0	2,869								
54 TEVA PHARMACEUTICAL INDUSTRIES	881624209	12/8/2009	8/23/2013	956			1,323	-367				-367		0	0	0	0	956								
55 TRACTOR SUPPLY CO COM	892356106	4/15/2010	11/29/2012	4,465			1,674	2,791				2,791		0	0	0	0	4,465								
56 TRACTOR SUPPLY CO COM	892356106	4/15/2010	2/4/2013	2,548			837	1,711				1,711		0	0	0	0	2,548								
57 TRACTOR SUPPLY CO COM	892356106	4/15/2010	8/23/2013	3,020			837	2,183				2,183		0	0	0	0	3,020								
58 TRAVELERS COMPANIES INC	89417E109	7/31/2002	11/29/2012	3,553			1,526	2,027				2,027		0	0	0	0	3,553								
59 US BANCORP	902973682	3/12/2008	6/3/2013	10,000			10,040	-40				-40		0	0	0	0	10,000								
60 UNITED PARCEL SERVICE 4500% 1/15/1913ZAG1	913017109	2/28/1985	3/21/2013	25,000			25,076	-76				-76		0	0	0	0	25,000								
61 UNITED TECHNOLOGIES CORP	92826C839	11/10/2009	11/29/2012	4,820			265	4,555				4,555		0	0	0	0	4,820								
62 VISA INC-CLASS A SHRS	92826C839	11/10/2009	11/29/2012	7,398			4,046	3,352				3,352		0	0	0	0	7,398								
63 VISA INC-CLASS A SHRS	92826C839	4/15/2005	5/9/2013	2,375			1,214	1,161				1,161		0	0	0	0	2,375								
64 VORNADO REALTY TRUST	929042109	3/12/2009	5/15/2013	87			31	56				56		0	0	0										

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

	Date		Amount
1 Credit from prior year return		1	231
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	4/9/2013	3	54
4 Third quarter estimated tax payment	7/9/2013	4	142
5 Fourth quarter estimated tax payment	10/9/2013	5	143
6 Other payments		6	0
7 Total		7	570

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	2,434
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,434

Name: CHARLES L. COLBERT TRUST
Account # 38554500
FYE: 10/31/2013

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
38554500	Total Cash	81-6017071			-	-	-
38554500	Invest - Corp Bonds	81-6017071	428236AT0	HEWLETT-PACKARD CO 6.125% 3/01/14	25,426.50	25,000.00	25,295.00
38554500	Invest - Corp Bonds	81-6017071	66989GAA8	NOVARTIS SECS INVEST 5.125% 2/10/19	11,520.70	10,000.00	9,982.20
38554500	Invest - Corp Bonds	81-6017071	14912L4E8	CATERPILLAR FINANCIA 7.150% 2/15/19	12,390.90	10,000.00	9,983.00
38554500	Invest - Corp Bonds	81-6017071	89233P4B9	TOYOTA MOTOR CREDIT 3.200% 6/17/15	26,090.75	25,000.00	25,053.75
38554500	Invest - Corp Bonds	81-6017071	693476BL6	PNC FUNDING CORP 4 375% 8/11/20	27,164.50	25,000.00	24,864.00
38554500	Invest - Corp Bonds	81-6017071	36962G4Y7	GENERAL ELEC CAP COR 4.625% 1/07/21	10,978.10	10,000.00	9,962.00
38554500	Invest - Corp Bonds	81-6017071	05565QBX5	BP CAPITAL MARKETS 1.700% 12/05/14	25,346.25	25,000.00	24,998.50
38554500	Invest - Corp Bonds	81-6017071	22160KAC9	COSTCO WHOLESALE COR 5.500% 3/15/17	28,538.50	25,000.00	26,389.25
38554500	Invest - Corp Bonds	81-6017071	913017BM0	UNITED TECHNOLOGIES 5.375% 12/15/17	28,803.75	25,000.00	24,951.75
Total Invest - Corp Bonds					196,259.95	180,000.00	181,479.45
38554500	Invest - Corp Stock	81-6017071	001055102	AFLAC INC	9,747.00	150.00	6,550.50
38554500	Invest - Corp Stock	81-6017071	002824100	ABBOTT LABS	9,137.50	250.00	4,886.77
38554500	Invest - Corp Stock	81-6017071	008252108	AFFILIATED MANAGERS GROUP, INC COM	14,808.00	75.00	6,817.75
38554500	Invest - Corp Stock	81-6017071	025816109	AMERICAN EXPRESS CO	6,135.00	75.00	229.04
38554500	Invest - Corp Stock	81-6017071	037411105	APACHE CORP	4,440.00	50.00	4,709.00
38554500	Invest - Corp Stock	81-6017071	037833100	APPLE INC	23,521.59	45.00	6,431.40
38554500	Invest - Corp Stock	81-6017071	071813109	BAXTER INTL INC	3,293.50	50.00	3,595.99
38554500	Invest - Corp Stock	81-6017071	097023105	BOEING CO	6,525.00	50.00	2,978.50
38554500	Invest - Corp Stock	81-6017071	110122108	BRISTOL MYERS SQUIBB CO	7,878.00	150.00	4,042.41
38554500	Invest - Corp Stock	81-6017071	126650100	CVS/CAREMARK CORPORATION	15,565.00	250.00	7,676.22
38554500	Invest - Corp Stock	81-6017071	14040H105	CAPITAL ONE FINANCIAL CORP	10,300.50	150.00	6,634.99
38554500	Invest - Corp Stock	81-6017071	17275R102	CISCO SYSTEMS INC	13,536.00	600.00	12,224.00
38554500	Invest - Corp Stock	81-6017071	177376100	CITRIX SYS INC COM	4,258.50	75.00	3,096.75
38554500	Invest - Corp Stock	81-6017071	25243Q205	DIAGEO PLC - ADR	9,569.25	75.00	5,085.53
38554500	Invest - Corp Stock	81-6017071	254687106	WALT DISNEY CO	12,003.25	175.00	6,168.75
38554500	Invest - Corp Stock	81-6017071	260543103	DOW CHEMICAL CO	5,920.50	150.00	4,164.00
38554500	Invest - Corp Stock	81-6017071	268648102	E M C CORP MASS	9,628.40	400.00	9,461.72
38554500	Invest - Corp Stock	81-6017071	291011104	EMERSON ELECTRIC CO	10,045.50	150.00	1,114.69
38554500	Invest - Corp Stock	81-6017071	369604103	GENERAL ELECTRIC CO	9,149.00	350.00	2,769.37
38554500	Invest - Corp Stock	81-6017071	375558103	GILEAD SCIENCES INC	21,352.50	300.00	6,885.00

38554500	Invest - Corp Stock	81-6017071	458140100	INTEL CORP	14,682.00	600.00	8,418.00
38554500	Invest - Corp Stock	81-6017071	459200101	INTERNATIONAL BUSINESS MACHS CORP	13,440.75	75.00	1,134.25
38554500	Invest - Corp Stock	81-6017071	478160104	JOHNSON & JOHNSON	11,576.25	125.00	6,469.75
38554500	Invest - Corp Stock	81-6017071	478366107	JOHNSON CONTROLS INC	4,615.00	100.00	2,749.99
38554500	Invest - Corp Stock	81-6017071	580135101	MCDONALDS CORP	9,652.00	100.00	487.78
38554500	Invest - Corp Stock	81-6017071	594918104	MICROSOFT CORP	17,702.50	500.00	11,966.38
38554500	Invest - Corp Stock	81-6017071	637071101	NATIONAL OILWELL INC COM	8,118.00	100.00	7,268.99
38554500	Invest - Corp Stock	81-6017071	641069406	NESTLE S A REGISTERED SHARES - ADR	7,241.00	100.00	5,077.00
38554500	Invest - Corp Stock	81-6017071	68389X105	ORACLE CORPORATION	16,750.00	500.00	10,554.90
38554500	Invest - Corp Stock	81-6017071	713448108	PEPSICO INC	10,511.25	125.00	5,305.86
38554500	Invest - Corp Stock	81-6017071	742718109	PROCTER & GAMBLE CO	12,112.50	150.00	6,663.00
38554500	Invest - Corp Stock	81-6017071	806857108	SCHLUMBERGER LTD	18,744.00	200.00	8,935.22
38554500	Invest - Corp Stock	81-6017071	872540109	TIX COS INC NEW	9,118.50	150.00	4,236.74
38554500	Invest - Corp Stock	81-6017071	883556102	THERMO FISHER SCIENTIFIC INC	14,667.00	150.00	6,768.00
38554500	Invest - Corp Stock	81-6017071	89151E109	TOTAL S A - ADR	12,236.00	200.00	9,466.28
38554500	Invest - Corp Stock	81-6017071	892356106	TRACTOR SUPPLY CO COM	12,843.00	180.00	3,013.90
38554500	Invest - Corp Stock	81-6017071	907818108	UNION PACIFIC CORP	7,570.00	50.00	4,380.36
38554500	Invest - Corp Stock	81-6017071	913017109	UNITED TECHNOLOGIES CORP	10,625.00	100.00	530.93
38554500	Invest - Corp Stock	81-6017071	58155Q103	MCKESSON CORP	7,817.00	50.00	5,125.72
38554500	Invest - Corp Stock	81-6017071	38141G104	GOLDMAN SACHS GROUP INC	6,434.40	40.00	6,783.46
38554500	Invest - Corp Stock	81-6017071	404280406	HSBC - ADR	5,504.00	100.00	5,433.99
38554500	Invest - Corp Stock	81-6017071	911312106	UNITED PARCEL SERVICE-CL B	4,912.00	50.00	3,123.49
38554500	Invest - Corp Stock	81-6017071	30231G102	EXXON MOBIL CORPORATION	8,962.00	100.00	211.61
38554500	Invest - Corp Stock	81-6017071	438516106	HONEYWELL INTERNATIONAL INC	9,713.76	112.00	1,797.97
38554500	Invest - Corp Stock	81-6017071	87612E106	TARGET CORP	9,718.50	150.00	3,946.50
38554500	Invest - Corp Stock	81-6017071	25746U109	DOMINION RES INC VA	9,562.50	150.00	4,593.75
38554500	Invest - Corp Stock	81-6017071	91324P102	UNITEDHEALTH GROUP INC	6,826.00	100.00	3,609.00
38554500	Invest - Corp Stock	81-6017071	92343V104	VERIZON COMMUNICATIONS	11,869.85	235.00	5,283.95
38554500	Invest - Corp Stock	81-6017071	189754104	COACH INC	2,534.00	50.00	2,441.92
38554500	Invest - Corp Stock	81-6017071	088606108	BHP BILLITON LIMITED - ADR	1,060.35	15.00	1,356.41
38554500	Invest - Corp Stock	81-6017071	46625H100	JPMORGAN CHASE & CO	11,596.50	225.00	5,523.75
38554500	Invest - Corp Stock	81-6017071	902973304	US BANCORP DEL NEW	13,785.84	369.00	3,184.47
38554500	Invest - Corp Stock	81-6017071	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	5,705.15	55.00	4,794.90
38554500	Invest - Corp Stock	81-6017071	G1151C101	ACCENTURE PLC	18,375.00	250.00	8,077.50
38554500	Invest - Corp Stock	81-6017071	166764100	CHEVRON CORP	14,995.00	125.00	4,190.62
38554500	Invest - Corp Stock	81-6017071	88579V101	3M CO	12,585.00	100.00	638.27
38554500	Invest - Corp Stock	81-6017071	084670702	BERKSHIRE HATHAWAY INC.	5,754.50	50.00	4,006.00
38554500	Invest - Corp Stock	81-6017071	20825C104	CONOCOPHILLIPS	10,999.50	150.00	7,310.44

38554500	Invest - Corp Stock	81-6017071	20030N101	COMCAST CORP CLASS A	14,280.00	300.00	6,943.46
38554500	Invest - Corp Stock	81-6017071	65339F101	NEXTERA ENERGY INC	12,712.50	150.00	5,424.00
38554500	Invest - Corp Stock	81-6017071	38259P508	GOOGLE INC	15,458.70	15.00	9,390.65
38554500	Invest - Corp Stock	81-6017071	150870103	CELANESE CORP	2,800.50	50.00	1,852.99
38554500	Invest - Corp Stock	81-6017071	611740101	MONSTER BEVERAGE CORP	8,584.50	150.00	7,590.27
38554500	Invest - Corp Stock	81-6017071	92857W209	VODAFONE GROUP PLC NEW ADR	5,528.25	150.00	4,133.94
38554500	Invest - Corp Stock	81-6017071	89417E109	TRAVELERS COMPANIES, INC	8,630.00	100.00	3,051.88
38554500	Invest - Corp Stock	81-6017071	G29183103	EATON CORP PLC	4,092.48	58.00	3,010.54
38554500	Invest - Corp Stock	81-6017071	00287Y109	ABBVIE INC	9,690.00	200.00	3,478.61
38554500	Invest - Corp Stock	81-6017071	12572Q105	CME GROUP INC	11,131.50	150.00	8,005.98
38554500	Invest - Corp Stock	81-6017071	92826C839	VISA INC-CLASS A SHRS	6,883.45	35.00	2,832.20
Total Invest - Corp Stock					697,521.47	10,909.00	346,097.95
38554500	Invest - Other	81-6017071	411511306	HARBOR INTERNATIONAL FD INST #2011	54,550.21	770.59	45,000.00
38554500	Invest - Other	81-6017071	589509108	MERGER FD SH BEN INT #260	20,472.18	1,258.28	20,000.00
38554500	Invest - Other	81-6017071	693390882	PIMCO FOREIGN BD FD USD H-INST #103	20,001.22	1,881.58	20,000.00
38554500	Invest - Other	81-6017071	74460D109	PUBLIC STORAGE INC COM	13,357.60	80.00	4,543.20
38554500	Invest - Other	81-6017071	828806109	SIMON PROPERTY GROUP INC	9,273.00	60.00	3,669.19
38554500	Invest - Other	81-6017071	828806109	SIMON PROPERTY GROUP INC	309.10	2.00	67.41
38554500	Invest - Other	81-6017071	053484101	AVALONBAY CMNTYS INC	10,004.00	80.00	5,481.60
38554500	Invest - Other	81-6017071	053484101	AVALONBAY CMNTYS INC	375.15	3.00	159.18
38554500	Invest - Other	81-6017071	729251108	PLUM CREEK TIMBER CO INC	4,540.00	100.00	4,213.11
38554500	Invest - Other	81-6017071	464287804	ISHARES CORE S&P SMALL-CAP E	84,763.40	820.00	46,368.24
38554500	Invest - Other	81-6017071	46625H365	JP MORGAN ALERIAN MLP INDEX	18,328.00	400.00	16,398.62
38554500	Invest - Other	81-6017071	464287507	ISHARES CORE S&P MIDCAP ETF	102,832.00	800.00	62,632.71
38554500	Invest - Other	81-6017071	277923728	EATON VANCE GLOBAL MACRO - I #0088	26,994.74	2,868.73	27,997.11
38554500	Invest - Other	81-6017071	03875R205	ARBITRAGE FUND CLASS I #1000	10,023.38	779.42	10,000.00
38554500	Invest - Other	81-6017071	464287465	ISHARES MSCI EAFE ETF	65,880.00	1,000.00	60,695.00
38554500	Invest - Other	81-6017071	262028855	DRIEHAUS ACTIVE INCOME FUND	25,187.63	2,338.68	25,000.00
38554500	Invest - Other	81-6017071	72201F516	PIMCO EMERGING LOCAL BOND IS #332	13,380.97	1,361.24	15,000.00
38554500	Invest - Other	81-6017071	464287242	ISHARES IBOX \$ INVESTMENT	23,040.00	200.00	24,022.99
38554500	Invest - Other	81-6017071	277911491	EATON VANCE FLOATING RATE FD-I #924	10,076.92	1,098.90	9,988.15
38554500	Invest - Other	81-6017071	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	10,210.53	877.19	10,000.00
38554500	Invest - Other	81-6017071	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	15,545.89	1,186.71	15,000.00
38554500	Invest - Other	81-6017071	870297306	MLN ELEMENTS ROGER ENERGY TR	13,440.00	2,000.00	12,860.00
38554500	Invest - Other	81-6017071	922908553	VANGUARD REIT VIPER	55,304.00	800.00	25,154.14
38554500	Invest - Other	81-6017071	922042858	VANGUARD FTSE EMERGING MARKETS ETF	50,238.00	1,200.00	46,965.00
38554500	Invest - Other	81-6017071	77958B402	T ROWE PRICE INST FLOAT RATE #170	15,000.11	1,459.16	15,000.00

38554500	Invest - Other	81-6017071	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	16,316.07	430.96	15,000.00
38554500	Invest - Other	81-6017071	73935X195	POWERSHARES LISTED PRIVATE EQUITY	36,300.00	3,000.00	23,280.50
38554500	Invest - Other	81-6017071	61760X836	MORGAN STANLEY INS FR EMG-I	11,423.99	641.44	10,000.00
38554500	Invest - Other	81-6017071	4812A2439	HIGHBRIDGE STAT MKT NEUT-SEL#1011	10,013.80	690.13	10,000.00
38554500	Invest - Other	81-6017071	921937827	VANGUARD SHORT TERM BOND ETF	80,540.00	1,000.00	80,231.22
38554500	Invest - Other	81-6017071	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	37,324.75	865.00	27,571.84
38554500	Invest - Other	81-6017071	870297405	MLN ELEMENTS ROGERS METAL TR	10,968.00	1,200.00	14,267.40
38554500	Invest - Other	81-6017071	157842105	CHAMBERS STREET PROPERTIES	15,207.90	1,630.00	13,179.20
38554500	Invest - Other	81-6017071	870297603	MLN ELEMENTS ROGERS AGRI TOT RET	9,684.00	1,200.00	12,756.00
38554500	Invest - Other	81-6017071	76628T645	RIDGEWORTH SEIX HY BD-I #5855	31,151.58	3,066.10	30,000.00
38554500	Invest - US & State	81-6017071	GTY995004	ASGI AGILITY INCOME FUND	49,590.16	47.41	50,000.00
Total Invest - Other					981,648.28	37,196.52	812,501.81
38554500	Savings & Temp Inv	81-6017071	VP0528308	FEDERATED TREAS OBL FD 68	32,044.55	32,044.55	32,044.55
38554500	Savings & Temp Inv	81-6017071	VP0528308	FEDERATED TREAS OBL FD 68	42,772.64	42,772.64	42,772.64
Total Savings & Temp Inv					74,817.19	74,817.19	74,817.19
Grand Total					1,950,246.89	302,922.71	1,414,896.40