Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation MELVINA FOUNDATION
C/O DIANA MEREWETHER, ESQ.

A Employer identification number 23-7001774

Number and street (or P O box number if mail is not delivered to street address) 171 PARK AVE. | Room/suite

B Telephone number (see instructions) (781) 643-9553

City or town, state or province, country, and ZIP or foreign postal code ARLINGTON, MA 02476

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) ▶ $ 12,204,060.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	100,172.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	121.	121.		ATCH 1
	4 Dividends and interest from securities	234,994.	234,879.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	157,949.			
	b Gross sales price for all assets on line 6a 1,470,841.				
	7 Capital gain net income (from Part IV, line 2)		171,476.		
	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) ATCH 3	54,487.	37.		
	12 **Total.** Add lines 1 through 11	547,723.	406,513.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	3,680.			3,680.
	c Other professional fees (attach schedule)	40,110.	40,110.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	305.	185.		120.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44,095.	40,295.		3,800.
	25 Contributions, gifts, grants paid	395,567.			395,567.
	26 **Total expenses and disbursements.** Add lines 24 and 25	439,662.	40,295.	0	399,367.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	108,061.			
	b **Net investment income** (if negative, enter -0-)		366,218.		
	c **Adjusted net income** (if negative, enter -0-).				

RECEIVED MAY 21 2014 OGDEN, UT IRS-OSC

SCANNED MAY 29 2014

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	120,981.	29,562.	29,562.
	2 Savings and temporary cash investments	2,137,204.	1,741,173.	1,741,173.
	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) ATCH 7	1,588,047.	1,663,697.	2,596,906.
	c Investments - corporate bonds (attach schedule) ATCH 8	1,555,264.	1,822,709.	1,848,542.
	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 ▶ ATCH 9)	5,056,417.	5,308,833.	5,987,877.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,457,913.	10,565,974.	12,204,060.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,457,913.	10,565,974.	
	30 **Total net assets or fund balances** (see instructions)	10,457,913.	10,565,974.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	10,457,913.	10,565,974.	

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	10,457,913.
2 Enter amount from Part I, line 27a	2	108,061.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,565,974.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,565,974.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

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

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	171,476.
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))
2012	696,121.	10,951,255.	0.063565
2011	331,775.	9,504,081.	0.034909
2010	349,979.	6,092,092.	0.057448
2009	175,536.	5,194,116.	0.033795
2008	361,231.	5,320,190.	0.067898

2	**Total** of line 1, column (d)	2	0.257615
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	0.051523
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,512,497.
5	Multiply line 4 by line 3	5	593,158.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,662.
7	Add lines 5 and 6	7	596,820.
8	Enter qualifying distributions from Part XII, line 4	8	399,367.

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	7,324.
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	7,324.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	7,324.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 3,788.		
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	3,788.
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	3,536.
10	**Overpayment** If line 7 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 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (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	X	
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) ▶ DE,			
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 2013 or the taxable year beginning in 2013 (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* ATCH 10	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 ▶ DIANA MEREWETHER Telephone no ▶ 781.643.9553

Located at ▶ 171 PARK AVE ARLINGTON, MA ZIP+4 ▶ 02476

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 2013, 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		
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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		
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 2013 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 2013)*	3b		X
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 2013?	4b		X

Form **990-PF** (2013)

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**

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 (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATCH 11		0	0	0

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

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

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

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 N/A	
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	9,877,947.
b	Average of monthly cash balances	1b	1,809,867.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,687,814.
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	11,687,814.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	175,317.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,512,497.
6	**Minimum investment return.** Enter 5% of line 5	6	575,625.

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	575,625.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,324.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,324.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	568,301.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	568,301.
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	568,301.

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	399,367.
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	399,367.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	399,367.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					568,301.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	97,658.				
b From 2009					
c From 2010	47,589.				
d From 2011					
e From 2012	156,130.				
f **Total** of lines 3a through e		301,377.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 399,367.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					399,367.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		168,934.			168,934.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		132,443.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		132,443.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	132,443.				
e Excess from 2013					

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 2013, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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))

ATTACHMENT 12

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
SEE ATTACHED STATEMENT PROVIDED UPON REQUEST	NONE	PC	CHARITABLE	395,567.
Total . . . . ▶ **3a**				395,567.
***b** Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	121.	
4 Dividends and interest from securities			14	234,994.	
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	157,949.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13				54,487.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				447,551.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 447,551.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: G Richard E Kauf | Date: May 13 2014 | Title: Chairman

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
SIDNEY I DILL , CPA	S I Dill CPA	5/7/14		P01262937
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ P O BOX 628 EVANSVILLE, IN 47704-0628			Phone no 812-428-6500	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
MELVINA FOUNDATION C/O DIANA MEREWETHER, ESQ.	23-7001774

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization MELVINA FOUNDATION
C/O DIANA MEREWETHER, ESQ.

Employer identification number 23-7001774

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD AND RITA EYKAMP P.O. BOX 4915 EVANSVILLE, IN 47724	$ 19,099.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	RICHARD AND RITA EYKAMP PO BOX 4915 EVANSVILLE, IN 47724	$ 15,133.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
3	RICHARD AND RITA EYKAMP P.O. BOX 4915 EVANSVILLE, IN 47724	$ 11,940.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
4	RICHARD AND RITA EYKAMP P.O. BOX 4915 EVANSVILLE, IN 47724	$ 54,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
MELVINA FOUNDATION C/O DIANA MEREWETHER, ESQ.	23-7001774

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	266 SHS DUKE ENERGY CORP	$ 19,099.	11/15/2013
2	190 SHS ILLINOIS TOOL WORKS INC	$ 15,133.	11/15/2013
3	271 SHS PLUM CREEK TIMBER CO	$ 11,940.	11/15/2013
		$	
		$	
		$	

Name of organization MELVINA FOUNDATION
C/O DIANA MEREWETHER, ESQ.

Employer identification number 23-7001774

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					25,416.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,399,240.		1,266,721.					132,519.	
		DUKE ENERGY PROPERTY TYPE: SECURITIES				D	VARIOUS	11/21/2013
19,093.		13,382.					5,711.	
		ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES				D	VARIOUS	11/21/2013
15,184.		10,299.					4,885.	
		PLUM CREEK TIMBER CO PROPERTY TYPE: SECURITIES				D	VARIOUS	11/21/2013
11,908.		8,963.					2,945.	
TOTAL GAIN(LOSS)							171,476.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAMBRIDGE	102.	102.
FIFTH THIRD	19.	19.
TOTAL	121.	121.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
5/3 TRUST	153,812.	153,812.
5/3 TRUST MUNICIPAL INTEREST	115.	
FIDELITY	78,530.	78,530.
LAUREN INTERNATIONAL LTD INTEREST	858.	858.
LAUREN INTERNATIONAL LTD DIVIDENDS	1,679.	1,679.
TOTAL	234,994.	234,879.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LAUREN INTERNATIONAL PASS THROUGH INCOME	42,825.	
990-PF TAX REFUND	11,625.	
CLASS ACTION SETTLEMENTS	37.	37.
TOTALS	54,487.	37.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BKD, LLP		3,680.			3,680.
	TOTALS	3,680.			3,680.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
5/3 TRUST FEES	40,110.	40,110.
TOTALS	40,110.	40,110.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INCORPORATION SERVICES	120.		120.
POSTAGE	185.	185.	
TOTALS	305.	185.	120.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIFTH THIRD- SEE ATTACHED	1,663,697.	2,596,906.
TOTALS	1,663,697.	2,596,906.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIFTH THIRD-SEE ATTACHED	1,822,709.	1,848,542.
TOTALS	1,822,709.	1,848,542.

MELVINA FOUNDATION
FORM 990-PF
31 DECEMBER 2013

Recipient Name	City, State	Recipient Status	Purpose of Grant	Relationship	Amount
HARVARD INST LEARNING IN RET	CAMBRIDGE MA	PC	Charitable	None	100.00
SANTA'S CLOTHES CLUB	EVANSVILLE, IN	PC	Charitable	None	100.00
CATHOLIC PARISHES CPC	EVANSVILLE, IN	PC	Charitable	None	750.00
UE FROEMDS PF ART	EVANSVILLE, IN	PC	Charitable	None	500.00
VISITING NURSES	EVANSVILLE, IN	PC	Charitable	None	100.00
SALVATION ARMY	CAMBRIDGE MA	PC	Charitable	None	600.00
HOLY REDEEMER CATHOLIC CH	EVANSVILLE, IN	PC	Charitable	None	1,700.00
WBUR	BOSTON MA	PC	Charitable	None	300.00
EVANSVILLE PHILHARMONIC	EVANSVILLE, IN	PC	Charitable	None	9,137.00
MUSEUM OF FINE ARTS	BOSTON MA	PC	Charitable	None	250.00
TRINITY UNITED METHODIST CH	EVANSVILLE, IN	PC	Charitable	None	2,500.00
INSTITUTE OF CONTEMPORARY ART	BOSTON MA	PC	Charitable	None	125.00
TRINITY UNITED METHODIST CH	EVANSVILLE, IN	PC	Charitable	None	2,500.00
BOSTON AREA GLEANERS	WALTHAM MA	PC	Charitable	None	1,200.00
FRIENDS OF WILLARD LIBRARY	EVANSVILLE, IN	PC	Charitable	None	100.00
EVANSVILLE MUSEUM	EVANSVILLE, IN	PC	Charitable	None	300,000.00
MUSEUM OF SCIENCE	BOSTON MA	PC	Charitable	None	190.00
HARVARD INST LEARNING IN RET	CAMBRIDGE MA	PC	Charitable	None	300.00
BUFFALLO TRACE COUNCIL	EVANSVILLE, IN	PC	Charitable	None	3,724.00
HOLY REDEEMER CATHOLIC CH	EVANSVILLE, IN	PC	Charitable	None	1,700.00
WGBH RADIO	BOSTON MA	PC	Charitable	None	35.00
TRINITY UNITED METHODIST CH	EVANSVILLE, IN	PC	Charitable	None	2,500.00
MUSEUM OF SCIENCE	BOSTON MA	PC	Charitable	None	185.00
CATHOLIC FDN OF SW IN	EVANSVILLE, IN	PC	Charitable	None	500.00
CATHOLIC FOUNDATION OF SW INDIANA	EVANSVILLE, IN	PC	Charitable	None	250.00
EVANSVILLE MUSEUM	EVANSVILLE, IN	PC	Charitable	None	1,000.00
OZANAM	EVANSVILLE, IN	PC	Charitable	None	1,500.00
HOLY REDEEMER CATHOLIC CH	INDIANAPOLIS, IN	PC	Charitable	None	1,700.00
MYSTIC RIVER WATERSHED ASSN	ARLINGTON, MA	PC	Charitable	None	100.00
NORTH AMERICAN LAKE MGT SOC	MADISON WI	PC	Charitable	None	45.00

MATER DEI HIGH SCHOOL	EVANSVILLE, IN	PC	Charitable	None	2,000.00
UIF/FRIENDS OF WILL	CHAMPAIGN, IL	PC	Charitable	None	150.00
EVANSVILLE MUSEUM	EVANSVILLE, IN	PC	Charitable	None	5,000.00
UE FRIENDS OF MUSIC	EVANSVILLE, IN	PC	Charitable	None	500.00
TRINITY UNITED METHODIST CH	EVANSVILLE, IN	PC	Charitable	None	2,500.00
MASS AUDOBON SOC	LINCOLN MA	PC	Charitable	None	100.00
EVANSVILLE PHILHARMONIC ORCH	EVANSVILLE IN	PC	Charitable	None	3,000.00
SIGNATURE SCHOOL	EVANSVILLE, IN	PC	Charitable	None	5,000.00
UNIVERSITY OF EVANSVILLE THEATRE	EVANSVILLE, IN	PC	Charitable	None	150.00
ARTS COUNCIL SWIN	EVANSVILLE, IN	PC	Charitable	None	200.00
HOLY REDEEMER CATHOLIC CH	EVANSVILLE, IN	PC	Charitable	None	1,700.00
CATHOLIC EDUCATION FOUNDATION	EVANSVILLE, IN	PC	Charitable	None	100.00
SALVATION ARMY	CAMBRIDGE MA	PC	Charitable	None	600.00
WNIN-CHANNEL 9 TV	EVANSVILLE, IN	PC	Charitable	None	200.00
KEEP EVANSVILLE BEAUTIFUL	EVANSVILLE, IN	PC	Charitable	None	150.00
BUFFALLO TRACE COUNCIL	EVANSVILLE, IN	PC	Charitable	None	5,000.00
WNIN-FM	EVANSVILLE, IN	PC	Charitable	None	1,000.00
PROJECT BREAD	BOSTON MA	PC	Charitable	None	25.00
TAU BETA PI	LAFAYETTE, IN	PC	Charitable	None	25.00
EVANSVILLE PHILHARMONIC ORCH	EVANSVILLE, IN	PC	Charitable	None	25,000.00
NEW HARMONY PROJECT	INDIANAPOLIS, IN	PC	Charitable	None	1,000.00
CAMBRIDGE PERFORMANCE PROJECT	CAMBRIDGE MA	PC	Charitable	None	100.00
KOCH INSTITUTE RESEARCH FUND	MIT	PC	Charitable	None	45.66
HOLY REDEEMER CATHOLIC CH	EVANSVILLE, IN	PC	Charitable	None	5,105.62
UNITED WAY OF SW IN	EVANSVILLE IN	PC	Charitable	None	2,500.00
SALVATION ARMY	EVANSVILLE, IN	PC	Charitable	None	125.00
BOSTON AREA GLEANERS	WALTHAM MA	PC	Charitable	None	100.00
HERITAGE FOUNDATION	WASHINGTON,DC	PC	Charitable	None	500.00

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.7000		CASH	$1.000	$1.70	0.0%	$1.70			
368,735.0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES (INCOME INVESTMENT) CUSIP - 99FEDMUN1	$1.000	$368,735.00	6.4%	$368,735.00		$36.87	
24,740.0000		FEDERATED MUNICIPAL OBLIGATIONS FUND INSTITUTIONAL SHARES CUSIP - 99FEDMUN1	$1.000	$24,740.00	0.4%	$24,740.00		$2.47	
		Cash & Equivalents - Total		***$393,476.70***	***6.8%***	***$393,476.70***		***$39.34***	
Fixed Income									
100,000.0000		ARCHER DANIELS MIDLAND CO 03/04/08 5.450 03/15/18 CUSIP - 039483AY8	$113.026	$113,026.00	1.9%	$119,764.00	$(6,738.00)	$5,450.00	4.8%
50,000.0000		BHP BILLITON FINANCE 3/29/2007 5.400 3/29/2017 CUSIP - 055451AF5	$111.996	$55,998.00	1.0%	$58,282.10	$(2,284.10)	$2,700.00	4.8%
50,000.0000		COCA COLA CO 11/15/10 3.150 11/15/20 CUSIP - 191216AR1	$101.446	$50,723.00	0.9%	$53,277.00	$(2,554.00)	$1,575.00	3.1%
50,000.0000		CONOCOPHILLIPS CANADA 10/13/06 5.625 10/15/16 CUSIP - 20825TAA5	$111.887	$55,943.50	1.0%	$51,226.50	$4,717.00	$2,812.50	5.0%
15,761.5560	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.190	$144,848.70	2.5%	$145,000.00	$(151.30)	$5,721.44	3.9%
19,170.0140	FULIX	FEDERATED ULTRA SHORT BD-INS CUSIP - 31428Q747	$9.150	$175,405.63	3.0%	$176,747.53	$(1,341.90)	$2,338.74	1.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
14,355.8000		GN 781752 06/01/04 5.000 06/15/19 CUSIP - 36225B5M6	$106.508	$15,290.08	0.3%	$14,593.58	$696.50	$717.79	4.7%
50,000.0000		GENERAL ELECTRIC CO 12/06/07 5.250 12/06/17 CUSIP - 369604BC6	$113.194	$56,597.00	1.0%	$50,643.00	$5,954.00	$2,625.00	4.6%
50,000.0000		GOLDMAN SACHS GROUP INC 01/12/05 5.125 01/15/15 CUSIP - 38141GEA8	$104.459	$52,229.50	0.9%	$50,694.50	$1,535.00	$2,562.50	4.9%
100,000.0000		INTEL CORP 12/11/12 1.350 12/15/17 CUSIP - 458140AL4	$98.834	$98,834.00	1.7%	$99,007.00	$(173.00)	$1,350.00	1.4%
255.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$36.830	$9,391.65	0.2%	$10,192.22	$(800.57)	$620.16	6.6%
337.0000	MGF	MFS GOVT MKTS INCOME TR SH BEN INT CUSIP - 552939100	$5.730	$1,931.01	0.0%	$2,362.03	$(431.02)	$151.31	7.8%
100,000.0000		OCCIDENTAL PETROLEUM CORP 08/18/11 1.750 02/15/17 CUSIP - 674599CB9	$100.344	$100,344.00	1.7%	$101,094.00	$(750.00)	$1,750.00	1.7%
50,000.0000		ORACLE CORP 04/09/08 5.750 04/15/18 CUSIP - 68389XAC9	$115.557	$57,778.50	1.0%	$60,626.00	$(2,847.50)	$2,875.00	5.0%
50,000.0000		PHILIP MORRIS INTL INC 05/16/08 5.650 05/16/18 CUSIP - 718172AA7	$114.852	$57,426.00	1.0%	$60,096.00	$(2,670.00)	$2,825.00	4.9%
207.0000	BKLN	POWERSHARES EXCHANGE-TRADED FD TR II SENIOR LN PORT NYSE ARCA INC CUSIP - 73936Q769	$24 880	$5,150.16	0.1%	$5,150.06	$0.10	$226.67	4.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income (continued)									
50,000.0000		PROCTER & GAMBLE 11/25/03 4.850 12/15/15 CUSIP - 742718BZ1	$108.158	$54,079.00	0.9%	$49,126.50	$4,952.50	$2,425.00	4.5%
15,328.3490	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	$8.400	$128,758.13	2.2%	$137,372.27	$(8,614.14)	$7,510.89	5.8%
14,728.3040	MXIIX	TOUCHSTONE FLEXIBLE INCOME FUND CLASS Y CUSIP - 89154Q596	$10.340	$152,290.66	2.6%	$125,000.00	$27,290.66	$7,835.46	5.1%
16,878.5040	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	$9.190	$155,113.45	2.7%	$150,061.90	$5,051.55	$8,844.34	5.7%
15,873.0390	TSYYX	TOUCHSTONE ULTRA SHOR DUR FIX IN CLASS Y CUSIP - 89155T664	$9.440	$149,841.49	2.6%	$149,257.71	$583.78	$2,746.04	1.8%
50,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 09/15/11 2.000 09/15/16 CUSIP - 89233P5E2	$102.861	$51,430.50	0.9%	$51,910.00	$(479.50)	$1,000.00	1.9%
100,000.0000		WAL-MART STORES 06/09/05 4.500 07/01/15 CUSIP - 931142BY8	$106.112	$106,112.00	1.8%	$101,225.00	$4,887.00	$4,500.00	4.2%
		Fixed Income - Total		***$1,848,541.96***	***31.9%***	***$1,822,708.90***	***$25,833.06***	***$71,162.84***	***3.9%***
Equities									
283.0000	AYR	AIRCASTLE LTD ADR CUSIP - G0129K104	$19.160	$5,422.28	0.1%	$4,457.04	$965.24	$226.40	4.2%
490.0000	AXS	AXIS CAPITAL HOLDINGS LTD CUSIP - G0692U109	$47.570	$23,309.30	0.4%	$21,334.58	$1,974.72	$529.20	2.3%
83.0000	ETN	EATON CORP PLC SHS CUSIP - G29183103	$76.120	$6,317.96	0.1%	$4,734.00	$1,583.96	$139.44	2.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									(continued)
450.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$55.110	$24,799.50	0.4%	$21,032.20	$3,767.30	$450.00	1.8%
266.0000	BLX	BANCO LATINOAMERICAN DE COMERCIO EXTERIOR SA CUSIP - P16994132	$28.020	$7,453.32	0.1%	$5,992.35	$1,460.97	$372.40	5.0%
210.0000	AFL	AFLAC INC CUSIP - 001055102	$66.800	$14,028.00	0.2%	$11,456.22	$2,571.78	$310.80	2.2%
122.0000	T	AT&T INC CUSIP - 00206R102	$35.160	$4,289.52	0.1%	$4,284.58	$4.94	$224.48	5.2%
425.0000	ABT	ABBOTT LABS CUSIP - 002824100	$38.330	$16,290.25	0.3%	$8,599.12	$7,691.13	$374.00	2.3%
160.0000	LNT	ALLIANT CORP CUSIP - 018802108	$51.600	$8,256.00	0.1%	$5,831.76	$2,424.24	$300.80	3.6%
350.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$51.050	$17,867.50	0.3%	$12,338.89	$5,528.61	$140.00	0.8%
79.0000	AAPL	APPLE INC CUSIP - 037833100	$561.020	$44,320.58	0.8%	$7,279.27	$37,041.31	$963.80	2.2%
300.0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	$80.799	$24,239.70	0.4%	$13,333.50	$10,906.20	$576.00	2.4%
50.0000	AZO	AUTOZONE INC COM CUSIP - 053332102	$477 940	$23,897.00	0.4%	$18,795.73	$5,101.27		
200.0000	BRK B	BERKSHIRE HATHAWAY INC DEL CL B NEW CUSIP - 084670702	$118.560	$23,712.00	0 4%	$16,041.88	$7,670.12		
300.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$53.150	$15,945.00	0.3%	$10,082.64	$5,862.36	$432.00	2.7%
300.0000	CVX	CHEVRON CORPORATION	$124 910	$37,473.00	0.6%	$20,846.70	$16,626.30	$1,200.00	3.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 166764100							
375.0000	CB	CHUBB CORP COM CUSIP - 171232101	$96 630	$36,236.25	0.6%	$17,741.55	$18,494.70	$660.00	1.8%
800.0000	KO	COCA COLA CO CUSIP - 191216100	$41 310	$33,048.00	0.6%	$17,828.00	$15,220.00	$896.00	2.7%
500.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$70.650	$35,325.00	0.6%	$14,946.10	$20,378.90	$1,380.00	3.9%
350.0000	DE	DEERE & CO CUSIP - 244199105	$91.330	$31,965.50	0.6%	$28,808.82	$3,156.68	$714.00	2.2%
500.0000	DIS	DISNEY WALT CO CUSIP - 254687106	$76.400	$38,200.00	0.7%	$15,974.82	$22,225.18	$430.00	1.1%
211.4290	DODFX	DODGE & COX INTL STOCK FUND (INCOME INVESTMENT) CUSIP - 256206103	$43.040	$9,099.90	0.2%	$7,158.38	$1,941.52	$146.94	1.6%
2,968.0120	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	$43.040	$127,743.24	2.2%	$85,583.84	$42,159.40	$2,062.77	1.6%
210.0000	DOV	DOVER CORP COM CUSIP - 260003108	$96.540	$20,273.40	0.3%	$17,994.61	$2,278.79	$315.00	1.6%
749.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$64.970	$48,662.53	0.8%	$35,596.19	$13,066.34	$1,348.20	2.8%
1,030.0000	EMC	E M C CORP/MASS CUSIP - 268648102	$25.150	$25,904.50	0.4%	$25,846.89	$57.61	$412.00	1.6%
1,100.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	$34.970	$38,467.00	0.7%	$22,956.46	$15,510.54	$660.00	1.7%
279.0000	ETW	EATON VANCE TAX MAN GLBL BR CUSIP - 27829C105	$12.100	$3,375.90	0.1%	$3,119.08	$256.82	$325.87	9.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
400.0000	ECL	ECOLAB INC CUSIP - 278865100	$104.270	$41,708.00	0.7%	$11,153.00	$30,555.00	$440.00	1.1%
500.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$70.180	$35,090.00	0.6%	$12,143.65	$22,946.35	$860.00	2.5%
225.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$101.200	$22,770.00	0.4%	$7,674.75	$15,095.25	$567.00	2.5%
250.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	$143.770	$35,942.50	0.6%	$24,847.38	$11,095.12	$150.00	0.4%
115.0000	GMT	GATX CORP COM CUSIP - 361448103	$52.170	$5,999.55	0.1%	$4,865.31	$1,134.24	$142.60	2.4%
261.0000	GCI	GANNETT INC COM CUSIP - 364730101	$29.580	$7,720.38	0.1%	$5,174.34	$2,546.04	$208.80	2.7%
1,952.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$28 030	$54,714.56	0.9%	$42,815.06	$11,899.50	$1,717.76	3.1%
78.0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	$83.190	$6,488.82	0.1%	$4,921.01	$1,567.81	$167.70	2.6%
600.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$75.100	$45,060.00	0.8%	$7,940.40	$37,119.60		
58.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$1,120.710	$65,001.18	1.1%	$23,878.74	$41,122.44		
130.8100	HAINX	HARBOR INTERNATIONAL INST (INCOME INVESTMENT) CUSIP - 411511306	$71.010	$9,288.82	0.2%	$7,668.51	$1,620.31	$195.56	2.1%
1,663.2400	HAINX	HARBOR INTERNATIONAL INST	$71.010	$118,106.67	2.0%	$102,593.13	$15,513.54	$2,486.54	2.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 411511306							
336.0000	HTGC	HERCULES TECHNOLOGY GROWTH CUSIP - 427096508	$16.400	$5,510.40	0.1%	$3,615.02	$1,895.38	$416.64	7.6%
96.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$91.370	$8,771.52	0.2%	$6,016.27	$2,755.25	$172.80	2.0%
180.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$187.570	$33,762.60	0.6%	$33,717 20	$45.40	$684.00	2.0%
350.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$91.590	$32,056.50	0.6%	$18,532.50	$13,524.00	$924.00	2.9%
35.0000	KRFT	KRAFT FOODS GROUP INC CUSIP - 50076Q106	$53.910	$1,886 85	0.0%	$1,569.40	$317.45	$73.50	3.9%
94.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$97.030	$9,120.82	0.2%	$5,162 37	$3,958.45	$304.56	3.3%
600.0000	MDT	MEDTRONIC INC CUSIP - 585055106	$57.390	$34,434.00	0.6%	$24,610.06	$9,823.94	$672.00	2.0%
850.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$37.410	$31,798.50	0.5%	$21,681.58	$10,116.92	$952.00	3.0%
192.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	$44.750	$8,592.00	0.1%	$6,311.83	$2,280.17	$272.26	3.2%
920.0000	MYL	MYLAN INC. CUSIP - 628530107	$43.400	$39,928.00	0.7%	$16,368.00	$23,560.00		
500.0000	NKE	NIKE INC CL B CUSIP - 654106103	$78.640	$39,320.00	0.7%	$12,357.35	$26,962.65	$480.00	1.2%
550.0000	NVS	NOVARTIS A G CUSIP - 66987V109	$80.380	$44,209.00	0.8%	$31,411.19	$12,797.81	$1,131.35	2.6%
200.0000	OXY	OCCIDENTAL PETE CORP	$95.100	$19,020.00	0.3%	$16,152.18	$2,867.82	$512.00	2.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 674599105							
318.0000	OLN	OLIN CORP COM PAR $1 CUSIP - 680665205	$28.850	$9,174.30	0.2%	$6,690.56	$2,483.74	$254.40	2.8%
900.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$38.260	$34,434.00	0.6%	$15,574.08	$18,859.92	$432.00	1.3%
121.8480	ODVYX	OPPENHEIMER DVLPING MKTS-Y (INCOME INVESTMENT) CUSIP - 683974505	$37.560	$4,576.61	0.1%	$3,976.02	$600.59	$19.86	0.4%
6,912.9360	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$37.560	$259,649.88	4.5%	$231,611.83	$28,038.05	$1,126.81	0.4%
450.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	$82.940	$37,323.00	0.6%	$21,745.25	$15,577.75	$1,021.50	2.7%
261.0000	PFE	PFIZER INC CUSIP - 717081103	$30.630	$7,994.43	0.1%	$6,451.89	$1,542.54	$271.44	3.4%
219.0000	PX	PRAXAIR INC CUSIP - 74005P104	$130.030	$28,476.57	0.5%	$6,526.20	$21,950.37	$525.60	1.8%
10,885.6290	PCBIX	PRINCIPAL MIDCAP BLEND FUND CUSIP - 74253Q747	$20.490	$223,046.54	3.8%	$149,241.98	$73,804.56	$544.28	0.2%
400.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$81.410	$32,564.00	0.6%	$13,132.30	$19,431.70	$962.40	3.0%
147.6250	TRMCX	T ROWE PRICE MID CAP VALUE FUND (INCOME INVESTMENT) CUSIP - 77957Y106	$30 050	$4,436.13	0.1%	$3,917.81	$518.32	$32.48	0.7%
7,513.8460	TRMCX	T ROWE PRICE MID CAP VALUE FUND CUSIP - 77957Y106	$30.050	$225,791.07	3.9%	$150,090.81	$75,700.26	$1,653.05	0.7%
250.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$90.110	$22,527.50	0.4%	$18,491.81	$4,035 69	$312.50	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
1,100.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$35.620	$39,182.00	0.7%	$16,743.91	$22,438.09	$1,474.00	3.8%
400.0000	SRCL	STERICYCLE INC CUSIP - 858912108	$116.170	$46,468.00	0.8%	$9,268.00	$37,200.00		
619.0000	AMU	ALERIAN MLP ETN UBS AG LONDON ETF CUSIP - 90267B682	$29.110	$18,019.09	0.3%	$17,142.21	$876.88	$908.69	5.0%
700.0000	VVC	VECTREN CORP CUSIP - 92240G101	$35.500	$24,850.00	0.4%	$14,805.15	$10,044.85	$1,008.00	4.1%
650.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$49.140	$31,941.00	0.6%	$18,489.85	$13,451.15	$1,378.00	4.3%
770.0000	WAG	WALGREEN CO CUSIP - 931422109	$57.440	$44,228 80	0.8%	$26,622.02	$17,606.78	$970.20	2.2%
		Equities - Total		***$2,596,905.72***	***44.8%***	***$1,663,697.11***	***$933,208.61***	***$42,016.38***	***1.6%***
Alternative Strategies									
5,545.9060	PAUPX	PIMCO ALL ASSET ALL AUTH FUND (INCOME INVESTMENT) CUSIP - 72201M438	$9.900	$54,904.47	0.9%	$58,584.77	$(3,680.30)	$3,177.80	5.8%
25,293.7510	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$9.900	$250,408.13	4.3%	$267,529.36	$(17,121.23)	$14,493.32	5.8%
13,059.7010	MLPTX	STEELPATH MLP FDS TR SELECT 40 FD CL I CUSIP - 858268204	$12.280	$160,373 13	2.8%	$140,000.00	$20,373.13	$9,220.15	5.7%
365.0000	TYG	TORTOISE ENERGY INFRASTRUCTURE CORP CUSIP - 89147L100	$47.670	$17,399.55	0.3%	$15,194.44	$2,205.11	$839.50	4.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies (continued)									
3,700.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	$39.430	$145,891.00	2.5%	$140,970.00	$4,921.00	$6,715.50	4.6%
		Alternative Strategies - Total		***$628,976.28***	***10.8%***	***$622,278.57***	***$6,697.71***	***$34,446.27***	***5.5%***
Real Estate Investments									
76.0000	DLR	DIGITAL RLTY TR INC CUSIP - 253868103	$49.120	$3,733.12	0.1%	$4,611.68	$(878.56)	$237.12	6.4%
105.0000	EPR	EPR PPTYS COM SH BEN INT CUSIP - 26884U109	$49.160	$5,161.80	0.1%	$5,359.05	$(197.25)	$331.80	6.4%
400.0000	HCP	HCP INC CUSIP - 40414L109	$36.320	$14,528.00	0.3%	$8,581.28	$5,946.72	$840.00	5.8%
198.0000	HPT	HOSPITALITY PPTYS TR COM SH BEN INT CUSIP - 44106M102	$27.030	$5,351.94	0.1%	$4,759.82	$592.12	$380.16	7.1%
1,763.7440	IIRWX	ING INTL REAL ESTATE CL W CUSIP - 44980Q138	$9 160	$16,155.90	0.3%	$13,422.09	$2,733.81	$936 55	5.8%
170.0000	IVR	INVESCO MORTGAGE CAPITAL INC CUSIP - 46131B100	$14.680	$2,495 60	0.0%	$3,421.33	$(925.73)	$340.00	13.6%
107.0000	LTC	LTC PPTYS INC COM CUSIP - 502175102	$35 390	$3,786 73	0.1%	$3,599.43	$187.30	$218.28	5.8%
96.0000	NHI	NATIONAL HEALTH INVS INC COM CUSIP - 63633D104	$56.100	$5,385 60	0.1%	$5,180.15	$205 45	$282.24	5.2%
269.0000	NRZ	NEW RESIDENTIAL INVT CORP CUSIP - 64828T102	$6.680	$1,796.92	0.0%	$1,811.72	$(14.80)	$188.30	10.5%
269.0000	NCT	NEWCASTLE INVESTMENT CORP	$5.740	$1,544.06	0.0%	$3,315.32	$(1,771.26)	$107.60	7.0%

FIFTH THIRD
PRIVATE BANK

Investment Account 69-69-000-9466590
MELVINA FDN A - CONSOLIDATION

01/01/2013 - 12/31/2013

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments (continued)									
		COMMON CUSIP - 65105M108							
248.0000	OHI	OMEGA HEALTHCARE INVS INC COM CUSIP - 681936100	$29.800	$7,390.40	0.1%	$5,778.20	$1,612.20	$476.16	6.4%
136.0000	PMT	PENNYMAC MTG INVT TR CUSIP - 70931T103	$22.960	$3,122.56	0.1%	$3,260.67	$(138.11)	$320.96	10.3%
76.0000	O	REALTY INCOME CORP COM CUSIP - 756109104	$37 330	$2,837.08	0.0%	$3,010.36	$(173.28)	$166.14	5.9%
4,000.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$64.560	$258,240.00	4.5%	$195,478.12	$62,761.88	$11,164.00	4.3%
		Real Estate Investments - Total		***$331,529.71***	***5.7%***	***$261,589.22***	***$69,940.49***	***$15,989.31***	***4.8%***
Total Portfolio Positions				**$5,799,430.37**	**100.0%**	**$4,763,750.50**	**$1,035,679.87**	**$163,654.14**	**2.8%**

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY-SPRTN TOTAL MKT INDX	1,920,166.	2,856,033.
FIDELITY GNMA FUND	784,604.	743,436.
FIDELITY TOTAL BOND FUND	808,846.	764,502.
FIFTH THIRD-SEE ATTACHED	883,868.	960,506.
LAUREN INTERNATIONAL LTD	911,349.	663,400.
TOTALS	5,308,833.	5,987,877.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS

RICHARD AND RITA EYKAMP
P.O. BOX 4915
EVANSVILLE, IN 47724

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM EYKAMP 245 PLEASANT STREET ARLINGTON, MA 02476	PRESIDENT	0	0	0
G.R. EYKAMP P.O. BOX 4915 EVANSVILLE, IN 47724	CHAIRMAN	0	0	0
RITA EYKAMP P.O. BOX 4915 EVANSVILLE, IN 47724	SECRETARY/TREASURER	0	0	0
DIANA MEREWETHER 171 PARK AVE. ARLINGTON, MA 02476	PRINCIPAL	0	0	0
PHILIP EYKAMP PO BOX 4915 EVANSVILLE, IN 47724	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

RITA EYKAMP
RICHARD EYKAMP
WILLIAM EYKAMP

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PASS THROUGH INCOME			01	42,825.	
TAX REFUND			01	11,625.	
CLASS ACTION SETTLEMENTS			01	37.	
TOTALS				54,487.	