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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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**Open to Public Inspection**

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

Name of foundation  
**WILLIAM M. EWING CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**PO BOX 1558 DEPT EA4E86**

City or town, state or province, country, and ZIP or foreign postal code  
**COLUMBUS, OH 43216**

**A** Employer identification number  
**25-6580784**

**B** Telephone number (see instructions)  
**330-742-7484**

**C** If exemption application is pending, check here

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

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

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

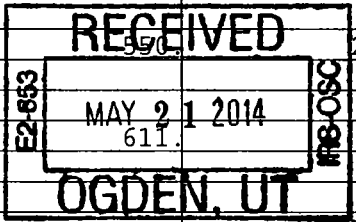
**G** Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 444,895.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,507.	11,480.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,507.			
	b Gross sales price for all assets on line 6a	134,016.			
	7 Capital gain net income (from Part IV, line 2)		25,507.		
	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)					
12 <b>Total</b> Add lines 1 through 11	37,014.	36,987.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	5,412.	2,706.		2,706.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4		275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5		85.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings			NONE	NONE
	22 Printing and publications			NONE	NONE
	23 Other expenses (attach schedule) STMT 6	1.	1.		
	24 <b>Total operating and administrative expenses</b> Add lines 13 through 23	6,574.	3,067.	NONE	2,981.
	25 Contributions, gifts, grants paid	19,706.			19,706.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	26,280.	3,067.	NONE	22,687.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,734.				
b <b>Net investment income</b> (if negative, enter -0-)		33,920.			
c <b>Adjusted net income</b> (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	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 ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations(attach schedule), . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule), . . . . .			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	352,070.	362,804.	444,895.
	14	Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	352,070.	362,804.	444,895.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	352,070.	362,804.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	352,070.	362,804.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	352,070.	362,804.		

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) . . . . .	1 352,070.
2	Enter amount from Part I, line 27a . . . . .	2 10,734.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 362,804.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 362,804.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>				
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 134,016.		108,509.	25,507.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			25,507.	
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 25,507.
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		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	22,268.	388,535.	0.057313
2011	26,806.	389,553.	0.068812
2010	17,969.	375,540.	0.047848
2009	24,552.	333,636.	0.073589
2008	33,744.	405,721.	0.083170
2 Total of line 1, column (d)			2 0.330732
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 0.066146
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 413,846.
5 Multiply line 4 by line 3			5 27,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 339.
7 Add lines 5 and 6			7 27,713.
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 22,687.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 326.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political campaigns, tax returns, and substantial contributors.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .		X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>HUNTINGTON NATIONAL BANK</u> Telephone no ▶ <u>(330) 742-7484</u>			
Located at ▶ <u>P.O. BOX 1558 DEPT EA4E86, COLUMBUS, OH</u> ZIP+4 ▶ <u>43216</u>				
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 . . . . . ▶ <u>15</u>				
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? . . . . .		Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .		X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>			
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? . . . . .		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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	▶ _____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

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

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		5,412.		

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

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

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

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

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

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

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	415,084.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,064.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	420,148.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	420,148.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,302.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	413,846.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	20,692.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	20,692.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	678.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	678.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	20,014.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	20,014.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	20,014.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	22,687.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	22,687.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	22,687.

**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 . . . . .				20,014.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			NONE	
b Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	13,678.			
b From 2009 . . . . .	7,996.			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	7,674.			
e From 2012 . . . . .	3,191.			
f Total of lines 3a through e . . . . .	32,539.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>22,687.</u>				
a Applied to 2012, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2013 distributable amount . . . . .				20,014.
e Remaining amount distributed out of corpus . . . . .	2,673.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	35,212.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	13,678.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	21,534.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	7,996.			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	7,674.			
d Excess from 2012 . . . . .	3,191.			
e Excess from 2013 . . . . .	2,673.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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) )

N/A

**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  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
<b>a Paid during the year</b>				
BLACK HILLS STATE UNIVERSITY 1200 UNIVERSITY STREET SPEARFISH SD 57799	NONE	PC	SUPPORT PROGRAM	10,853.
RED CLOUD INDIAN SCHOOL 100 MISSION DRIVE PINE RIDGE SD 57770	NONE	PC	SUPPORT PROGRAM	8,853.
<b>Total</b> . . . . . ▶ <b>3a</b>				19,706.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Dividends, Net rental income, and Subtotal.

(See worksheet in line 13 instructions to verify calculations )

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

Table with 2 columns: Line No. and 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.

NOT APPLICABLE



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES 2%	42.	42.
ABBVIE INC	120.	120.
ALTRIA GROUP INC	126.	126.
AMERICAN EXPRESS COMPANY	65.	65.
ANADARKO PETE	22.	22.
ANALOG DEVICES	136.	136.
ARTISAN INTERNATIONAL VALUE FUND - INVES	55.	55.
BAXTER INTERNATIONAL INC	141.	141.
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	771.	771.
BRISTOL-MYERS SQUIBB CO	56.	56.
BROADCOM CORP	26.	
CARDINAL HEALTH INC	81.	81.
CATERPILLAR INC.	120.	120.
CENTURYTEL INC	238.	238.
CHEVRONTEXACO CORP	176.	176.
COACH INC W/1 RT/SH	68.	68.
CONOCOPHILLIPS	122.	122.
DOMINION RES INC VA NEW COM	135.	135.
E.M.C. CORP	13.	13.
EASTMAN CHEMICAL CO	108.	108.
EMERSON ELECTRIC CO 2%	133.	133.
FEDERATED TOTAL RETURN BOND FUND #328	827.	827.
FREEMPORT MCMORAN COPPER & GOLD	244.	244.
H J HEINZ COMPANY	41.	41.
HONEYWELL INTL INC COM	84.	84.
HUNTINGTON DIVIDEND CAPTURE FUND I	324.	323.
HUNTINGTON INTL EQUITY FUND III	77.	77.
HUNTINGTON SITUS FUND III	50.	50.
INTEL CORP.	72.	72.
J P MORGAN CHASE & CO	54.	54.
JANUS PERKINS MID CAP VALUE FUND - CLASS	149.	149.
MARATHON OIL CORP	65.	65.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MCDONALDS CORP	218.	218.
HUNTINGTON SHORT AND INTERMEDIATE FIXED	52.	52.
HUNTINGTON MORTGAGE SECURITIES	875.	875.
HUNTINGTON INCOME EQUITY FUND I	16.	16.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	3.	3.
MONDELEZ INTERNATIONAL INC W/I	48.	48.
NIKE INC CL B	88.	88.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	30.	30.
PIMCO LOW DURATION INSTITUTIONAL	84.	84.
PIMCO TOTAL RETURN FUND INSTL CLASS	631.	631.
PACKAGING CORP OF AMERICA	56.	56.
PARKER HANNIFIN CORP	107.	107.
PEPSICO INC 2%	155.	155.
PHILLIPS 66	29.	29.
PIMCO ALL ASSET FUND - INSTITUTIONAL	107.	107.
POWERSHARES PREFERRED PORTFOLIO	360.	360.
PROCTER & GAMBLE CO	166.	166.
QUALCOMM INC	78.	78.
QUESTAR CORP COM	71.	71.
ROYAL DUTCH SHELL PLC -ADR	267.	267.
SCHLUMBERGER LTD.	79.	79.
SPECTRA ENERGY CORP	61.	61.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	850.	850.
THORNBURG INTERNATIONAL VALUE - I SHARES	117.	117.
TRAVELERS COS INC	127.	127.
US BANCORP DEL NEW	51.	51.
UNION PACIFIC CORP 2%	172.	172.
UNITED PARCEL SVC INC	149.	149.
V F CORP W/I RT/SH	165.	165.
VANGUARD HIGH YIELD CORP PORT #29	1,156.	1,156.
VANGUARD INFLATION PROTECTED SECURITIES	41.	41.
VANGUARD SMALL-CAP INDEX FUND - SIGNAL S	13.	13.
VODAFONE GROUP PLC	125.	125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CL A	70.	70.
PARTNERRE LTD	51.	51.
ACE LIMITED	98.	98.
TOTAL	11,507.	11,480.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	174.	
FEDERAL ESTIMATES - PRINCIPAL	352.	
FOREIGN TAXES ON QUALIFIED FOR	71.	71.
FOREIGN TAXES ON NONQUALIFIED	14.	14.
TOTALS	611.	85.

WILLIAM M. EWING CHARITABLE TRUST

25-6580784

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER NONALLOCABLE EXPENSES -	1.	1.
TOTALS	1.	1.
	=====	=====

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

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

P.O. BOX 1558 DEPT EA4E86  
COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 5,412.

COMPENSATION EXPLANATION:

TRUSTEE FEES

TOTAL COMPENSATION: 5,412.

=====

HUNTINGTON NATIONAL BANK  
 101 E WASHINGTON ST  
 NEW CASTLE, PA 16103

**Huntington Wealth Advisors**

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M. EWING CHARITABLE TRUST  
 ACCOUNT NUMBER: ██████████

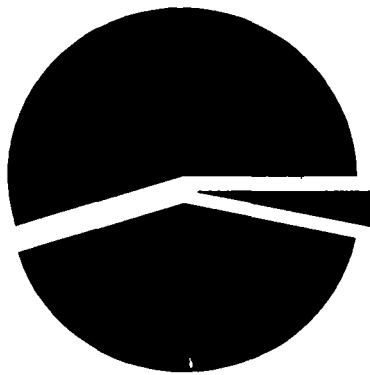


JEFF MASLANICH  
 THOMSON REUTERS  
 24481 S DETROIT ROAD SUITE 400  
 WESTLAKE, OH 44145

ADMINISTRATOR: ROBERTA MILLER  
 724-598-8409  
 roberta.miller  
 @huntington.com

INVESTMENT OFFICER: JOE SNIEZEK  
 724-598-8407  
 joe.snizek  
 @huntington.com

**ASSET ALLOCATION SUMMARY**



	MARKET VALUE	PERCENT
EQUITY INVESTMENTS	243,378.76	54.7%
MUTUAL FUNDS	186,381.58	41.9%
SHORT TERM INVESTMENTS	15,134.80	3.4%
<b>Total</b>	<b>444,895.14</b>	<b>100.0%</b>

**ACCOUNT SUMMARY**

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	437,869.44	399,169.14
DIVIDENDS/INTEREST	1,372.86	10,406.42
DISBURSEMENTS AND FEES	474.36-	26,195.47-
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	44.00
REALIZED GAIN/LOSS	11,639.66	23,586.09
CHANGE IN MARKET VALUE	5,512.46-	37,884.96
ENDING MARKET VALUE	444,895.14	444,895.14

**FOR YOUR INFORMATION**

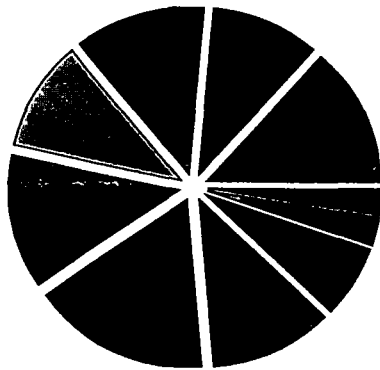
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M EWING CHARITABLE TRUST  
 ACCOUNT NUMBER: [REDACTED]

**PORTFOLIO DETAIL**

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>SHORT TERM INVESTMENTS</b>				
<b>MONEY MARKET FUNDS</b>				
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	15,134.80 15,134.80	1.00 1.00	7.57 0.63	0.05
<b>** TOTAL MONEY MARKET FUNDS</b>	<b>SUB-TOTAL</b>		<b>7.57</b> <b>0.63</b>	<b>0.05</b>
<b>* TOTAL SHORT TERM INVESTMENTS</b>			<b>7.57</b> <b>0.63</b>	<b>0.05</b>

**EQUITY DIVERSIFICATION SUMMARY**



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	32,952.00	13.5%
CONSUMER STAPLES	24,557.20	10.1%
ENERGY	29,830.26	12.3%
FINANCIALS	26,291.10	10.8%
HEALTH CARE	31,582.45	13.0%
INDUSTRIALS	40,642.80	16.7%
INFORMATION TECHNOLOGY	27,694.85	11.4%
MATERIALS	16,999.40	7.0%
TELECOMMUNICATION SERVICES	6,648.30	2.7%
UTILITIES	6,180.40	2.5%
<b>Total</b>	<b>243,378.76</b>	<b>100.0%</b>

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>EQUITY INVESTMENTS</b>						
<b>CONSUMER DISCRETIONARY</b>						
189754104 COACH INC W/1 RT/SH	COH	70.000	3,929.10 3,830.50	56.13 54.72	94.50 23.63	2.41
580135101 MCDONALDS CORP	MCD	70.000	6,792.10 5,430.80	97.03 77.58	226.80	3.34
654106103 NIKE INC CL B	NKE	140.000	11,009.60 5,979.90	78.64 42.71	134.40 33.60	1.22
918204108 V F CORP W/1 RT/SH	VFC	180.000	11,221.20 3,782.90	62.34 21.02	189.00	1.68
<b>** TOTAL CONSUMER DISCRETIONARY</b>	<b>SUB-TOTAL</b>		<b>32,952.00</b> <b>19,024.10</b>		<b>644.70</b> <b>57.23</b>	<b>1.96</b>

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M. EWING CHARITABLE TRUST  
ACCOUNT NUMBER: ██████████

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>CONSUMER STAPLES</b>						
02209S103 ALTRIA GROUP INC	MO	70.000	2,687.30 1,706.40	38.39 24.38	134.40 33.60	5.00
126650100 CVS CAREMARK CORP	CVS	20.000	1,431.40 1,323.00	71.57 66.15	22.00	1.54
194162103 COLGATE PALMOLIVE	CL	20.000	1,304.20 1,298.40	65.21 64.92	27.20	2.09
22160K105 COSTCO WHOLESALES CORP	COST	20.000	2,380.40 2,465.40	119.02 123.27	24.80	1.04
609207105 MONDELEZ INTERNATIONAL INC W/I	MDLZ	90.000	3,177.00 2,108.92	35.30 23.43	50.40 12.60	1.59
713448108 PEPSICO INC	PEP	70.000	5,805.80 4,541.80	82.94 64.88	158.90 39.73	2.74
742718109 PROCTER & GAMBLE CO	PG	70.000	5,698.70 4,439.05	81.41 63.42	168.42	2.96
832696405 SMUCKER (J.M.) CO THE-NEW COM W/I	SJM	20.000	2,072.40 2,097.60	103.62 104.88	46.40	2.24
<b>** TOTAL CONSUMER STAPLES</b>			<b>SUB-TOTAL</b> 24,557.20 19,980.57		<b>632.52</b> 85.93	<b>2.58</b>
<b>ENERGY</b>						
032511107 ANADARKO PETROLEUM CORP W/I RT/SH	APC	40.000	3,172.80 2,958.50	79.32 73.96	28.80	0.91
166764100 CHEVRON CORPORATION	CVX	45.000	5,620.95 4,535.75	124.91 100.79	180.00	3.20
20825C104 CONOCOPHILLIPS	COP	45.000	3,179.25 2,458.23	70.65 54.63	124.20	3.91
565849106 MARATHON OIL CORP	MRO	90.000	3,177.00 2,446.70	35.30 27.19	68.40	2.15
718546104 PHILLIPS 66	PSX	22.000	1,696.86 758.03	77.13 34.46	34.32	2.02
780259206 ROYAL DUTCH SHELL PLC -ADR	RDS/A	75.000	5,345.25 4,898.50	71.27 65.31	229.50	4.29

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M EWING CHARITABLE TRUST  
ACCOUNT NUMBER: [REDACTED]

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>ENERGY</b>						
806857108 SCHLUMBERGER LTD	SLB	65 000	5,857 15 5,058 15	90 11 77.82	81 25 20.31	1 39
847560109 SPECTRA ENERGY CORP	SE	50.000	1,781 00 1,489.50	35.62 29 79	61 00	3 43
<b>** TOTAL ENERGY</b>		<b>SUB-TOTAL</b>	<b>29,830.26 24,603.36</b>		<b>807.47 20.31</b>	<b>2.71</b>
<b>FINANCIALS</b>						
025816109 AMERICAN EXPRESS	AXP	75 000	6,804 75 3,348 75	90.73 44.65	69.00	1 01
46625H100 JP MORGAN CHASE & CO	JPM	40 000	2,339 20 1,594.60	58.48 39.87	60.80	2 60
89417E109 TRAVELERS COS INC	TRV	65 000	5,885 10 3,595.95	90.54 55 32	130.00	2.21
902973304 U S BANCORP	USB	60.000	2,424 00 1,928.00	40.40 32.13	55.20 13.80	2.28
G6852T105 PARTNERRE LTD	PRE	20.000	2,108 60 1,473.00	105.43 73.65	51.20	2.43
H0023R105 ACE LIMITED	ACE	65.000	6,729.45 3,982 22	103.53 61 26	163 80	2 43
<b>** TOTAL FINANCIALS</b>		<b>SUB-TOTAL</b>	<b>26,291.10 15,922.52</b>		<b>530.00 13.80</b>	<b>2.02</b>
<b>HEALTH CARE</b>						
002824100 ABBOTT LABORATORIES	ABT	75 000	2,874 75 1,720.87	38 33 22.94	66.00	2 30
00287Y109 ABBVIE INC	ABBV	75 000	3,960.75 1,866.13	52.81 24.88	120.00	3.03
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	75 000	5,216 25 3,810.85	69 55 50.81	147.00 36 75	2.82
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	40 000	2,126 00 1,350 20	53 15 33 76	57.60 14 40	2 71

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M EWING CHARITABLE TRUST  
ACCOUNT NUMBER: [REDACTED]

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>HEALTH CARE</b>						
14149Y108 CARDINAL HEALTH INC	CAH	70 000	4,676 70 2,632 05	66 81 37 60	84 70 21 18	1 81
375558103 GILEAD SCIENCES INC	GILD	80 000	6,008 00 1,966 50	75 10 24.58		
G0083B108 ACTAVIS PLC	ACT	40 000	6,720 00 5,760 40	168 00 144 01		
<b>** TOTAL HEALTH CARE</b>		<b>SUB-TOTAL</b>	<b>31,582.45 19,107.00</b>		<b>475.30 72.33</b>	<b>1.50</b>
<b>INDUSTRIALS</b>						
149123101 CATERPILLAR INC	CAT	70.000	6,356 70 6,057 30	90.81 86 53	168 00	2.64
291011104 EMERSON ELECTRIC CO	EMR	80.000	5,614 40 4,262 60	70 18 53 28	137.60	2.45
438516106 HONEYWELL INTERNATIONAL INC	HON	50.000	4,568 50 3,112 10	91.37 62.24	90 00	1.97
701094104 PARKER HANNIFIN CORP	PH	60 000	7,718 40 4,992 92	128.64 83.22	108.00	1.40
907818108 UNION PACIFIC CORP	UNP	60.000	10,080 00 5,522.85	168.00 92 05	189 60 47 40	1.88
911312106 UNITED PARCEL SERVICE CL B	UPS	60.000	6,304 80 4,224 07	105.08 70 40	148 80	2.36
<b>** TOTAL INDUSTRIALS</b>		<b>SUB-TOTAL</b>	<b>40,642.80 28,171.84</b>		<b>842.00 47.40</b>	<b>2.07</b>
<b>INFORMATION TECHNOLOGY</b>						
032654105 ANALOG DEVICES INC	ADI	100.000	5,093 00 4,011.86	50.93 40.12	136.00	2 67
037833100 APPLE INC	AAPL	10.000	5,610.20 5,653 80	561.02 565 38	122 00	2 17
268648102 EMC CORP/MASS	EMC	65 000	1,634 75 1,816 45	25 15 27.95	26 00	1.59

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M EWING CHARITABLE TRUST  
ACCOUNT NUMBER: ██████████

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>INFORMATION TECHNOLOGY</b>						
278642103 EBAY INC	EBAY	40.000	2,194.60 1,550.60	54.87 38.77		
482480100 KLA-TENCOR CORP	KLAC	50.000	3,223.00 3,100.95	64.46 62.02	90.00	2.79
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	60.000	4,455.00 2,917.55	74.25 48.63	84.00	1.89
882508104 TEXAS INSTRUMENTS INC	TXN	50.000	2,195.50 2,135.50	43.91 42.71	60.00	2.73
G1151C101 ACCENTURE PLC CL A	ACN	40.000	3,288.80 2,435.20	82.22 60.88	74.40	2.26
<b>** TOTAL INFORMATION TECHNOLOGY</b>		<b>SUB-TOTAL</b>	<b>27,694.85</b> <b>23,621.91</b>		<b>592.40</b> <b>0.00</b>	<b>2.14</b>
<b>MATERIALS</b>						
277432100 EASTMAN CHEMICAL CO	EMN	120.000	9,684.00 4,864.60	80.70 40.54	168.00 42.00	1.73
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	110.000	4,151.40 5,680.20	37.74 51.64	137.50	3.31
695156109 PACKAGING CORP OF AMERICA	PKG	50.000	3,164.00 1,522.50	63.28 30.45	80.00 20.00	2.53
<b>** TOTAL MATERIALS</b>		<b>SUB-TOTAL</b>	<b>16,999.40</b> <b>12,067.30</b>		<b>385.50</b> <b>62.00</b>	<b>2.27</b>
<b>TELECOMMUNICATION SERVICES</b>						
156700106 CENTURYLINK INC	CTL	110.000	3,503.50 4,691.30	31.85 42.65	237.60	6.78
92857W209 VODAFONE GROUP PLC	VOD	80.000	3,144.80 2,141.45	39.31 26.77	127.20	4.04
<b>** TOTAL TELECOMMUNICATION SERVICES</b>		<b>SUB-TOTAL</b>	<b>6,648.30</b> <b>6,832.75</b>		<b>364.80</b> <b>0.00</b>	<b>5.49</b>
<b>UTILITIES</b>						
25746U109 DOMINION RESOURCES INC /VA	D	60.000	3,881.40 2,545.90	64.69 42.43	135.00	3.48

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M. EWING CHARITABLE TRUST  
 ACCOUNT NUMBER: [REDACTED]

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>UTILITIES</b>						
748356102 QUESTAR CORP	STR	100 000	2,299 00 1,831 60	22 99 18 32	72.00	3 13
<b>** TOTAL UTILITIES</b>		<b>SUB-TOTAL</b>	<b>6,180.40 4,377.50</b>		<b>207.00 0.00</b>	<b>3.35</b>
<b>* TOTAL EQUITY INVESTMENTS</b>			<b>243,378.76 173,708.85</b>		<b>5,481.69 359.00</b>	<b>2.25</b>

**MUTUAL FUNDS**

<b>MUTUAL FUNDS-FIXED INCOME</b>						
277911491 EATON VANCE FLOATING-RATE FUND CLASS I	EIBLX	544 662	5,005.44 5,000.00	9.19 9.18	195.53 16 29	3.91
31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	FTRBX	2,660 715	28,975.19 30,192.82	10.89 11.35	992.45 82 70	3 43
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	1,389 343	14,351.91 14,500 00	10 33 10 44	275.09 22.92	1.92
693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	PTRRX	2,884 275	30,832.90 32,500.00	10.69 11 27	796 06 66.34	2.58
73936T565 POWERSHARES PREFERRED PORTFOLIO	PGX	600 000	8,064 00 9,113 94	13.44 15.19	547.20	6.79
880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	TGBAX	1,493 032	19,543.79 16,967 05	13.09 11.36	765.93	3.92
922031208 VANGUARD HIGH YIELD CORPORATE FUND - INVESTOR SHARES	VWEHX	3,300.330	19,900 99 20,000.00	6 03 6.06	1,155.12 96 26	5.80
922031869 VANGUARD INFLATION PROTECTED SECURITIES FUND - INVESTOR SHARES	VIPSX	379.651	4,927 87 5,000 00	12.98 13.17	82.00	1 66
<b>** TOTAL MUTUAL FUNDS-FIXED INCOME</b>		<b>SUB-TOTAL</b>	<b>131,602.09 133,273.81</b>		<b>4,809.38 284.51</b>	<b>3.65</b>

<b>MUTUAL FUNDS-EQUITY</b>						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	199 994	7,353 78 7,000 00	36.77 35.00	184.59	2.51
091929760 BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	BMCIX	246.065	9,987.78 6,375 97	40 59 25 91	82 19	0 82

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M. EWING CHARITABLE TRUST

ACCOUNT NUMBER: ██████████

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>MUTUAL FUNDS-EQUITY</b>						
277902698 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	EISMX	41 632	1,027 89 1,000 00	24 69 24 02		
444998306 HUNTINGTON INTERNATIONAL EQUITY FUND III	HIF3	463 800	6,159 26 4,505 23	13 28 9 71	87 66	1 42
446990301 HUNTINGTON SITUS FUND III	HSSF3	322 924	9,284.07 3,749.33	28 75 11 61	2 58	0.03
47103C241 JANUS PERKINS MID CAP VALUE FUND - CLASS I	JMVAX	192.120	4,487 92 3,078.09	23.36 16.02	75 89	1.69
683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	ODVYX	145 675	5,471 55 4,992.83	37 56 34 27	23.75	0.43
722005626 PIMCO ALL ASSET FUND - INSTITUTIONAL	PAAIX	160 345	1,936 97 2,000.00	12 08 12 47	94 92	4.90
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	250.936	8,045.01 6,984.81	32.06 27.84	102 88	1.28
922908421 VANGUARD SMALL-CAP INDEX FUND - SIGNAL SHARES	VSISX	21.589	1,025.26 1,000.00	47 49 46 32	13.41	1.31
<b>** TOTAL MUTUAL FUNDS-EQUITY</b>		<b>SUB- TOTAL</b>	<b>54,779.49 40,686.26</b>		<b>667.87 0.00</b>	<b>1.22</b>
<b>* TOTAL MUTUAL FUNDS</b>			<b>186,381.58 173,960.07</b>		<b>5,477.25 284.51</b>	<b>2.94</b>
<b>GRAND TOTAL ASSETS</b>			<b>444,895.14 362,803.72</b>		<b>10,966.51 644.14</b>	<b>2.46</b>

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: WILLIAM M EWING CHARITABLE TRUST  
 ACCOUNT NUMBER: ~~XXXXXXXXXX~~

**TRANSACTION SUMMARY**

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
<b>BEGINNING BALANCE</b>	0.00	140.71	350,406.27	0.00	685.45	351,384.33
<b>RECEIPTS</b>						
DIVIDENDS	3,772.56	1,372.86		4,450.85	10,004.80	
<b>TOTAL RECEIPTS</b>	<b>3,772.56</b>	<b>1,372.86</b>	<b>0.00</b>	<b>4,450.85</b>	<b>10,004.80</b>	<b>0.00</b>
<b>DISBURSEMENTS</b>						
CASH DISTRIBUTIONS				11,249.73	9,007.37	
FEES		474.36			5,412.37	
OTHER DISBURSEMENTS				526.00		
<b>TOTAL DISBURSEMENTS</b>	<b>0.00</b>	<b>474.36</b>	<b>0.00</b>	<b>11,775.73</b>	<b>14,419.74</b>	<b>0.00</b>
<b>ASSETS PURCHASED</b>						
BUYS	45,074.65		45,074.65	110,551.92		110,551.92
<b>TOTAL ASSETS PURCHASED</b>	<b>45,074.65</b>	<b>0.00</b>	<b>45,074.65</b>	<b>110,551.92</b>	<b>0.00</b>	<b>110,551.92</b>
<b>ASSETS SOLD/MATURED</b>						
SALES	53,254.86		45,387.76	130,577.53		111,040.67
<b>TOTAL ASSETS SOLD/MATURED</b>	<b>53,254.86</b>	<b>0.00</b>	<b>45,387.76</b>	<b>130,577.53</b>	<b>0.00</b>	<b>111,040.67</b>
<b>CASH MANAGEMENT</b>						
DEPOSITS	11,952.77	757.79	12,710.56	12,700.73	3,729.49	8,971.24
<b>TOTAL CASH MANAGEMENT</b>	<b>11,952.77</b>	<b>757.79</b>	<b>12,710.56</b>	<b>12,700.73</b>	<b>3,729.49</b>	<b>8,971.24</b>
<b>IN-KIND TRANSACTIONS</b>						
RECEIPTS IN KIND						5,760.40
DISTS IN KIND						2,823.50
<b>TOTAL IN-KIND TRANSACTIONS</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2,936.90</b>
<b>ENDING BALANCE</b>	<b>0.00</b>	<b>0.00</b>	<b>362,803.72</b>	<b>0.00</b>	<b>0.00</b>	<b>362,803.72</b>