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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

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

Name of foundation MARIAM & ROBERT HAYES CHARITABLE TRUST		A Employer identification number 26-6147884
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 704-262-2347
1525 WEST WT HARRIS BLVD		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
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) ▶ \$ 42,488,719.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	670,943.	670,943.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	475,879.			
	b Gross sales price for all assets on line 6a	4,413,558.			
	7 Capital gain net income (from Part IV, line 2)		475,879.		
	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)	80,025.	80,331.		STMT 4	
12 Total. Add lines 1 through 11	1,226,847.	1,227,153.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	115,279.	86,459.		28,820.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 5	8,222.	NONE	NONE	8,222.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 6	230,558.	230,558.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	40,474.	29,419.		
	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 8	21,785.	35,157.		21,058.
	24 Total operating and administrative expenses. Add lines 13 through 23	416,318.	381,593.	NONE	58,100.
	25 Contributions, gifts, grants paid	1,651,122.			1,651,122.
26 Total expenses and disbursements. Add lines 24 and 25	2,067,440.	381,593.	NONE	1,709,222.	
27 Subtract line 26 from line 12	-840,593.				
a Excess of revenue over expenses and disbursements		845,560.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,250.	425.	425.
	2	Savings and temporary cash investments		1,021,627.	962,286.	962,286.
	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)	STMT 9	1,162,103.	1,283,504.	1,248,669.
	b	Investments - corporate stock (attach schedule)	STMT 10	27,039,528.	25,864,004.	37,807,392.
	c	Investments - corporate bonds (attach schedule)	STMT 13	1,459,102.	1,496,531.	1,535,685.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 15	1,392,629.	1,776,442.	934,262.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)	STMT 16	146,130.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		32,223,369.	31,383,192.	42,488,719.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		32,223,369.	31,383,192.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		32,223,369.	31,383,192.	
	31	Total liabilities and net assets/fund balances (see instructions)		32,223,369.	31,383,192.	

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	32,223,369.
2	Enter amount from Part I, line 27a	2	-840,593.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	420.
4	Add lines 1, 2, and 3	4	31,383,196.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND POST EFFECT DATE AFTER TYE	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,383,192.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,413,558.		3,937,679.	475,879.		
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			475,879.		
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	475,879.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

(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	1,535,898.	34,348,989.	0.044715
2011	1,386,656.	30,984,727.	0.044753
2010	1,259,525.	28,730,876.	0.043839
2009	566,237.	24,062,611.	0.023532
2008	504,796.	21,250,625.	0.023754
2 Total of line 1, column (d)			2 0.180593
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 0.036119
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 42,642,503.
5 Multiply line 4 by line 3			5 1,540,205.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,456.
7 Add lines 5 and 6			7 1,548,661.
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 1,709,222.

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	8,456.
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	8,456.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,456.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,739.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,739.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,283.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 2,283. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ Wells Fargo Bank NA Telephone no. ☐ (704) 262-2347			
Located at ☐ 868 N CHURCH STREET 2ND FLOOR, CONCORD, NC ZIP+4 ☐ 28025				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		☐
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	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here	☐	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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	
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

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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 ☒ NoOrganizations 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

5b

6b

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
WILLIAM C CANNON JR PO BOX 1210, CONCORD, NC 28026-1210	CO-TRUSTEE 2	57,639	-0-	-0-
JOSEPH C HUNTER 454 BROOK VALLEY COURT NE, CONCORD, NC 28026-9594	CO-TRUSTEE 2	57,640	-0-	-0-
ELIZABETH L QUICK ONE WEST FOURTH STREET, WINSTON-SALEM, NC 27101	CO-TRUSTEE 2	-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		NONE	NONE	NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	42,519,961.
b	Average of monthly cash balances	1b	771,920.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	43,291,881.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	43,291,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	649,378.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	42,642,503.
6	Minimum investment return. Enter 5% of line 5	6	2,132,125.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,132,125.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,456.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,123,669.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,123,669.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,123,669.

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	1,709,222.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,709,222.
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	8,456.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,700,766.

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				2,123,669.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,660,725.	
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	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,709,222.</u>				
a Applied to 2012, but not more than line 2a			1,660,725.	
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				48,497.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				2,075,172.
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)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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
a Paid during the year SEE STATEMENT 32				1,651,122.
Total			3a	1,651,122.
b Approved for future payment				
Total			3b	

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

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?		Yes	No
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.			

[illegible]

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

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.

**Sign
Here**

Signature of officer or trustee

08/06/2014
Date

Co-Trustee
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

TAMMY RENAUD

Preparer's signature _____

Date _____

08/06/2014

Check ☐ if self-employed

f	PTIN
---	------

P01043078

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ► 94-3080771

Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28262

Phone no. 800-691-8916

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALABAMA POWER CO	2,563.	2,563.
AMERICA MOVIL S A DE C V SPONSORED ADR R	4,204.	4,204.
AMERICAN EXPRESS CO COM	6,880.	6,880.
AMERICAN EXPRESS	3,075.	3,075.
AMERICAN TOWER CORP	9,410.	9,410.
APACHE CORP COM RTS EXP 01/31/2006	3,080.	3,080.
APPLE COMPUTER INC COM	16,520.	16,520.
BHP BILLITON FIN USA	813.	813.
BANK OF AMERICA NA	2,825.	2,825.
BANK OF MONTREAL	854.	854.
BANK OF NEW YORK MEL	3,225.	3,225.
BEAR STEARNS CO INC	3,625.	3,625.
BERKSHIRE HATHAWAY	1,350.	1,350.
BERKSHIRE HATHAWAY	1,760.	1,760.
CME GROUP INC	3,375.	3,375.
CVS CORP COM	10,800.	10,800.
CHICAGO BRIDGE & IRON NY SHS	1,800.	1,800.
CISCO SYSTEMS INC	2,475.	2,475.
CITIGROUP INC	1,082.	1,082.
COCA-COLA CO	2,200.	2,200.
COMCAST CORP NEW CL A	18,688.	18,688.
CONOCOPHILLIPS COM	32,400.	32,400.
DEVON ENERGY CORP NEW COM	7,740.	7,740.
DIAGEO PLC SPONSORED ADR NEW	20,989.	20,989.
DISCOVERY COMMUNICAT	1,295.	1,295.
DODGE & COX INT'L STOCK FD # 1048	66,097.	66,097.
DOW CHEMICAL CO/THE	1,700.	1,700.
E.I. DU PONT DE NEMO	2,375.	2,375.
ENCANA CORP	3,000.	3,000.
EXXON MOBIL CORP COM	24,600.	24,600.
FED HOME LN BK	300.	300.
FED HOME LN BK	3,875.	3,875.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FED NATL MTG ASSN	4.625% 10/15/14	4,625.
FED NATL MTG ASSN	0.875% 12/20/17	342.
FED HOME LN MTG CORP	2.500% 4/23/14	1,097.
FED HOME LN MTG CORP	1.000% 7/30/14	750.
FED HOME LN MTG CORP	2.375% 1/13/22	1,817.
FNMA POOL #AO5472	3.500% 7/01/42	1,426.
FED NATL MTG ASSN	2.750% 3/13/14	2,326.
FNMA POOL #890379	5.000% 12/01/20	2,232.
FORD CREDIT FLOORPLA	1.920% 1/15/19	1,344.
GENERAL ELEC CO COM		19,000.
GENERAL ELEC CAP COR	5.625% 5/01/18	3,375.
GOLDMAN SACHS GROUP	7.500% 2/15/19	3,750.
HSBC FINANCE CORP	5.500% 1/19/16	1,366.
HONEYWELL INTERNATIO	5.300% 3/15/17	2,650.
JP MORGAN CHASE & CO COM		14,470.
JOHNSON & JOHNSON COM		25,900.
LAZARD EMERGING MKTS PTFL #638		33,463.
LOEWS CORP COM		2,500.
LORILLARD TOBACCO CO	2.300% 8/21/17	349.
LOWE'S COMPANIES INC	5.400% 10/15/16	2,700.
METLIFE INC COM		13,130.
MICROSOFT CORP COM		23,280.
NATIONAL OILWELL INC COM		3,510.
NESTLE S A SPONSORED ADR REPSTG REG SH		17,308.
NEWS CORP		1,700.
NOVARTIS AG SPONSORED ADR		29,118.
OCCIDENTAL PETE CORP COM		12,480.
ORACLE CORP	5.250% 1/15/16	2,625.
PEPSICO INC COM		15,470.
PEPSICO INC	5.000% 6/01/18	2,500.
PETROBRAS INTL FIN	3.875% 1/27/16	1,550.
PFIZER INC	5.350% 3/15/15	2,675.
QUALCOMM INC COM W/RTS ATTACHED		19,500.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REPUBLIC SVCS INC COM	11,580.	11,580.
SBC COMMUNICATIONS 5.625% 6/15/16	2,813.	2,813.
TARGET CORP 5.375 5/ 5.375% 5/01/17	2,688.	2,688.
THERMO ELECTRON CORP COM W/RTS ATTACHED	6,960.	6,960.
THERMO FISHER SCIENT 2.250% 8/15/16	900.	900.
3M CO COM	8,890.	8,890.
TWENTY-FIRST CENTURY FOX INC	2,500.	2,500.
UNILEVER CAPITAL COR 4.800% 2/15/19	2,400.	2,400.
UNION PAC CORP COM	8,580.	8,580.
US TREASURY NOTES 4.500% 5/15/17	1,350.	1,350.
US TREASURY NOTE 2.625% 4/30/16	1,838.	1,838.
US TREASURY NOTE 2.625% 11/15/20	1,969.	1,969.
US TREASURY NOTE 1.375% 11/30/15	620.	620.
US TREASURY NOTE 1.500% 8/31/18	1,350.	1,350.
US TREASURY NOTE 2.000% 11/15/21	2,700.	2,700.
US TREASURY NOTE 2.000% 2/15/22	800.	800.
VISA INC-CLASS A SHRS	7,975.	7,975.
VODAFONE GROUP PLC SPONSORED ADR	29,875.	29,875.
WAL MART STORES INC COM	14,100.	14,100.
WAL MART STORES INC 5.375% 4/05/17	2,688.	2,688.
WESTPAC BANKING CORP 4.875% 11/19/19	1,063.	1,063.
WESTPAC BANKING CORP 3.000% 8/04/15	1,283.	1,283.
WORLD FINANCIAL NETW 3.960% 4/15/19	2,811.	2,811.
YAMANA GOLD INC	2,730.	2,730.
YUM! BRANDS INC COM	12,340.	12,340.
MARVELL TECHNOLOGY GRP LTD SHS	2,760.	2,760.
FEDERATED TREAS OBL FD 68	77.	77.
	-----	-----
TOTAL	670,943.	670,943.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CLASS ACTION UNITED HEALTHCARE		
UST REFUND INT	21.	
	4.	
ASGI PRV EQTY 56-2155166	80,000.	2,389.
ASGI PRV EQTY 56-2155166 NET INCOME		20,448.
ASGI PRV EQTY 56-2155166 NET G/L		3,964.
ASGI PRV EQTY 56-2155166 NET EXPENSES		14,970.
CARYLE ENERGY MEZZ 45-4027954 NET INC		34,340.
CARYLE ENERGY MEZZ 45-4027954 NET EXP		4,220.
CARYLE ENERGY MEZZ 45-4027954 NET G/L		
TOTALS	80,025.	80,331.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	8,222.			8,222.
TOTALS	8,222.	NONE	NONE	8,222.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	230,558.	230,558.
TOTALS	230,558.	230,558.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17,952.	17,952.
FEDERAL TAX PAYMENT - PRIOR YE	2,846.	
FEDERAL ESTIMATES - PRINCIPAL	8,209.	
FOREIGN TAXES ON QUALIFIED FOR	11,467.	11,467.
	-----	-----
TOTALS	40,474.	29,419.
	=====	=====

MARIAM & ROBERT HAYES CHARITABLE TRUST

26-6147884

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CANNON FOUNDATION SHARED EXPEN	20,969.		20,969.
CATERING	89.		89.
ADR FEES	727.	727.	
CARYLE ENERGEX 45-4027954 NET		34,430.	
TOTALS	21,785.	35,157.	21,058.

MARIAM & ROBERT HAYES CHARITABLE TRUST

26-6147884

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133XP2W3 FED HOME LN BK			
3133XTAW6 FED HOME LN BK			
3133XSQ27 FED HOME LN BK			
3137EACB3 FED HOME LN MTG CORP			
3137EABX6 FED HOME LN MTG CORP	102,109.	102,109.	106,440.
3137EAAS8 FED HOME LN MTG CORP	49,802.		
3135G0BA0 FED NATL MTG ASSN			
31398AVZ2 FED NATL MTG ASSN	110,444.	34,971.	35,181.
31398AWK4 FED NATL MTG ASSN			
912828KR0 US TREASURY NOTE	71,930.	71,930.	73,434.
912828RE2 US TREASURY NOTE	89,836.	89,836.	89,543.
912828PC8 US TREASURY NOTE	79,755.	79,755.	76,219.
912828RR3 US TREASURY NOTE	135,985.	135,985.	128,851.
981464CJ7			
313379DD8 FED HOME LN BK	30,334.	30,334.	29,906.
31359MWJ8 FED NATL MTG ASSN	110,282.	110,282.	103,494.
3135G0RT2 FED NATL MTG ASSN	40,078.	40,078.	39,164.
3137EACU1 FED HOME LN MTG CORP	76,015.	76,015.	75,377.
3137EADB2 FED HOME LN MTG CORP	93,790.	117,508.	109,935.
3138LWCJ8 FNMA POOL #AO5472	47,113.	43,095.	40,033.
31410LFU1 FNMA POOL #890379	57,771.	38,650.	38,167.
912828GS3 US TREASURY NOTES	35,441.	35,441.	33,478.
912828SF8 US TREASURY NOTE	31,418.	143,841.	137,602.
912828SS0 US TREASURY NOTE		59,822.	59,822.
912828VS6 US TREASURY NOTE		73,852.	72,023.
TOTALS	1,162,103.	1,283,504.	1,248,669.

MARIAM & ROBERT HAYES CHARITABLE TRUST

26-6147884

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
548661107 LOWES COS INC			
65248E203 NEWS CORP	449,850.		
988498101 YUM BRANDS INC	313,842.	243,025.	604,880.
02209S103 ALTRIA GROUP INC			
126650100 CVS/CAREMARK CORPORA	415,745.	415,745.	858,840.
713448108 PEPSICO INC	447,477.	447,477.	580,580.
718172109 PHILIP MORRIS INTER			
931142103 WAL MART STORES INC	533,606.	533,606.	786,900.
20825C104 CONOCOPHILLIPS	611,925.	611,925.	847,800.
25179M103 DEVON ENERGY CORPORA	609,009.	609,009.	556,830.
30231G102 EXXON MOBIL CORPORAT	820,332.	820,332.	1,012,000.
674599105 OCCIDENTAL PETE CORP	498,094.	498,094.	618,150.
025816109 AMERICAN EXPRESS CO	294,404.	294,404.	725,840.
037389103 AON CORP			
084670108 BERKSHIRE HATHAWAY I	3,100,730.	3,100,730.	5,159,100.
084670702 BERKSHIRE HATHAWAY I	79,528.	79,528.	130,416.
46625H100 JPMORGAN CHASE & CO	470,102.	470,102.	622,227.
075887109 BECTON DICKINSON			
478160104 JOHNSON & JOHNSON	646,009.	646,009.	915,900.
50540R409 LABORATORY CRP OF AM	505,050.		
94973V107 WELLPOINT INC	363,398.		
369604103 GENERAL ELECTRIC CO	964,938.	964,938.	700,750.
907818108 UNION PACIFIC CORP	130,701.	130,701.	504,000.
88579Y101 3M CO	615,370.		
24702R101 DELL INC			
278642103 EBAY INC			
38259P508 GOOGLE INC	295,176.	295,176.	784,497.
459200101 INTERNATIONAL BUS.			
594918104 MICROSOFT CORP	673,994.	673,994.	897,840.

MARIAM & ROBERT HAYES CHARITABLE TRUST
 FORM 990PF, PART II - CORPORATE STOCK
 =====

26-6147884

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
747525103 QUALCOMM INC	589,355.	589,355.	1,113,750.
92826C839 VISA INC-CLASS A SHR	430,165.	392,923.	1,224,740.
61166W101 MONSANTO CO			
029912201AMERICAN TOWER SYSTEM			
20030N101 COMCAST CORP CLASS A			
12572Q105 CME GROUP INC	641,875.	641,875.	1,299,125.
38141G104 GOLDMAN SACHS GROUP	397,806.		
760759100 REPUBLIC SERVICES IN			
037833100 APPLE INC	360,035.	360,035.	398,400.
02364W105 AMERICA MOVIL S.A.B.	537,368.	537,368.	785,428.
25243Q205 DIAGEO PLC - ADR	591,891.		
256206103 DODGE & COX INT'L ST	570,305.	570,305.	926,940.
52106N889 LAZARD EMERGING MKTS	3,250,000.	3,250,000.	3,737,300.
641069406 NESTLE S.A. REGISTER	1,600,000.	1,600,000.	1,448,413.
66987V109 NOVARTIS AG - ADR	260,355.	260,355.	588,720.
92857W209 VODAFONE GROUP PLC N	564,324.	460,147.	803,800.
98462Y100 YAMANA GOLD INC	481,873.	481,873.	742,959.
G47791101 INGERSOLL-RAND PLC	180,040.		
G5876H105 MARVELL TECHNOLOGY G	322,435.		
H8817H100 TRANSOCEAN LTD			
03027X100 AMERICAN TOWER CORP	266,906.	475,795.	798,200.
037411105 APACHE CORP	416,446.	416,446.	343,760.
25490A309 THE DIRECTV GROUP HO	448,519.	448,519.	690,600.
292505104 ENCANA CORP	315,693.		
30219G108 EXPRESS SCRIPTS HOLD	520,210.	668,055.	863,952.
540424108 LOEWS CORP	384,343.	384,343.	482,400.
59156R108 METLIFE INC	415,349.	415,349.	700,960.
883556102 THERMO FISHER SCIENT	654,955.	654,955.	1,291,660.
167250109 CHICAGO BRIDGE & IRO		536,196.	831,400.

MARIAM & ROBERT HAYES CHARITABLE TRUST
 FORM 990PF, PART II - CORPORATE STOCK
 =====

26-6147884

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
42805T105 HERTZ GLOBAL HOLDING		684,706.	772,740.
637071101 NATIONAL OILWELL INC		303,435.	357,885.
65249B208 NEWS CORP/NEW		51,733.	89,150.
90130A200 TWENTY-FIRST CENTURY		398,117.	692,000.
91911K102 VALEANT PHARMACEUTIC		447,324.	516,560.
		-----	-----
TOTALS	27,039,528.	25,864,004.	37,807,392.
	=====	=====	=====

MARIAM & ROBERT HAYES CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE BONDS
=====

26-6147884

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
010392EKO ALABAMA POWER CO	50,782.	50,782.	55,792.
073902RU4 BEAR STEARNS CO INC	53,000.	53,000.	59,869.
532457BB3 ELI LILLY & CO			
166751AH0 CHEVRON CORP	51,273.	51,273.	56,242.
17275RAE2 CISCO SYSTEMS INC	51,571.		
191216AL4 COCA-COLA CO	50,449.	50,449.	52,438.
263534BX6 E.I. DU PONT DE NEMO			
291011AY0 EMERSON ELECTRIC	51,672.	51,672.	60,899.
38141EA25 GOLDMAN SACHS GROUP			
428236AU7 HEWLETT-PACKARD	51,465.	51,465.	55,688.
438516AS5 HONEYWELL INTERNATIO	51,935.	51,935.	56,002.
548661CK1 LOWE'S COMPANIES INC			
58013MDU5 MCDONALDS CORP	50,446.	50,446.	56,203.
87612EAP1 TARGET CORP 5.375 5/	52,422.	52,422.	54,580.
68402LAC8 ORACLE CORP	52,227.	52,227.	52,833.
717081DA8 PFIZER INC			
72447WAA7 PITNEY BOWES INC	51,875.	51,875.	55,179.
78387GAL7 SBC COMMUNICATIONS	50,362.	50,362.	55,959.
904764AK3 UNILEVER CAPITAL COR	57,287.	57,287.	56,224.
931142CG6 WAL MART STORES INC	57,331.	57,331.	57,685.
025816AX7 AMERICAN EXPRESS	52,734.	52,734.	56,914.
06051GDX4 BANK OF AMERICA NA	81,156.	81,156.	76,086.
06406HBL2 BANK OF NEW YORK MEL	57,070.	57,070.	56,689.
084670AV0 BERKSHIRE HATHAWAY	36,713.	36,713.	36,419.
25470DAB5 DISCOVERY COMMUNICAT			
22546QAC1 SUISSE NEW YORK	40,592.	40,592.	40,907.
883556BA9 THERMO FISHER SCIENT	50,417.		
961214BN2 WESTPAC BANKING CORP	26,220.	26,220.	24,852.
055451AL2 BHP BILLITON FIN USA			

MARIAM & ROBERT HAYES CHARITABLE TRUST
 FORM 990PF, PART II - CORPORATE BONDS
 =====

26-6147884

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
06366QW86 BANK OF MONTREAL	52,701.	52,701.	51,505.
084664BE0 BERKSHIRE HATHAWAY	29,826.	29,826.	28,756.
260543CC5 DOW CHEMICAL CO/THE	43,114.	43,114.	42,606.
36962G3U6 GENERAL ELEC CAP COR	70,281.	70,281.	68,902.
40429CFN7 HSBC FINANCE CORP	33,153.	33,153.	32,525.
713448BH0 PEPSICO INC	59,223.	59,223.	56,086.
71645WAT8 PETROBRAS INTL FIN	41,805.	41,805.	41,178.
172967EM9 CITIGROUP INC	46,524.	46,524.	46,108.
544152AF8 LORILLARD TOBACCO CO	35,277.	35,277.	35,077.
961214BK8 WESTPAC BANKING CORP	57,616.	57,616.	55,482.
TOTALS	1,459,102.	1,496,531.	1,535,685.

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
25243Q205 DIAGEO PLC	C			
EVG999995 ASGI PRIVATE EQUITY	C	952,629.	952,629.	112,103.
CEM999WH4 CARLYLE ENERGY MEZZ	C	440,000.	137,600.	137,600.
34528QBP8 FORD CREDIT FLOORPLA	C		71,050.	71,289.
981464DS6 WORLD FINANCIAL NETW	C		69,349.	68,680.
CEM992001 CARLYLE ENERGY MEZZ	C		545,814.	544,590.
TOTALS		1,392,629.	1,776,442.	934,262.
		=====	=====	=====

MARIAM & ROBERT HAYES CHARITABLE TRUST

26-6147884

FORM 990PF, PART II - OTHER ASSETS

=====

BEGINNING
BOOK VALUE

DESCRIPTION

34528QBP8 FORD CREDIT FLOORPLA
981464CJ7 WORLD FINANCIAL NETW

71,050.
75,080.

TOTALS

146,130.

=====

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

DESCRIPTION	AMOUNT
MUTUAL FUND POST TAX EFFECT DATE BEFORE TYE	7.
ACCRUED INT. PURCHASE 2012	383.
ROUNDING	30.
ASGI/CEM COST BASIS ADJUSTMENT	
TOTAL	420.

RECIPIENT NAME:
FISHER HOUSE FOUNDATION INC
ADDRESS:
111 ROCKVILLE PIKE STE 420
ROCKVILLE, NC 20850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CABARRUS CRIMESTOPPERS
ADDRESS:
PO BOX 5185
Concord, NC 28027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC AWARENESS CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CABARRUS COUNTY FBO EMERGENCY
MEDICAL SERVICES
ADDRESS:
65 CHURCH STREET
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
Q-CPR PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:
FIRST PRESBYTERIAN
CHURCH
ADDRESS:
P.O. BOX 789
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
ATHLETIC FDN OF THE UNIV. OF NC
AT CHARLOTTE
ADDRESS:
9201 UNIVERSITY CITY BLVD
CHARLOTTE, NC 28223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
APPALACHIAN STATE UNIVERSITY
FOUNDATION, INC.
ADDRESS:
ASU BOX 32064
BOONE, NC 28608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
CABARRUS LITERACY COUNCIL
ADDRESS:
2275 KANNAPOLIS HWY
Concord, NC 28027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
INJURED MARINE SEMPER FI
ADDRESS:
825 COLLEGE BLVD. STE 102 PMB
Oceanside, CA 98205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WALKING IN THE HARVEST
ADDRESS:
59 CHESTNUT DR SW
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATON BREADBASKET
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MIDWAY'S OPPORTUNITY HOUSE
ADDRESS:
2216 KANNAPOLIS HWY
CONCORD, NC 28027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
MAIN STREET MISSION OF CHINA GROVE,
ADDRESS:
306 S MAIN ST
CHINA GROVE, NC 28023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INTERNSHIP FUNDING-IT UPGRADE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:
FARMERS AND HUNTERS
FEEDING Hungry Inc
ADDRESS:
PO BOX 323
WILLIAMSPORT, MD 21795
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

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RECIPIENT NAME:
CABARRUS COUNTY F/B/O HISPANIC
LEARNING CENTER
ADDRESS:
PO BOX 1265
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
UNITED FAMILY SERVICES, INC.
ADDRESS:
105-A E. JEFFERSON STREET
MONROE, NC 28112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 36,500.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA IN
CENTRAL NC COUNCIL
ADDRESS:
P O BOX 250
ALBEMARLE, NC 28002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 120,000.

RECIPIENT NAME:
BREVARD COLLEGE CORP
ADDRESS:
1 BREVARD COLLEGE DRIVE
BREVARD, NC 28712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRESIDENT'S HOUSE RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 85,000.

RECIPIENT NAME:
USO OF NC INC
ADDRESS:
PO BOX 91536
RALEIGH, NC 27675
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
N C Symphony Society, Inc
ADDRESS:
4350 LASSITER AT NORTH HILLS AVE.
Raleigh, NC 27609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 24,000.

RECIPIENT NAME:
FLORENCE CRITTENTON SERVICES INC
ADDRESS:
POB 36392
CHARLOTTE, NC 28236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NEW BOILER PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
CABARRUS COUNTY, INC.
ADDRESS:
P.O. BOX 1405
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REUPHOLSTERING BUS SEATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:
MCGILL AVENUE BAPTIST CHURCH
ADDRESS:
5300 POPLAR TENT RD
CONCORD, NC 28028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OR OLAM TORAH PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CANNON SCHOOL
ADDRESS:
5801 POPLAR TENT ROAD
CONCORD, NC 28027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MIDDLE SCHOOL RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
SPECIAL OLYMPICS
CABARRUS COUNTY
ADDRESS:
7321 RAGING RIDGE ROAD
HARRISBURG, NC 28075
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:
CABARRUS MEALS ON WHEELS, INC.
ADDRESS:
320-C COPPERFIELD BLVD
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

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RECIPIENT NAME:
CABARRUS ARTS COUNCIL
ADDRESS:
PO BOX 809
Concord, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
CABARRUS COOPERATIVE CHRISTIAN
MINISTRY INC
ADDRESS:
246 COUNTRY CLUB DR NE
Concord, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 42,000.

RECIPIENT NAME:
SAMARITIAN MINISTRIES
ADDRESS:
1243 PATTERSON AVE.
Winston Salem, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN FOR EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BLOWING ROCK COMMUNITY FDN, INC
ADDRESS:
P.O. BOX 525
BLOWING ROCK, NC 28605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY
CABARRUS COUNTY, INC.
ADDRESS:
P.O. BOX 1502
CONCORD, NC 28026-1502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 110,000.

RECIPIENT NAME:
THE NC CENTER FOR INTERNATIONAL
UNDERSTANDING COUNCIL
ADDRESS:
100 E SIX FORKS ROAD STE 300
RALEIGH, NC 27609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 35,000.

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RECIPIENT NAME:
TRYON PLACE COUNCIL OF
FRIENDS INC
ADDRESS:
PO BOX 1007
NEW BERN, NC 28563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
ACADEMIC LEARNING CENTER
ADDRESS:
PO BOX 1881
Concord, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
MULTI -CULTURAL COMMUNITY
STUDENT LOAN
ADDRESS:
20 BELL ST
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
COMMUNITY FREE CLINIC
ADDRESS:
528A LAKE CONCORD ROAD
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
SOUTHERN PIEDMONT WOODTURNERS, INC.
ADDRESS:
125 N MAIN ST
RICHFIELD, NC 28137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHAIRS/TABLES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
WINGATE UNIVERSITY
ADDRESS:
PO BOX 159
WINGATE, NC 28174
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:
BREVARD MUSIC CENTER, INC.
ADDRESS:
P O BOX 312
BREVARD, NC 28712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SEWER PROJECT SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
CABARRUS VICTIMS ASSIST.
NETWORK
ADDRESS:
P.O. BOX 1749
CONCORD, NC 28026-1749
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 71,622.

RECIPIENT NAME:
SALVATION ARMY
CABARRUS COUNTY
ADDRESS:
216 PATTERSON AVENUE SE
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Hope Haven
ADDRESS:
3815 N TRYON ST
Charlotte, NC 28206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
STANLEY COMMUNITY COLLEGE
ADDRESS:
141 COLLEGE DR.
Albermarle, NC 28001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
PIEDMONT RESIDENTIAL DEVELOPMENT
INC
ADDRESS:
POB 909
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VAN REPLACEMENT PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
420 N CASTLE AVE
Colorado Springs, CO 80903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
ALL SAINTS EPISCOPAL CHURCH
ADDRESS:
525 LAKE COCORD RD
Concord, NC 28028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANN HUNTER MEMORIAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 1,651,122.
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