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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
ARTIBEE, LUCILLE C. CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code
Winston Salem NC 27101-3818

Foreign country name Foreign province/state/country Foreign postal code

A Employer identification number
36-7592932

B Telephone number (see instructions)
(888) 730-4933

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 Initial return of a former public charity
 Final return Amended return
 Address change 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) **\$** 3,641,337

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 <input checked="" 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 | 87,221 | 78,948 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 97,214 | | | |
| | b Gross sales price for all assets on line 6a 832,778 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 97,214 | | |
| | 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 Total. Add lines 1 through 11 | 184,435 | 176,162 | 0 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 45,046 | 33,785 | | 11,261 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 550 | | | 550 |
| | b Accounting fees (attach schedule) | 841 | | | 841 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 1,593 | 1,593 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 19 | 19 | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 48,049 | 35,397 | 0 | 12,652 |
| | 25 Contributions, gifts, grants paid | 91,344 | | | 91,344 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 139,393 | 35,397 | 0 | 103,996 | |
| 27 Subtract line 26 from line 12. | | | | | |
| a Excess of revenue over expenses and disbursements | 45,042 | | | | |
| b Net investment income (if negative, enter -0-) | | 140,765 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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 (a) Book Value | End of year (b) Book Value (c) Fair Market Value | | |
| Assets | 1 | Cash—non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 135,162 | 42,656 | 42,656 |
| | 3 | Accounts receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | 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) | 2,853,055 | 2,998,284 | 3,598,681 | |
| 14 | Land, buildings, and equipment: basis | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 2,988,217 | 3,040,940 | 3,641,337 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe) | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 2,988,217 | 3,040,940 | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 | Total net assets or fund balances (see instructions) | 2,988,217 | 3,040,940 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 2,988,217 | 3,040,940 | | |

| Part III Analysis of Changes in Net Assets or Fund Balances | | | |
|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 2,988,217 |
| 2 | Enter amount from Part I, line 27a | 2 | 45,042 |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement | 3 | 11,192 |
| 4 | Add lines 1, 2, and 3 | 4 | 3,044,451 |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement | 5 | 3,511 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 3,040,940 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| 1a | See Attached Statement | | | |
| 1b | See Attached Statement | | | |
| 1c | See Attached Statement | | | |
| 1d | See Attached Statement | | | |
| 1e | See Attached Statement | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | 0 | |
| b | | | 0 | |
| c | | | 0 | |
| d | | | 0 | |
| e | | | 0 | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | |
| a | | | 0 | |
| b | | | 0 | |
| c | | | 0 | |
| d | | | 0 | |
| e | | | 0 | |
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 97,214 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | 3 | 0 |

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

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

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

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

| 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries | | | |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
| 2012 | 391,057 | 3,251,272 | 0.120278 |
| 2011 | 1,777 | 3,745,720 | 0.000474 |
| 2010 | | | 0.000000 |
| 2009 | | | 0.000000 |
| 2008 | | | 0.000000 |
| 2 | Total of line 1, column (d) | | 2 0.120752 |
| 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 0.060376 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | 4 3,400,133 |
| 5 | Multiply line 4 by line 3 | | 5 205,286 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 6 1,408 |
| 7 | Add lines 5 and 6 | | 7 206,694 |
| 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 | | 8 103,996 |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 2,815 | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | 0 | |
| 3 | Add lines 1 and 2 | 3 | 2,815 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 2,815 | |
| 6 | Credits/Payments | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 1,436 | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 1,436 | |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 | 1,379 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 0 | |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0 | |

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 |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i> | | X |
| 1c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | 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? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| 4b If "Yes," has it filed a tax return on Form 990-T for this year? | N/A | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> | | 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? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI | | |
| 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | 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)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | 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) | | | 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? Website address ▶ N/A | X | | |
| 14 | The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A | | | |
| 16 | At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) | 2b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) | 3b | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | X |

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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
 N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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 |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I | TRUSTEE 4 00 | 45,046 | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶ 0

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

| | | | |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. | | |
| a | Average monthly fair market value of securities | 1a | 3,351,141 |
| b | Average of monthly cash balances | 1b | 100,771 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 3,451,912 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 3,451,912 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 51,779 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 3,400,133 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 170,007 |

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 | 170,007 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 2,815 |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,815 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 167,192 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 167,192 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 167,192 |

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 | 103,996 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the. | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 103,996 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 103,996 |

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 | | | | 167,192 |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 0 | |
| b Total for prior years. 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | 190,316 |
| f Total of lines 3a through e | 190,316 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 103,996 | | | | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 103,996 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a)) | 63,196 | | | 63,196 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 127,120 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | 0 | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount—see instructions | | | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 127,120 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | 127,120 |
| e Excess from 2013 | | | | |

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

N/A

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 | |
| | | | | 0 |
| b 85% of line 2a | | | | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | |
| a "Assets" alternative test—enter: | | | | |
| (1) Value of all assets | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | 0 |
| 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) | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | 0 |
| (4) Gross investment income | | | | 0 |

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 <i>Paid during the year</i> See Attached Statement | | | | |
| Total | | | | ▶ 3a 91,344 |
| b <i>Approved for future payment</i> NONE | | | | |
| Total | | | | ▶ 3b 0 |

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

Recipient(s) paid during the year

Name

OSF HEALTHCARE FOUNDATION

Street

3401 LUDINGTON STREET

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,134

Name

HOLY NAME SCHOOL ENDOWMENT FND INC

Street

409 SOUTH 22ND STREET

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

27,404

Name

SACRED HEART CHURCH

Street

110 W JEWELL STREET PO BOX 99

City

MUNISING

State

MI

Zip Code

49862

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

22,836

Name

COMMUNITY FOUNDATION OF THE UP

Street

2500 7TH AVE SO SUITE 103 BOX 5

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,134

Name

ST THOMAS CHURCH

Street

1820 9TH AVENUE NORTH

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

22,836

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 16a (990-PF) - Legal Fees

| | | 550 | 0 | 0 | 550 |
|-------------|------------|--------------------------------------|--------------------------|------------------------|------------------------------------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | LEGAL FEES | 550 | | | 550 |

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

| | | 841 | 0 | 0 | 841 |
|-------------|---------------|--------------------------------|-----------------------|---------------------|---------------------------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | TAX PREP FEES | 841 | | | 841 |

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

| | | 1,593 | 1,593 | 0 | 0 |
|-------------|--------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | FOREIGN TAXES PAID | 1,593 | 1,593 | | |

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

| | | 19 | 19 | 0 | 0 |
|-------------|----------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | ADR FEES | 19 | 19 | | |

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

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

| | | | |
|---|-----------------------------------|---|--------|
| 1 | COST BASIS ADJUSTMENT | 1 | 137 |
| 2 | MUTUAL FUND & CTF INCOME ADDITION | 2 | 6,125 |
| 3 | FEDERAL EXCISE TAX REFUND | 3 | 4,930 |
| 4 | Total | 4 | 11,192 |

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

| | | | |
|---|--------------------------------------|---|-------|
| 1 | MUTUAL FUND & CTF INCOME SUBTRACTION | 1 | 3,310 |
| 2 | PY RETURN OF CAPITAL ADJUSTMENT | 2 | 201 |
| 3 | Total | 3 | 3,511 |

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

| | Check "X" If Business | Street | City | State | Zip Code | Foreign Country | Title | Avg Hrs Per Week | Compensation | Benefits | Expense Account |
|---|-----------------------|------------------------------------|---------------|-------|------------|-----------------|---------|------------------|--------------|----------|-----------------|
| 1 | X | 1 W 4th St 4th Floor MAC D4000-041 | Winston Salem | NC | 27101-3818 | | TRUSTEE | 4 00 | 45,046 | 45,046 | 0 |

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

| | Date | Amount |
|--------------------------------------------------|------|--------|
| 1 Credit from prior year return | 1 | 1,436 |
| 2 First quarter estimated tax payment | 2 | |
| 3 Second quarter estimated tax payment | 3 | |
| 4 Third quarter estimated tax payment | 4 | |
| 5 Fourth quarter estimated tax payment | 5 | |
| 6 Other payments | 6 | |
| 7 Total | 7 | 1,436 |

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|----------------------------------------------------------------------------------|------------|-------|-----------------------------|--------------------|----------------------|-------------------------|---------------|
| SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> | 9,293.420 | | \$9,293.42 | \$9,293.42 | \$0.00 | \$0.93 | 0.01% |
| SECURED MARKET DEPOSIT ACCOUNT | 33,362.740 | | 33,362.74 | 33,362.74 | 0.00 | 3.34 | 0.01 |
| Total Money Market | | | \$42,656.16 | \$42,656.16 | \$0.00 | \$4.27 | 0.01% |
| Total Cash & Equivalents | | | \$42,656.16 | \$42,656.16 | \$0.00 | \$4.27 | 0.01% |

ASSET DESCRIPTION

Fixed Income

GOVERNMENT OBLIGATIONS

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|-------------------------------------------------------------------------------------------------------------------------------|------------|-----------|-----------------------------|--------------------|----------------------|-------------------------|-------------------|
| US TREASURY NOTE DTD 08/15/10 2.625 08/15/2020 CUSIP: 912828NT3 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A | 15,000,000 | \$102.031 | \$15,304.65 | \$16,089.90 | -\$785.25 | \$393.75 | 2.29% |
| US TREASURY NOTE DTD 11/30/10 2.250 11/30/2017 CUSIP: 912828PK0 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A | 25,000,000 | 103.781 | 25,945.25 | 26,745.20 | - 799.95 | 562.50 | 1.26 |
| Total Government Obligations | | | \$41,249.90 | \$42,835.10 | -\$1,585.20 | \$956.25 | |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|-----------------------------|-------------|----------------------|-------------------------|-------------------|
| Fixed Income (continued) | | | | | | | |
| MUNICIPAL BONDS | | | | | | | |
| GRAND RAPIDS MICH WTR SUPPLY DTD 05/06/09 3.500 01/01/2015 CUSIP: 386316KM4 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA | 50,000,000 | \$103.244 | \$51,622.00 | \$50,632.83 | \$989.17 | \$1,750.00 | 0.25% |
| MARQUETTE MICH LTD TAX DTD 05/05/09 4.000 05/01/2016 CUSIP: 571494FW8 MOODY'S RATING: N/R STANDARD & POOR'S RATING: AA | 50,000,000 | 106.965 | 53,482.50 | 51,412.09 | 2,070.41 | 2,000.00 | 0.97 |
| MASON CNTY MICH CENT SCH DIST SCH BLDG & SITE-SER A DTD 06/08/06 4.250 05/01/2014 CUSIP: 575117DN3 MOODY'S RATING: A2 STANDARD & POOR'S RATING: AA- | 50,000,000 | 101.311 | 50,655.50 | 50,415.81 | 239.69 | 2,125.00 | 0.31 |
| MICHIGAN TECHNOLOGICAL UNIV REF-GEN REV DTD 07/15/08 4.250 10/01/2016 CUSIP: 594746KG3 MOODY'S RATING: A1 STANDARD & POOR'S RATING: N/R | 50,000,000 | 109.867 | 54,933.50 | 51,921.77 | 3,011.73 | 2,125.00 | 0.63 |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|-----------------------------|---------------------|----------------------|-------------------------|-------------------|
| Fixed Income (continued) | | | | | | | |
| MUNICIPAL BONDS (continued) | | | | | | | |
| TROY MICH CITY SCH DIST REF-SCH BLDG & SITE DTD 08/12/04 5.000 05/01/2014 CUSIP: 897404MU0 MOODY'S RATING: AA1 STANDARD & POOR'S RATING: AA | 50,000,000 | 101.567 | 50,783.50 | 50,596.68 | 186.82 | 2,500.00 | 0.29 |
| WALLED LAKE MICH CONS SCH DIST REF DTD 04/04/05 5.000 05/01/2015 CUSIP: 932423PT7 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA- | 50,000,000 | 106.023 | 53,011.50 | 51,870.48 | 1,141.02 | 2,500.00 | 0.46 |
| Total Municipal Bonds | | | \$314,488.50 | \$306,849.66 | \$7,638.84 | \$13,000.00 | |
| CORPORATE OBLIGATIONS | | | | | | | |
| AT&T INC DTD 07/30/10 2.500 08/15/2015 CUSIP: 00206RAV4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- | 10,000,000 | \$102.670 | \$10,267.00 | \$10,463.70 | -\$196.70 | \$250.00 | 0.84% |
| BANK OF AMERICA CORP DTD 06/22/10 5.625 07/01/2020 CUSIP: 06051GEC9 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: A- | 10,000,000 | 114.271 | 11,427.10 | 10,363.18 | 1,063.92 | 562.50 | 3.18 |
| BERKSHIRE HATHAWAY FIN DTD 11/15/08 5.400 05/15/2018 CUSIP: 084664BE0 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA | 15,000,000 | 115.023 | 17,253.45 | 17,330.25 | -76.80 | 810.00 | 1.81 |

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|----------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|-----------------------------|------------|----------------------|-------------------------|-------------------|
| GOLDMAN SACHS GROUP INC DTD 01/12/05 5.125 01/15/2015 CUSIP: 38141GEA8 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A- | 12,000,000 | 104.459 | 12,535.08 | 12,695.40 | - 160.32 | 615.00 | 0.81 |
| HSBC FINANCE CORP DTD 01/19/06 5.500 01/19/2016 CUSIP: 40429CFN7 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A | 7,000,000 | 108.415 | 7,589.05 | 7,638.61 | - 49.56 | 385.00 | 1.33 |
| JPMORGAN CHASE & CO DTD 06/24/10 3.400 06/24/2015 CUSIP: 46625HHR4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A | 5,000,000 | 103.844 | 5,192.20 | 5,273.80 | - 81.60 | 170.00 | 0.78 |
| KINDER MORGAN ENER PART DTD 02/12/08 5.950 02/15/2018 CUSIP: 49450AY2 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB | 7,000,000 | 113.639 | 7,954.73 | 8,150.73 | - 196.00 | 416.50 | 2.45 |
| MORGAN STANLEY MED TERM NOTE DTD 04/28/08 6.000 04/28/2015 CUSIP: 61747YCE3 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: A- | 10,000,000 | 106.503 | 10,650.30 | 10,520.40 | 129.90 | 600.00 | 1.04 |
| PEPSICO INC DTD 01/14/10 4.500 01/15/2020 CUSIP: 713448BN7 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A- | 12,000,000 | 108.764 | 13,051.68 | 13,770.96 | - 719.28 | 540.00 | 2.91 |

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|---------------------------------------------------------------------------------------------------------------------------------|------------|---------|-----------------------------|---------------------|----------------------|-------------------------|-------------------|
| TIME WARNER INC DTD 03/11/10 4.875 03/15/2020 CUSIP: 887317AF2 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB | 5,000,000 | 109.608 | 5,480.40 | 5,564.15 | - 83.75 | 243.75 | 3.16 |
| WAL-MART STORES INC DTD 07/08/10 3.625 07/08/2020 CUSIP: 931142CU5 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA | 12,000,000 | 104.785 | 12,574.20 | 12,969.47 | - 395.27 | 435.00 | 2.82 |
| WELLPOINT INC DTD 08/12/10 4.350 08/15/2020 CUSIP: 94973VAS6 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: A- | 5,000,000 | 105.691 | 5,284.55 | 5,545.20 | - 260.65 | 217.50 | 3.38 |
| Total Corporate Obligations | | | \$119,259.74 | \$120,285.85 | - \$1,026.11 | \$5,245.25 | |

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-----------------------------------------------------------------------------------------|------------|----------|-----------------------------|---------------------|----------------------|-------------------------|---------------|
| ISHARES CMBS ETF SYMBOL: CMBS CUSIP: 464298366 | 250,000 | \$51.050 | \$12,762.50 | \$12,919.47 | - \$156.97 | \$255.25 | 2.00% |
| ISHARES MBS ETF SYMBOL: MBB CUSIP: 464288588 | 160,000 | 104.570 | 16,731.20 | 17,246.38 | - 515.18 | 212.64 | 1.27 |
| RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855 SYMBOL: SAMHX CUSIP: 76628T645 | 13,599,332 | 9.780 | 133,001.47 | 135,500.00 | - 2,498.53 | 8,118.80 | 6.10 |
| Total Domestic Mutual Funds | | | \$162,495.17 | \$165,665.85 | - \$3,170.68 | \$8,586.69 | 5.28% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|----------------------------------------------------------------------------------------------------|-----------|----------|-----------------------------|---------------------|----------------------|-------------------------|---------------|
| Fixed Income (continued) | | | | | | | |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083 SYMBOL: DDBIX CUSIP: 261980494 | 8,808.414 | \$13.870 | \$122,172.70 | \$125,500.00 | -\$3,327.30 | \$5,408.37 | 4.43% |
| LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND CLASS INST #2940 SYMBOL: LIFNX CUSIP: 51855Q655 | 1,638.787 | 10.640 | 17,436.69 | 17,830.00 | -393.31 | 0.00 | 0.00 |
| PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 SYMBOL: PFORX CUSIP: 693390882 | 1,680.490 | 10.520 | 17,678.75 | 17,830.00 | -151.25 | 411.72 | 2.33 |
| Total International Mutual Funds | | | \$157,288.14 | \$161,160.00 | -\$3,871.86 | \$5,820.09 | 3.70% |
| Total Fixed Income | | | \$794,781.45 | \$796,796.46 | -\$2,015.01 | \$33,608.28 | |

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--------------------------------------------------------|----------|----------|-----------------------------|--------------------|----------------------|-------------------------|---------------|
| Equities | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| COACH INC SYMBOL: COH CUSIP: 189754104 | 265.000 | \$56.130 | \$14,874.45 | \$14,307.44 | \$567.01 | \$357.75 | 2.40% |
| COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101 | 820.000 | 51.965 | 42,611.30 | 23,902.58 | 18,708.72 | 639.60 | 1.50 |
| HOME DEPOT INC SYMBOL: HD CUSIP: 437076102 | 665.000 | 82.340 | 54,756.10 | 21,080.02 | 33,676.08 | 1,037.40 | 1.89 |
| TARGET CORP SYMBOL: TGT CUSIP: 87612E106 | 500.000 | 63.270 | 31,635.00 | 24,715.00 | 6,920.00 | 860.00 | 2.72 |
| Total Consumer Discretionary | | | \$143,876.85 | \$84,005.04 | \$59,871.81 | \$2,894.75 | 2.01% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-------------------------------------------------------------|-----------|-----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| CONSUMER STAPLES | | | | | | | |
| COCA COLA CO SYMBOL: KO CUSIP: 191216100 | 680,000 | \$41.310 | \$28,090.80 | \$22,375.36 | \$5,715.44 | \$761.60 | 2.71% |
| KRAFT FOODS GROUP INC SYMBOL: KRFT CUSIP: 50076Q106 | 220,000 | 53.910 | 11,860.20 | 8,645.38 | 3,214.82 | 462.00 | 3.89 |
| MONDELEZ INTERNATIONAL INC SYMBOL: MDLZ CUSIP: 609207105 | 660,000 | 35.300 | 23,298.00 | 15,992.35 | 7,305.65 | 369.60 | 1.59 |
| PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109 | 385,000 | 81.410 | 31,342.85 | 24,511.43 | 6,831.42 | 926.31 | 2.95 |
| Total Consumer Staples | | | \$94,591.85 | \$71,524.52 | \$23,067.33 | \$2,519.51 | 2.66% |
| ENERGY | | | | | | | |
| CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 | 265,000 | \$124.910 | \$33,101.15 | \$25,375.87 | \$7,725.28 | \$1,060.00 | 3.20% |
| CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104 | 250,000 | 70.650 | 17,662.50 | 13,595.68 | 4,066.82 | 690.00 | 3.91 |
| EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102 | 1,355,000 | 101.200 | 137,126.00 | 79,917.90 | 57,208.10 | 3,414.60 | 2.49 |
| Total Energy | | | \$187,889.65 | \$118,889.45 | \$69,000.20 | \$5,164.60 | 2.75% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|------------------------------------------------------------|----------|-----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| FINANCIALS | | | | | | | |
| CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105 | 250.000 | \$76.610 | \$19,152.50 | \$14,141.44 | \$5,011.06 | \$300.00 | 1.57% |
| CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105 | 480.000 | 78.460 | 37,660.80 | 27,654.28 | 10,006.52 | 864.00 | 2.29 |
| GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104 | 100.000 | 177.260 | 17,726.00 | 11,955.00 | 5,771.00 | 220.00 | 1.24 |
| JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100 | 685.000 | 58.480 | 40,058.80 | 22,129.65 | 17,929.15 | 1,041.20 | 2.60 |
| TRAVELERS COMPANIES, INC SYMBOL: TRV CUSIP: 89417E109 | 175.000 | 90.540 | 15,844.50 | 11,005.75 | 4,838.75 | 350.00 | 2.21 |
| US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304 | 530.000 | 40.400 | 21,412.00 | 16,511.75 | 4,900.25 | 487.60 | 2.28 |
| Total Financials | | | \$151,854.60 | \$103,397.87 | \$48,456.73 | \$3,262.80 | 2.15% |
| HEALTH CARE | | | | | | | |
| AMGEN INC SYMBOL: AMGN CUSIP: 031162100 | 105.000 | \$114.080 | \$11,978.40 | \$6,616.04 | \$5,362.36 | \$256.20 | 2.14% |
| BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108 | 180.000 | 53.150 | 9,567.00 | 5,482.76 | 4,084.24 | 259.20 | 2.71 |
| CARDINAL HEALTH INC COM SYMBOL: CAH CUSIP: 14149Y108 | 175.000 | 66.810 | 11,691.75 | 7,103.18 | 4,588.57 | 211.75 | 1.81 |
| JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104 | 600.000 | 91.590 | 54,954.00 | 36,217.65 | 18,736.35 | 1,584.00 | 2.88 |
| MERCK & CO INC NEW SYMBOL: MRK CUSIP: 58933Y105 | 380.000 | 50.050 | 19,019.00 | 16,176.60 | 2,842.40 | 668.80 | 3.52 |
| UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102 | 110.000 | 75.300 | 8,283.00 | 5,982.89 | 2,300.11 | 123.20 | 1.49 |
| Total Health Care | | | \$115,493.15 | \$77,579.12 | \$37,914.03 | \$3,103.15 | 2.69% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--------------------------------------------------------------------------|-----------|-----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| INDUSTRIALS | | | | | | | |
| GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103 | 4,625,000 | \$28.030 | \$129,638.75 | \$70,207.50 | \$59,431.25 | \$4,070.00 | 3.14% |
| HONEYWELL INTERNATIONAL INC SYMBOL: HON CUSIP: 438516106 | 430,000 | 91.370 | 39,289.10 | 21,972.91 | 17,316.19 | 774.00 | 1.97 |
| UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108 | 90,000 | 168.000 | 15,120.00 | 11,114.09 | 4,005.91 | 284.40 | 1.88 |
| UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106 | 160,000 | 105.080 | 16,812.80 | 11,763.18 | 5,049.62 | 396.80 | 2.36 |
| Total Industrials | | | \$200,860.65 | \$115,057.68 | \$85,802.97 | \$5,525.20 | 2.75% |
| INFORMATION TECHNOLOGY | | | | | | | |
| APPLE INC SYMBOL: AAPL CUSIP: 037833100 | 35,000 | \$561.020 | \$19,635.70 | \$20,688.50 | - \$1,052.80 | \$427.00 | 2.17% |
| CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 | 480,000 | 22.430 | 10,766.40 | 11,347.20 | - 580.80 | 326.40 | 3.03 |
| INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100 | 300,000 | 25.955 | 7,786.50 | 6,529.50 | 1,257.00 | 270.00 | 3.47 |
| INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101 | 30,000 | 187.570 | 5,627.10 | 5,442.89 | 184.21 | 114.00 | 2.03 |
| MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 | 1,190,000 | 37.410 | 44,517.90 | 31,026.98 | 13,490.92 | 1,332.80 | 2.99 |
| ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105 | 635,000 | 38.260 | 24,295.10 | 18,605.18 | 5,689.92 | 304.80 | 1.25 |
| Total Information Technology | | | \$112,628.70 | \$93,640.25 | \$18,988.45 | \$2,775.00 | 2.46% |
| TELECOMMUNICATION SERVICES | | | | | | | |
| VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104 | 635,000 | \$49.140 | \$31,203.90 | \$29,590.36 | \$1,613.54 | \$1,346.20 | 4.31% |
| Total Telecommunication Services | | | \$31,203.90 | \$29,590.36 | \$1,613.54 | \$1,346.20 | 4.31% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-------------------------------------------------------------------------------|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| INTERNATIONAL EQUITIES | | | | | | | |
| ACCENTURE PLC CUSIP: G1151C101 | 430,000 | \$82.220 | \$35,354.60 | \$23,637.01 | \$11,717.59 | \$799.80 | 2.26% |
| ACE LIMITED CUSIP: H0023R105 | 440,000 | 103.530 | 45,553.20 | 30,353.23 | 15,199.97 | 1,108.80 | 2.43 |
| ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108 | 195,000 | 106.460 | 20,759.70 | 12,920.66 | 7,839.04 | 488.28 | 2.35 |
| BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108 | 265,000 | 68.200 | 18,073.00 | 19,312.22 | - 1,239.22 | 614.80 | 3.40 |
| SCHLUMBERGER LTD CUSIP: 806857108 | 120,000 | 90.110 | 10,813.20 | 8,475.59 | 2,337.61 | 150.00 | 1.39 |
| TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 | 230,000 | 61.270 | 14,092.10 | 12,009.57 | 2,082.53 | 603.98 | 4.29 |
| VODAFONE GROUP PLC NEW CUSIP: 92857W209 | 435,000 | 39.310 | 17,099.85 | 11,227.09 | 5,872.76 | 691.65 | 4.04 |
| Total International Equities | | | \$161,745.65 | \$117,935.37 | \$43,810.28 | \$4,457.31 | 2.76% |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| DIAMOND HILL LONG-SHORT FUND CLASS I #11 SYMBOL: DHLSX CUSIP: 25264S833 | 4,094,798 | \$22.520 | \$92,214.85 | \$69,681.36 | \$22,533.49 | \$349.82 | 0.38% |
| ISHARES CORE S&P MID-CAP ETF SYMBOL: IJH CUSIP: 464287507 | 1,000,000 | 133.810 | 133,810.00 | 75,003.70 | 58,806.30 | 1,728.00 | 1.29 |
| ISHARES CORE S&P SMALL-CAP ETF SYMBOL: IJR CUSIP: 464287804 | 1,500,000 | 109.130 | 163,695.00 | 109,114.80 | 54,580.20 | 1,639.50 | 1.00 |
| ISHARES RUSSELL 2000 ETF SYMBOL: IWM CUSIP: 464287655 | 1,000,000 | 115.360 | 115,360.00 | 63,930.00 | 51,430.00 | 1,414.00 | 1.23 |
| ISHARES S&P MID-CAP 400 GROWTH SYMBOL: IJK CUSIP: 464287606 | 200,000 | 150.190 | 30,038.00 | 28,728.00 | 1,310.00 | 265.40 | 0.88 |
| Total Domestic Mutual Funds | | | \$535,117.85 | \$346,457.86 | \$188,659.99 | \$5,396.72 | 1.01% |

ASSET DETAIL (continued)

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-----------------------------------------------------------------------------------------------------------------------------------|------------|---------|-----------------------------|---------------------|----------------------|-------------------------|---------------|
| Real Assets | | | | | | | |
| REAL ASSET FUNDS | | | | | | | |
| CREDIT SUISSE COMMODITY RETURN STRATEGY FUND CLASS-I #2156 SYMBOL: CR5X CUSIP: 22544R305 | 11,592.548 | \$7.230 | \$83,814.12 | \$96,450.00 | -\$12,635.88 | \$0.01 | 0.00% |
| IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036 DTD 06/06/06 06/12/2036 SYMBOL: DJP CUSIP: 06738C778 | 2,500.000 | 36.750 | 91,875.00 | 95,762.63 | - 3,887.63 | 0.00 | 0.00 |
| SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863 | 2,400.000 | 41.200 | 98,880.00 | 93,644.09 | 5,235.91 | 4,485.60 | 4.54 |
| VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553 | 1,550.000 | 64.560 | 100,068.00 | 111,962.96 | - 11,894.96 | 4,326.05 | 4.32 |
| Total Real Asset Funds | | | \$374,637.12 | \$397,819.68 | -\$23,182.56 | \$8,811.66 | 2.35% |
| Total Real Assets | | | \$374,637.12 | \$397,819.68 | -\$23,182.56 | \$8,811.66 | 2.35% |

| ACCOUNT VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME |
|------------------------------|-----------------------|----------------------|-------------------------|
| \$3,641,336.75 | \$3,040,939.66 | \$600,397.09 | \$93,731.60 |
| TOTAL ASSETS | | | |