Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: R. HUGH ELLIOTT FAMILY FOUNDATION

A Employer identification number: 37-1557038

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1882 POND RUN ROAD

B Telephone number: (248) 475-2000

City or town, state or province, country, and ZIP or foreign postal code: AUBURN HILLS, MI 48326-2768

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,902,773.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	31,369.	31,369.		STATEMENT 2
	4 Dividends and interest from securities	29,078.	29,078.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,674.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,059,180.				
	7 Capital gain net income (from Part IV, line 2)		107,378.		
	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)				
	11 Other income	-207.	-207.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	68,914.	167,618.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	8,628.	628.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25,614.	25,614.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,242.	26,242.		0.
	25 Contributions, gifts, grants paid	191,000.			191,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	225,242.	26,242.		191,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-156,328.			
	b **Net investment income** (if negative, enter -0-)		141,376.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 11 2014 OGDEN, UT IRS-OSC

SCANNED AUG 13 2014

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	3,631.		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	1,381,551.	1,215,518.	1,447,829.
	c	Investments - corporate bonds STMT 8	813,969.	813,984.	816,269.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	1,479,271.	1,478,316.	1,638,675.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,678,422.	3,507,818.	3,902,773.
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			
	22	Other liabilities (describe ▶ BANK OVERDRAFT)	45,783.	31,507.	
	23	**Total liabilities** (add lines 17 through 22)	45,783.	31,507.	
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,632,639.	3,476,311.	
	30	**Total net assets or fund balances**	3,632,639.	3,476,311.	
	31	**Total liabilities and net assets/fund balances**	3,678,422.	3,507,818.	

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	3,632,639.
2	Enter amount from Part I, line 27a	2	-156,328.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,476,311.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,476,311.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,059,180.		951,802.	107,378.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				107,378.

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** 107,378.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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	138,626.	3,644,812.	.038034
2011	95,410.	2,989,080.	.031920
2010	67,374.	2,153,294.	.031289
2009	38,481.	1,501,339.	.025631
2008	5,000.	911,046.	.005488

2	**Total** of line 1, column (d)	2	.132362
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	.026472
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,784,131.
5	Multiply line 4 by line 3	5	100,174.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,414.
7	Add lines 5 and 6	7	101,588.
8	Enter qualifying distributions from Part XII, line 4	8	191,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,414.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,414.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,414.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,014.		
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	10,014.
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	8,600.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 8,600. **Refunded** ▶		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ R. HUGH ELLIOTT Telephone no. ▶ (248) 475-2000
Located at ▶ 1882 POND RUN, AUBURN HILLS, MI ZIP+4 ▶ 48326

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	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

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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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)? [ ] Yes [X] 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 [X] 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)? N/A — 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] 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 [X] No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 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.

(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
R. HUGH ELLIOTT 1882 POND RUN ROAD AUBURN HILLS, MI 48326	DIRECTOR 0.25	0.	0.	0.
NANCY N. ELLIOTT 1882 POND RUN ROAD AUBURN HILLS, MI 48326	DIRECTOR 0.25	0.	0.	0.
CHAD K. ELLIOTT 1882 POND RUN ROAD AUBURN HILLS, MI 48326	DIRECTOR 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
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	3,735,617.
b	Average of monthly cash balances		1b	103,906.
c	Fair market value of all other assets		1c	2,234.
d	**Total** (add lines 1a, b, and c)		1d	3,841,757.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,841,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	57,626.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,784,131.
6	**Minimum investment return.** Enter 5% of line 5		6	189,207.

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	189,207.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,414.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,414.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	187,793.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	187,793.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	187,793.

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	191,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	191,000.
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	5	1,414.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	189,586.

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				187,793.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			177,867.	
b Total for prior years: 2011 , ____ , ____		1,032.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 191,000.				
a Applied to 2012, but not more than line 2a			177,867.	
b Applied to undistributed income of prior years (Election required - see instructions) *		1,032.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				12,101.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				175,692.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

* SEE STATEMENT 10

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

R. HUGH ELLIOTT

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:

R. HUGH ELLIOTT, (248) 475-2000
1882 POND RUN ROAD, AUBURN HILLS, MI 48326

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

NO FORM PROVIDED - INFORMATION WILL VARY DEPENDING UPON PROPOSAL.

c Any submission deadlines:

NONE

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

NONE

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				
ALS ASSOCIATION 7507 STANDISH PLACE ROCKVILLE, MD 20855	N/A		SUPPORT OF ASSOCIATION PROGRAMS	2,000.
JUPITER FIRST CHURCH 1475 INDIAN CREEK PARKWAY JUPITER, FL 33458	N/A		PROVIDE SUPPORT OF A RELIGIOUS ORGANIZATION	10,000.
LAKE ORION WOUNDED WARRIOR FUND 171 CHAMBERLAIN LAKE ORION, MI 48276	N/A		TO HONOR VETERANS FROM LAKE ORION, MICHIGAN	1,000.
NORTE DAME PREP 1300 GIDDINGS ROAD PONTIAC, MI 48340	N/A		SUPPORT OF SCHOOL PROGRAMS	10,000.
OAKLAND UNIVERSITY 2200 NORTH SQUIRREL ROAD ROCHESTER, MI 48309	N/A		PROVIDE SUPPORT OF PUBLIC UNIVERSITY	132,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	191,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					31,369.
4 Dividends and interest from securities					29,078.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-207.
8 Gain or (loss) from sales of assets other than inventory					8,674.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	68,914.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 68,914.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INTEREST FROM INVESTMENTS HELPS PROVIDE FUNDS FOR FUTURE FUNDING
4	DIVIDENDS FROM INVESTMENTS HELPS PROVIDE FUNDS FOR FUTURE FUNDING
8	GAINS FROM SALES OF ASSETS HELPS PROVIDE FUNDS FOR FUTURE FUNDING

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

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

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

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

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
N/A		

Sign Here

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

R. Hugh Elliott | 8/5/14 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: JAMES A. CLEMENT, CPA	Preparer's signature: James A Clement CPA	Date: 6-27-14	Check ☐ if self-employed	PTIN: P00153947
Firm's name ▶ METZLER LOCRICCHIO SERRA & CO., P.C.			Firm's EIN ▶ 38-2488264	
Firm's address ▶ 1800 W. BIG BEAVER - STE. 100 TROY, MI 48084			Phone no. 248-822-9010	

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	ABBEY CAPITAL MULTI-MANAGER FD	P		
b	ABBEY CAPITAL MULTI-MANAGER FD	P		
c	UBS FIN SVC #46962 SEE ATTACHED	P		
d	UBS FIN SVC #46962 SEE ATTACHED	P		
e	UBS FIN SVC #45316 SEE ATTACHED	P		
f	UBS FIN SVC #45316 SEE ATTACHED	P		
g	UBS FIN SVC #45316 SEE ATTACHED	P		
h	2500 SHS ALTERA CORP	D	05/20/09	
i	1490 SHS AUTOMATIC DATA PROCESSING INC	D	07/18/97	
j	UBS FIN SVC #45316 SEE ATTACHED	P		
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	3,028.			3,028.
b	-1,033.			-1,033.
c	92,516.		89,998.	2,518.
d	72,676.		70,491.	2,185.
e	74,943.		94,855.	-19,912.
f	244,253.		231,228.	13,025.
g	381,473.		363,914.	17,559.
h	86,079.		40,625.	45,454.
i	95,792.		33,184.	62,608.
j	9,250.		27,507.	-18,257.
k	203.			203.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3,028.
b				-1,033.
c				2,518.
d				2,185.
e				-19,912.
f				13,025.
g				17,559.
h				45,454.
i				62,608.
j				-18,257.
k				203.
l				
m				
n				
o				

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** 107,378.

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).
If (loss), enter "-0-" in Part I, line 8 } **3** N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUPITER MEDICAL CENTER 1210 S. OLD DIXIE HWY JUPITER, FL 33458	N/A		SUPPORT OPERATIONS OF MEDICAL CENTER	25,000.
AURORA CENTRAL CATHOLIC HIGH SCHOOL 1255 N. EDGELAWN DR. AURORA, IL 60506	N/A		SUPPORT OF EDUCATIONAL PROGRAMS	500.
CURE SEARCH NAT'L CHILDHOOD CANCER FOUNDATION 4600 EAST-WEST HIGHWAY STE 600 BETHESDA, MD 20814	N/A		SUPPORT FOUNDATION ACTIVITIES	10,000.
Total from continuation sheets				35,500.

323631
05-01-13

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL MULTI-MANAGER FD				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,028.	0.	0.	0.	3,028.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL MULTI-MANAGER FD				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-1,033.	0.	0.	0.	-1,033.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #46962 SEE ATTACHED				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,516.	89,998.	0.	0.	2,518.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #46962 SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,676.	70,491.	0.	0.	2,185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #45316 SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,943.	94,855.	0.	0.	-19,912.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #45316 SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
244,253.	231,228.	0.	0.	13,025.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #45316 SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
381,473.	363,914.	0.	0.	17,559.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS ALTERA CORP	DONATED	05/20/09	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,079.	92,463.	0.	0.	-6,384.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1490 SHS AUTOMATIC DATA PROCESSING INC	DONATED	07/18/97	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,792.	80,050.	0.	0.	15,742.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS FIN SVC #45316 SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,250.	27,507.	0.	0.	-18,257.

CAPITAL GAINS DIVIDENDS FROM PART IV	203.
TOTAL TO FORM 990-PF, PART I, LINE 6A	8,674.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ABBEY CAPITAL MULTI-MANAGER	51.	51.	
UBS #45316	19,465.	19,465.	
UBS #45316-ACCRUED INTEREST PAID	-2,805.	-2,805.	
UBS #45316-BOND AMORTIZATION	-6,873.	-6,873.	
UBS #46962	25,451.	25,451.	
UBS #46962 OID	669.	669.	
UBS #46962-ACCRUED INTEREST PAID	-2,846.	-2,846.	
UBS #46962-BOND AMORTIZATION	-1,743.	-1,743.	
TOTAL TO PART I, LINE 3	31,369.	31,369.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS #45316-DIVIDENDS	29,277.	203.	29,074.	29,074.	
UBS #46962-DIVIDENDS	4.	0.	4.	4.	
TO PART I, LINE 4	29,281.	203.	29,078.	29,078.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ABBEY CAPITAL MULTI-MANAGER	-209.	-209.	
MISCELLANEOUS	2.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-207.	-207.	

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	8,000.	0.		0.
FOREIGN TAX-UBS #45316	628.	628.		0.
TO FORM 990-PF, PG 1, LN 18	8,628.	628.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES-UBS #45316	19,025.	19,025.		0.
INVESTMENT EXPENSES-UBS #46962	3,767.	3,767.		0.
ABBEY CAPITAL MULTI-MANAGER	2,792.	2,792.		0.
FOREIGN FEES-UBS #45316	30.	30.		0.
TO FORM 990-PF, PG 1, LN 23	25,614.	25,614.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	1,215,518.	1,447,829.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,215,518.	1,447,829.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	813,984.	816,269.
TOTAL TO FORM 990-PF, PART II, LINE 10C	813,984.	816,269.

FORM 990-PF	OTHER ASSETS	STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ABBEY CAPITAL MGT LTD	129,271.	128,316.	123,017.
JACKSON NATIONAL ANNUITY	1,350,000.	1,350,000.	1,515,658.
TO FORM 990-PF, PART II, LINE 15	1,479,271.	1,478,316.	1,638,675.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO APPLY EXCESS QUALIFYING DISTRIBUTIONS TO PRIOR YEAR'S UNDISTRIBUTED INCOME STATEMENT 10

THE FOUNDATION ELECTS TO APPLY PART OF ITS QUALIFYING DISTRIBUTIONS TO THE 2011 UNDISTRIBUTED INCOME OF 1,032.

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 46962 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions

Short-term transactions for noncovered securities; included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): ALLIANT TECHSYSTEMS INC 06.875% 091520 DTD091310 CALL@MW+50BP NTS B/E *CUSIP:* 018804AP9										
Sell	9,000.0000		04/24/12	02/28/13	9,810.00	9,630.00 ✓				180.00
Description (Box 8): DAVITA INC B/E 06.625% 110120 DTD102010 CALL@MW+50BP *CUSIP:* 23918KAM0										
Sell	9,000.0000		04/18/12	03/01/13	9,810.00	9,416.25 ✓				393.75
Description (Box 8): FERRELLGAS LP NTS B/E 09.125% 100117 DTD040110 FC100110 *CUSIP:* 315292AJ1										
Sell	9,000.0000		04/13/12	01/31/13	9,731.25	9,450.00 ✓				281.25
Description (Box 8): FOREST OIL CORP 07.250% 061519 DTD121507 FC061508 CALL@MW+50BP *CUSIP:* 346091AZ4										
Sell	2,000.0000		04/25/13	10/04/13	2,047.50	2,024.75 ✓				22.75
Description (Box 8): FRONTIER COMMUNICATIONS 09.250% 070121 DTD052212 MAKE WHOLE@50 NTS B/E *CUSIP:* 35906AAL2										
Sell	9,000.0000		12/06/12	05/08/13	10,642.50	10,620.00 ✓				22.50
Description (Box 8): LAMAR MEDIA CORP NTS B/E 07.875% 041518 DTD042210 FC101510 CALL@MW+50BP *CUSIP:* 513075AY7										
Sell	3,000.0000		05/02/12	03/05/13	3,270.00	3,300.00				(30.00)
Sell	6,000.0000		05/02/12	04/02/13	6,525.00	6,600.00				(75.00)
Sub Total	9,000.0000				9,795.00	9,900.00 ✓				(105.00)

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): MEDIACOM LLC NTS B/E 09.125% 081519 DTD021510 CALL@MW+50BP					*CUSIP:* 58445MAM4					
Sell	8,000.0000		04/26/12	01/30/13	8,910.00	8,770.00				140.00
Description (Box 8): OWENS ILL INC 07.800% 051518 DTD052098 FC111598					*CUSIP:* 690768BF2					
Sell	8,000.0000		05/14/12	04/19/13	9,440.00	9,120.00				320.00
Description (Box 8): R R DONNELLEY & SONS CO 07.250% 051518 DTD060111 CALL@MAKEWHOLE T+50BP					*CUSIP:* 257867AX9					
Sell	9,000.0000		12/18/12	05/28/13	9,855.00	8,752.50				1,102.50
Description (Box 8): TENNECO INC NTS B/E 06.875% 121520 DTD122310 CALL@MW+50BP					*CUSIP:* 880349AQ8					
Sell	3,000.0000		10/03/12	09/18/13	3,255.00	3,294.00				(39.00)
Description (Box 8): UNITED RENTALS NA INC 09.250% 121519 DTD111709 CALL @ MW +50BP					*CUSIP:* 911365AU8					
Sell	8,000.0000		05/11/12	01/25/13	9,220.00	9,020.00				200.00
Total	83,000.0000				$92,516.25	$89,997.50				$2,518.75

Long-term transactions for noncovered securities; included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): AES CORP NTS B/E 08.000% 060120 DTD120108 FC060109 MW T +50BP					*CUSIP:* 00130HBN4					
Sell	8,000.0000	9,160.00	04/24/12	11/20/13	9,370.00	8,974.29 · 9160 · before amort				395.71

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 46962 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): AVIS BUDGET NTS B/E 09.750% 031520 DTD100311 FC031512					*CUSIP:* 053773AQ0					
Sell	5,000.0000		04/18/12	07/09/13	5,750.00	5,462.50				287.50
Sell	4,000.0000		04/18/12	07/11/13	4,620.00	4,370.00				250.00
Sub Total	9,000.0000				10,370.00	9,832.50 ✓				537.50
Description (Box 8): CABLEVISION SYSTEMS CORP 8.000% 041520 DTD041510 CALL @ MW +50BP					*CUSIP:* 12686CBA6					
Sell	5,000.0000		05/11/12	05/15/13	5,775.00	5,325.00 ✓				450.00
Description (Box 8): CONTINENTAL RESOURCES 07.125% 040121 DTD091610 CALL@MW+50BP					*CUSIP:* 212015AF8					
Sell	3,000.0000		05/08/12	06/05/13	3,367.50	3,367.50				0.00
Sell	6,000.0000		05/08/12	06/07/13	6,772.50	6,735.00				37.50
Sub Total	9,000.0000				10,140.00	10,102.50 ✓				37.50
Description (Box 8): DENBURY RESOURCES INC 06.375% 081521 DTD021711 FC081511 CALL@MW +50BP					*CUSIP:* 247916AC3					
Sell	9,000.0000		05/09/12	11/19/13	9,607.50	9,565.55 9652.50 before amd				41.95
Description (Box 8): FOREST OIL CORP 07.250% 061519 DTD121507 FC061508 CALL@MW+50BP					*CUSIP:* 346091AZ4					
Sell	9,000.0000		04/23/12	10/04/13	9,213.75	8,752.50 ✓				461.25
Description (Box 8): HERTZ CORP NTS B/E 06.750% 041519 DTD041511 FC101511					*CUSIP:* 428040CJ6					
Sell	9,000.0000		04/23/12	10/07/13	9,630.00	9,333.79 9310 before amort.				296.21

continued next page

UBS Financial Services Inc.

1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 46962 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	*Quantity / face value (Box 1e)*	*Original cost basis ($)*	*Date acquired (Box 1b)*	*Date of sale / exchange (Box 1a)*	*Sale amount (Box 2a) ($)*	*Cost or other basis (Box 3) ($)*	*Wash sale loss disallowed (Box 5) ($)*	*Federal income tax withheld (Box 4) ($)*	*Loss not allowed (Box 2b)*	*Gain/Loss ($)*
Description (Box 8): TRANSDIGM INC NTS B/E 07.750% 121518 DTD061511 CALL@MW+50BP					*CUSIP:* 893647AP2					
Sell	8,000.0000	8,750.00	05/08/12	11/06/13	8,570.00	8,604.73	8750 before amort			(34.73)
Total	66,000.0000	$17,910.00			$72,676.25	$70,490.86				$2,185.39
Total					$165,192.50					

2013 Realized Gain/Loss Summary

Description	*Sale amount*	*Cost/other basis*	*Wash sale loss disallowed*	*Net Gain/Loss*
Short-term Gain/Loss				
Short-term transactions for noncovered securities; included in Box 2a	92,516.25	89,997.50		2,518.75
Total short-term	$92,516.25	$89,997.50		$2,518.75
Long-term Gain/Loss				
Long-term transactions for noncovered securities; included in Box 2a	72,676.25	70,490.86		2,185.39
Total long-term	$72,676.25	$70,490.86		$2,185.39
Sub Total	$165,192.50	$160,488.36		$4,704.14
Totals	$165,192.50	$160,488.36		$4,704.14

Dividends and Distributions Details

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met. To assist you, we include the ex-dividend date information if available.

Security Description	*CUSIP*	*Activity Description*	*Ex Date*	*Payment Date*	*Amount*
UBS SELECT PRIME CAPITAL FUND	90262H163	Dividend		02/01/13	0.31
		Dividend		03/01/13	0.57
		Dividend		04/01/13	0.69
		Dividend		05/01/13	0.95
		Dividend		06/03/13	0.61
		Dividend		07/01/13	0.38
		Dividend		08/01/13	0.27
		Dividend		09/03/13	0.19
		Dividend		10/01/13	0.08
				Sub-Total:	$ 4.05
Total dividend activity (less foreign tax)					$ 4.05
Total Box 1a Ordinary dividends (less Boxes 1b and 5)					$ 4.05

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions

Short-term transactions for covered securities; included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): ACTAVIS PLC						*CUSIP:* G0083B108	*Symbol (Box 1d):* ACT			
Cash in Lieu	0.8000		05/13/13	10/01/13	112.36	94.27				18.09
Description (Box 8): AMERICAN CAMPUS COMMUNITIES INC REITS						*CUSIP:* 024835100	*Symbol (Box 1d):* ACC			
Sell	600.0000		05/15/13	12/12/13	19,098.45	26,760.84				(7,662.39)
Sell	60.0000		05/22/13	12/12/13	1,909.84	2,613.48				(703.64)
Sell	105.0000		05/29/13	12/12/13	3,342.23	4,399.41				(1,057.18)
Sub Total	765.0000				24,350.52	33,773.73				(9,423.21)
Description (Box 8): CSX CORPORATION						*CUSIP:* 126408103	*Symbol (Box 1d):* CSX			
Sell	300.0000		05/08/12	05/02/13	7,284.75	6,602.01				682.74
Description (Box 8): MARKET VECTORS GOLD MINERS ETF						*CUSIP:* 57060U100	*Symbol (Box 1d):* GDX			
Sell	825.0000		01/28/13	04/15/13	24,271.60	34,371.63				(10,100.03)
Sell	170.0000		02/05/13	04/15/13	5,001.42	7,166.60				(2,165.18)
Sell	125.0000		03/06/13	04/15/13	3,677.51	4,614.50				(936.99)
Sub Total	1,120.0000				32,950.53	46,152.73				(13,202.20)

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): SIEMENS A G SPON ADR					CUSIP: 826197501		Symbol (Box 1d): SI			
Redemption	235.0000		06/20/13	07/25/13	706.41	861.44				(155.03)
Redemption	65.0000		06/25/13	07/25/13	195.39	229.00				(33.61)
Sub Total	300.0000				901.80	1,090.44				(188.64)
Description (Box 8): WALGREEN CO					CUSIP: 931422109		Symbol (Box 1d): WAG			
Sell	210.0000		05/03/12	04/19/13	9,342.69±	7,141.74				2,200.95
Total	2,695.8000				$74,942.65	$94,854.92				$(19,912.27)

Long-term transactions for covered securities; included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): ACCRETIVE HEALTH INC COM					CUSIP: 00438V103		Symbol (Box 1d): AH			
Sell	760.0000		03/26/12	11/26/13	6,081.39	19,060.27				(12,978.88)
Sell	400.0000		03/28/12	11/26/13	3,200.73	9,479.69				(6,278.96)
Sell	115.0000		03/29/12	11/26/13	920.21	2,408.09				(1,487.88)
Sell	215.0000		04/04/12	11/26/13	1,720.39	4,230.56				(2,510.17)
Sell	16.0000		04/23/12	11/26/13	128.03	296.32				(168.29)
Sell	539.0000		04/23/12	11/26/13	4,312.99	10,091.15				(5,778.16)
Sell	635.0000		05/03/12	11/26/13	5,081.16	5,202.13				(120.97)
Sub Total	2,680.0000				21,444.90	50,768.21				(29,323.31)

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): AMERICAN TOWER CORP REIT					*CUSIP:* 03027X100		*Symbol (Box 1d):* AMT			
Sell	265.0000		03/26/12	07/18/13	19,785.50	16,405.22				3,380.28
Sell	160.0000		04/04/12	07/18/13	11,945.97	10,021.86				1,924.11
Sell	90.0000		04/10/12	07/18/13	6,719.60	5,576.77				1,142.83
Sub Total	515.0000				38,451.07	32,003.85				6,447.22
Description (Box 8): CSX CORPORATION					*CUSIP:* 126408103		*Symbol (Box 1d):* CSX			
Sell	885.0000		03/26/12	05/02/13	21,490.00	18,937.41				2,552.59
Sell	170.0000		04/04/12	05/02/13	4,128.02	3,782.09				345.93
Sub Total	1,055.0000				25,618.02	22,719.50				2,898.52
Description (Box 8): DEERE AND CO					*CUSIP:* 244199105		*Symbol (Box 1d):* DE			
Sell	185.0000		03/26/12	08/09/13	15,095.60	15,215.62				(120.02)
Sell	55.0000		04/04/12	08/09/13	4,487.88	4,464.85				23.03
Sell	100.0000		05/08/12	08/09/13	8,159.78	8,027.01				132.77
Sell	110.0000		05/17/12	08/09/13	8,975.76	8,044.52				931.24
Sub Total	450.0000				36,719.02	35,752.00				967.02
Description (Box 8): HHGREGG INC					*CUSIP:* 42833L108		*Symbol (Box 1d):* HGG			
Sell	600.0000		05/03/12	06/21/13	9,299.83±	6,090.00				3,209.83
Sell	600.0000		05/03/12	08/16/13	10,319.81±	6,090.00				4,229.81
Sell	18.0000		05/03/12	12/09/13	258.27	182.70				75.57

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): HHGREGG INC					*CUSIP:* 42833L108	*Symbol (Box 1d):* HGG				
Sell	122.0000		05/04/12	12/09/13	1,750.53	1,232.20				518.33
Sell	1,000.0000		05/08/12	12/09/13	14,348.60	9,755.40				4,593.20
Sub Total	2,340.0000				35,977.04	23,350.30				12,626.74
Description (Box 8): ST JUDE MEDICAL INC					*CUSIP:* 790849103	*Symbol (Box 1d):* STJ				
Sell	435.0000		03/26/12	07/19/13	21,097.13 ±	18,938.42				2,158.71
Sell	65.0000		04/04/12	07/19/13	3,152.44 ±	2,697.28				455.16
Sell	65.0000		04/04/12	12/09/13	3,895.38	2,697.28				1,198.10
Sell	400.0000		04/10/12	12/26/13	22,259.61 ±	15,849.19				6,410.42
Sub Total	965.0000				50,404.56	40,182.17				10,222.39
Description (Box 8): WALGREEN CO					*CUSIP:* 931422109	*Symbol (Box 1d):* WAG				
Sell	10.0000		04/11/12	04/15/13	492.11	330.50				161.61
Sell	271.0000		04/11/12	04/19/13	12,056.52 ±	8,968.90				3,087.62
Sell	419.0000		04/11/12	04/19/13	18,640.89 ±	13,847.95				4,792.94
Sell	100.0000		04/13/12	04/19/13	4,448.90 ±	3,304.83				1,144.07
Sub Total	800.0000				35,638.42	26,452.18				9,186.24
Total	8,805.0000				$244,253.03	$231,228.21				$13,024.82

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): ABBVIE INC COM						*CUSIP:* 00287Y109	*Symbol (Box 1d):* ABBV			
Sell	45.0000		05/13/11	05/15/13	2,076.84	1,252.85				823.99
Sell	165.0000		07/07/11	05/15/13	7,615.06	4,602.19				3,012.87
Sell	10.0000		10/24/11	05/15/13	461.52	279.79				181.73
Sub Total	220.0000				10,153.42	6,134.83				4,018.59
Description (Box 8): ALTERA CORP						*CUSIP:* 021441100	*Symbol (Box 1d):* ALTR			
Sell	500.0000		05/20/09	01/02/13	17,881.15	8,124.95				9,756.20
Sell	1,000.0000		05/20/09	01/22/13	35,493.20	16,249.90				19,243.30
Sell	500.0000		05/20/09	05/15/13	16,599.63	8,124.95				8,474.68
Sell	500.0000		05/20/09	12/09/13	16,104.77	8,124.94				7,979.83
Sub Total	2,500.0000				86,078.75	40,624.74	Reported separately on Gains & loss statement			45,454.01
Description (Box 8): AMERICAN TOWER CORP REIT						FMV @ Donation 92,463 *CUSIP:* 03027X100	*Symbol (Box 1d):* AMT			
Sell	45.0000		05/13/11	07/18/13	3,359.80	2,384.77				975.03
Description (Box 8): AUTOMATIC DATA PROCESSNG INC						*CUSIP:* 053015103	*Symbol (Box 1d):* ADP			
Sell	500.0000		07/18/97	01/02/13	29,001.35	11,135.43				17,865.92
Sell	590.0000		07/18/97	01/22/13	35,047.28	13,139.81				21,907.47
Sell	400.0000		07/18/97	12/09/13	31,743.45	8,908.34				22,835.11
Sub Total	1,490.0000				95,792.08	33,183.58	Reported separately on gains/loss statement			62,608.50

FMV @ Donation 80,050

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): BERKSHIRE HATHAWAY INC 02.125% 021113 DTD021110 FC081110 B/E					*CUSIP:* 084670AU2					
Redemption	15,000.0000		03/02/10	02/11/13	15,000.00	15,168.00				(168.00)
Description (Box 8): CELGENE CORP					*CUSIP:* 151020104		*Symbol (Box 1d):* CELG			
Sell	20.0000		05/13/11	12/09/13	3,411.74	1,199.90				2,211.84
Description (Box 8): DEERE AND CO					*CUSIP:* 244199105		*Symbol (Box 1d):* DE			
Sell	50.0000		05/13/11	08/09/13	4,079.89	4,413.75				(333.86)
Description (Box 8): DEUTSCHE BANK AG B/E 04.875% 052013 DTD052008 FC112008					*CUSIP:* 2515A0NY5					
Redemption	15,000.0000		03/02/10	05/20/13	15,000.00	16,155.00				(1,155.00)
Redemption	10,000.0000		05/10/11	05/20/13	10,000.00	10,711.00				(711.00)
Sub Total	25,000.0000				25,000.00	26,866.00				(1,866.00)
Description (Box 8): GENL ELEC CAP CORP NTS 01.875% 091613 DTD091610 FC031611 B/E					*CUSIP:* 36962G4Q4					
Redemption	25,000.0000		05/10/11	09/16/13	25,000.00	25,216.50				(216.50)
Description (Box 8): GLAXOSMITHKLINE CAP INC 04.850% 051513 DTD051308 CALL@MW+25BP					*CUSIP:* 377372AC1					
Redemption	10,000.0000		01/05/09	05/15/13	10,000.00	10,489.00				(489.00)
Redemption	15,000.0000		05/10/11	05/15/13	15,000.00	16,191.00				(1,191.00)
Sub Total	25,000.0000				25,000.00	26,680.00				(1,680.00)

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): HEINZ H J CO **MERGER EFF: 06/13**					*CUSIP:* 423074103					
Sell	115.0000		07/07/11	05/15/13	8,329.57	6,202.62				2,126.95
Sell	25.0000		10/26/11	05/15/13	1,810.78	1,315.71				495.07
Sub Total	140.0000				10,140.35	7,518.33				2,622.02
Description (Box 8): HEWLETT PACKARD CO B/E 01.250% 091313 DTD091310 FC031311					*CUSIP:* 428236BB8					
Redemption	25,000.0000		06/30/11	09/13/13	25,000.00	25,197.50				(197.50)
Description (Box 8): INTL BUSINESS MACH					*CUSIP:* 459200101	*Symbol (Box 1d):* IBM				
Sell	24.0000		05/13/11	01/22/13	4,685.33	4,086.84				598.49
Description (Box 8): ISHARES TIPS BOND ETF					*CUSIP:* 464287176	*Symbol (Box 1d):* TIP				
Sell	100.0000		12/02/08	01/02/13	12,122.13	9,502.85				2,619.28
Sell	100.0000		12/31/08	01/02/13	12,122.13	9,839.84				2,282.29
Sell	50.0000		02/02/09	01/02/13	6,061.07	4,950.92				1,110.15
Sell	50.0000		05/19/11	01/02/13	6,061.06	5,512.25				548.81
Sub Total	300.0000				36,366.39	29,805.86				6,560.53
Description (Box 8): KIMBERLY CLARK CORP 05.000% 081513 DTD080503 FC021504 MW+15BP NTS					*CUSIP:* 494368AX1					
Redemption	10,000.0000		06/03/09	08/15/13	10,000.00	10,567.00				(567.00)
Description (Box 8): NIKE INC CL B					*CUSIP:* 654106103	*Symbol (Box 1d):* NKE				
Sell	68.0000		05/13/11	12/09/13	5,434.47	2,933.01				2,501.46

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): NOVARTIS CAPITAL CORP 04.125% 021014 DTD021009 FC081009 MAKE WHOLE						*CUSIP:* 66989HAA6				
Sell	10,000.0000		06/03/09	11/19/13	10,078.80	10,015.45				63.35
Sell	15,000.0000		05/10/11	11/19/13	15,118.20	15,097.52				20.68
Sub Total	25,000.0000				25,197.00	25,112.97				84.03
Description (Box 8): PHILIP MORRIS INTL INC 04.875% 051613 DTD051608 FC111608 NTS						*CUSIP:* 718172AB5				
Redemption	10,000.0000		08/03/09	05/16/13	10,000.00	10,608.00				(608.00)
Redemption	15,000.0000		05/10/11	05/16/13	15,000.00	16,165.50				(1,165.50)
Sub Total	25,000.0000				25,000.00	26,773.50				(1,773.50)
Description (Box 8): POTASH CORP SASK INC CANADA CAD						*CUSIP:* 73755L107	*Symbol (Box 1d):* POT			
Sell	65.0000		05/13/11	01/22/13	2,702.22	3,349.45				(647.23)
Sell	20.0000		08/05/11	01/22/13	831.45	1,062.29				(230.84)
Sub Total	85.0000				3,533.67	4,411.74				(878.07)
Description (Box 8): PROCTER & GAMBLE CO						*CUSIP:* 742718109	*Symbol (Box 1d):* PG			
Sell	100.0000		07/07/11	01/22/13	6,988.26	6,506.72				481.54
Description (Box 8): ROYAL BK OF CANADA 02.100% 072913 DTD042910 FC072910 MED TERM NTS						*CUSIP:* 78008HX96				
Redemption	25,000.0000		11/08/11	07/29/13	25,000.00	25,560.00				(560.00)
Description (Box 8): ROYAL BK OF SCOTL& PLC 03.400% 082313 DTD082410 FC022311 MED TERM NTS						*CUSIP:* 78010XAD3				
Redemption	25,000.0000		05/10/11	08/23/13	25,000.00	25,822.50				(822.50)

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities; included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): STARBUCKS CORP						*CUSIP:* 855244109	*Symbol (Box 1d):* SBUX			
Sell	95.0000		05/13/11	10/30/13	7,585.78	3,444.22				4,141.56
Description (Box 8): TOYOTA MOTOR CRDT CORP 01.375% 081213 DTD081210 FC021211 NTS B/E						*CUSIP:* 89233P4H6				
Redemption	25,000.0000		05/10/11	08/12/13	25,000.00	25,137.25				(137.25)
Description (Box 8): UNTD TECHNOLOGIES CORP						*CUSIP:* 913017109	*Symbol (Box 1d):* UTX			
Sell	35.0000		05/13/11	12/09/13	3,881.43	3,114.83				766.60
Description (Box 8): VODAFONE GROUP PLC NEW SPON ADR						*CUSIP:* 92857W209	*Symbol (Box 1d):* VOD			
Sell	305.0000		05/13/11	12/09/13	11,655.25	8,327.81				3,327.44
Description (Box 8): WALGREEN CO NTS 4.875% 080113 DTD071708 CALL@MW+30BP						*CUSIP:* 931422AD1				
Redemption	10,000.0000		08/03/09	08/01/13	10,000.00	10,680.00				(680.00)
Description (Box 8): WMC FIN LTD NTS 05.125% 051513 DTD050803 FC111503 CALL@MW+20BP						*CUSIP:* 92928WAF2				
Redemption	10,000.0000		03/02/10	05/15/13	10,000.00	10,850.00				(850.00)
Total	275,477.0000				381473 ~~$563,343.61~~	363,914 ~~$437,722.15~~				17,559 ~~$125,621.46~~
Total					~~$882,539.29~~ 700,669					

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions

Short-term transactions; not included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): CALL ABBOTT LABS DUE 01/19/13 70.000 000132										
Expired	2.0000		01/22/13	08/17/12	139.77					139.77
Description (Box 8): CALL CELGENE CORP DUE 01/18/14 115.000 094889										
Shortcover	1.0000		12/17/13	01/16/13	499.99	4,650.00				(4,150.01)
Shortcover	3.0000		12/17/13	01/17/13	1,499.97	13,950.00				(12,450.03)
Sub Total	4.0000				1,999.96	18,600.00				(16,600.04)
Description (Box 8): CALL CELGENE CORP DUE 01/19/13 85.000 094889										
Shortcover	4.0000		01/16/13	08/03/12	300.73	5,600.00				(5,299.27)
Description (Box 8): CALL CUMMINS INC DUE 06/22/13 130.000 117013										
Expired	4.0000		06/24/13	02/05/13	1,047.98					1,047.98
Description (Box 8): CALL DEERE AND CO DUE 01/18/14 110.000 122017										
Shortcover	3.0000		08/09/13	05/10/13	348.29	18.00				330.29
Description (Box 8): CALL EXPRESS SCRIPTS HLD DUE 11/16/13 70.000 136CF1										
Expired	6.0000		11/18/13	05/03/13	791.98					791.98

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions; not included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): CALL FORD MOTOR CO COM N DUE 08/17/13 17.000 1631K1										
Expired	3.0000		08/19/13	05/17/13	44.99					44.99
Expired	10.0000		08/19/13	05/29/13	229.99					229.99
Sub Total	13.0000				274.98					274.98
Description (Box 8): CALL FORD MOTOR CO COM N DUE 12/21/13 18.000 1631K1										
Expired	13.0000		12/23/13	05/16/13	246.99					246.99
Description (Box 8): CALL HHGREGG INC DUE 07/20/13 16.000 2082K1										
Expired	6.0000		07/22/13	05/02/13	269.99					269.99
Description (Box 8): CALL HHGREGG INC DUE 10/19/13 19.000 2082K1										
Expired	11.0000		10/21/13	05/14/13	384.99					384.99
Description (Box 8): CALL HHGREGG INC DUE 11/16/13 19.000 2082K1										
Expired	11.0000		11/18/13	10/22/13	604.99					604.99
Description (Box 8): CALL JPMORGAN CHASE & CO DUE 01/19/13 45.000 241JP2										
Shortcover	4.0000		01/18/13	09/12/12	219.99	547.35				(327.36)
Description (Box 8): CALL JPMORGAN CHASE & CO DUE 06/22/13 50.000 241JP2										
Shortcover	7.0000		06/18/13	01/18/13	743.24	2,741.20				(1,997.96)

continued next page

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
EDGAR WEALTH MANAGEMENT GROUP
248-645-6400/800-331-5149

Payer:
R HUGH ELLIOTT AND
NANCY ELLIOTT FOUNDATION
425 BEACH RD 10 RIVER
TEQUESTA FL 33469-2862

2013 Informational Statement

Account Number: TZ 45316 1Z
Tax Identification Number: 37-1557038

Proceeds from Broker Transactions (continued)

Short-term transactions; not included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8): CALL NUANCE COMMUNICATIO DUE 01/19/13 30.000 346LX3										
Expired	15.0000		01/22/13	08/08/12	899.97					899.97
Description (Box 8): CALL PULTE GROUP INC DUE 10/19/13 20.000 3654A6										
Expired	6.0000		10/21/13	09/19/13	125.99					125.99
Description (Box 8): CALL QUEST DIAGNOSTICS I DUE 11/16/13 65.000 3657D2										
Expired	3.0000		11/18/13	08/09/13	179.99					179.99
Description (Box 8): CALL UNTD TECHNOLOGIES C DUE 01/19/13 95.000 484903										
Expired	2.0000		01/22/13	04/26/12	209.99					209.99
Description (Box 8): CALL WALGREEN CO DUE 01/19/13 40.000 496405										
Expired	10.0000		01/22/13	07/25/12	459.98					459.98
Total	124.0000				$9,249.80	$27,506.55				$(18,256.75)

2013 Realized Gain/Loss Summary

Description	*Sale amount*	*Cost/other basis*	*Wash sale loss disallowed*	*Net Gain/Loss*
Short-term Gain/Loss				
Short-term transactions for covered securities; included in Box 2a	74,942.65	94,854.92		(19,912.27)
Short-term transactions; not included in Box 2a	9,249.80	27,506.55		(18,256.75)
Total short-term	$84,192.45	$122,361.47		$(38,169.02)
Long-term Gain/Loss				
Long-term transactions for covered securities; included in Box 2a	244,253.03	231,228.21		13,024.82
Long-term transactions for noncovered securities; included in Box 2a	563,343.61	437,722.15		125,621.46
Total long-term	$807,596.64	$668,950.36		$138,646.28
Sub Total	$891,789.09	$791,311.83		$100,477.26
Totals	$891,789.09	$791,311.83		$100,477.26

Dividends and Distributions Details

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met To assist you, we include the ex-dividend date information if available.

Security Description	*CUSIP*	*Activity Description*	*Ex Date*	*Payment Date*	*Amount*
ABBOTT LABS	002824100	Qualified Dividend	01/11/13	02/15/13	30.80
		Qualified Dividend	04/11/13	05/15/13	30.80
		Qualified Dividend	07/11/13	08/15/13	30.80
		Qualified Dividend	10/10/13	11/15/13	30.80
				Sub-Total:	$ 123.20
ABBVIE INC COM	00287Y109	Qualified Dividend	01/11/13	02/15/13	88.00
		Qualified Dividend	04/11/13	05/15/13	88.00
				Sub-Total:	$ 176.00
ALTERA CORP	021441100	Qualified Dividend	02/07/13	03/01/13	250.00
		Qualified Dividend	05/08/13	06/03/13	250.00
		Qualified Dividend	08/08/13	09/03/13	300.00
		Qualified Dividend	11/07/13	12/02/13	300.00
				Sub-Total:	$ 1,100.00

continued next page

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		**Enter filer's identifying number**
	Name of exempt organization or other filer, see instructions. R. HUGH ELLIOTT FAMILY FOUNDATION	Employer identification number (EIN) or 37-1557038
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 1882 POND RUN ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions AUBURN HILLS, MI 48326-2768	

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ R. HUGH ELLIOTT 1882 POND RUN - AUBURN HILLS, MI 48326
  Telephone No ▶ (248) 475-5786 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 3,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 10,014.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions