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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

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.

Open to Public Inspection

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

Name of foundation
FELTON, OLIVER - CHARITABLE UNITRUST

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
39-6792654

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) **\$ 1,142,977**

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 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	25,171	24,567		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,848			
	b Gross sales price for all assets on line 6a	341,827			
	7 Capital gain net income (from Part IV, line 2)		29,848		
	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	55,019	54,415	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,199	11,399		3,800
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,098			1,098
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	709	457		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3	3		
	24 Total operating and administrative expenses. Add lines 13 through 23	17,009	11,859	0	4,898
	25 Contributions, gifts, grants paid	88,421			88,421
26 Total expenses and disbursements. Add lines 24 and 25	105,430	11,859	0	93,319	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-50,411				
b Net investment income (if negative, enter -0-)		42,556			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,679	2,313	2,313		
	2	Savings and temporary cash investments	40,435	42,192	42,192		
	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)	991,255	960,881	1,098,474			
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)	1,034,369	1,005,386	1,142,979			
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	1,034,369	1,005,386			
	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)	1,034,369	1,005,386				
31	Total liabilities and net assets/fund balances (see instructions)	1,034,369	1,005,386				

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	1,034,369
2	Enter amount from Part I, line 27a	2	-50,411
3	Other increases not included in line 2 (itemize) See Attached Statement	3	23,025
4	Add lines 1, 2, and 3	4	1,006,983
5	Decreases not included in line 2 (itemize) See Attached Statement	5	1,597
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,005,386

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			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	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))
(l) 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	29,848	
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	72,046	1,108,939	0.064968
2011	76,586	1,144,073	0.066942
2010	75,800	1,124,706	0.067395
2009	69,337	1,046,867	0.066233
2008	88,865	1,221,566	0.072747
2	Total of line 1, column (d)	2	0.338285
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	0.067657
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,108,489
5	Multiply line 4 by line 3	5	74,997
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	426
7	Add lines 5 and 6	7	75,423
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	93,319

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

Table with 11 rows and 3 columns. Rows include: 1a Exempt operating foundations... 1b Domestic foundations... 1c All other domestic foundations... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments: 6a 2013 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax / Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and a third column). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL for this year? 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	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 ▶	16	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 propaanda, 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? 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 No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A	
6b		X
7b	N/A	

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, NC	TRUSTEE 4 00	15,199		

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	1,089,907
b	Average of monthly cash balances	1b	35,463
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,125,370
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	1,125,370
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,881
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,108,489
6	Minimum investment return. Enter 5% of line 5	6	55,424

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	55,424
2a	Tax on investment income for 2013 from Part VI, line 5	2a	426
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	426
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,998
4	Recoveries of amounts treated as qualifying distributions	4	19,317
5	Add lines 3 and 4	5	74,315
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	74,315

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	93,319
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	93,319
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	426
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,893

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				74,315
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	1,942			
b	From 2009	17,536			
c	From 2010	20,081			
d	From 2011	20,094			
e	From 2012	17,207			
f	Total of lines 3a through e	76,860			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 93,319				
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				74,315
e	Remaining amount distributed out of corpus	19,004			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	95,864			
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)	1,942			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	93,922			
10	Analysis of line 9:				
a	Excess from 2009	17,536			
b	Excess from 2010	20,081			
c	Excess from 2011	20,094			
d	Excess from 2012	17,207			
e	Excess from 2013	19,004			

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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total			▶ 3a	88,421
<p>b <i>Approved for future payment</i> NONE</p>				
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 18,243

Name
DELTA CTY ASSOC FOR RETARDED CITIZEN

Street
P O BOX 651

City EXCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,085

Name
UNITED WAY OF DELTA COUNTY

Street
1100 LUDINGTON ST. SUITE 300

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 6,170

Name
WILLIAM BONIFAS FINE ARTS CENTER

Street
700 1ST AVE SOUTH

City ESCANABA	State MI	Zip Code 49829-3703	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 6,170

Name
ST JOSEPH & ST PATRICK CHURCH

Street
709 1ST AVENUE SOUTH

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 6,170

Name
ESCANABA AREA PUBLIC SCHOOLS

Street
1500 LUDINGTON

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 6,170

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

Recipient(s) paid during the year

Name
 ESCANABA ROTARY TR FD FOR CHILDREN

Street
 2500 S HILL RD

City GLADSTONE	State MI	Zip Code 49829-2310	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,085

Name
 BAY DE NOC COMMUNITY COLLEGE FDN

Street
 2001 N LINCOLN ROAD

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 9,255

Name
 HOLY NAME ENDOWMENT FUND

Street
 409 SOUTH 22ND ST

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 14,648

Name
 HOLY NAME SCHOLARSHIP TRUST FUND

Street
 409 SOUTH 22ND ST

City ESCANABA	State MI	Zip Code 49829	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 9,255

Name
 ST VINCENT DE PAUL SOCIETY

Street
 1014 LUDINGTON STREET

City ESCANABA	State MI	Zip Code 49892	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 6,170

Name

Street

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

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Net Gain or Loss
											Gross Sales	Coat. Other Basis and Expenses	
	Long Term CG Distributions	Amount 4,884									Gross Sales 341,827	Coat. Other Basis and Expenses 311,878	Net Gain or Loss 29,948
	Short Term CG Distributions										0	0	0
1	APPLE INC	037833100			1/28/2013		7/11/2013	1,692	1,935				-143
2	APPLE INC	037833100			1/25/2010		7/11/2013	423	204				219
3	BERKSHIRE HATHAWAY INC	084670702			4/11/2012		7/11/2013	695	475				220
4	BHP BILLITON LIMITED - ADR	098606108			4/12/2011		10/9/2013	587	912				-325
5	BOEING CO	097023105			3/18/2011		10/9/2013	571	347				230
6	CME GROUP INC	12572Q105			6/7/2012		7/11/2013	614	429				185
7	CVS/CAREMARK CORPORATI	126650100			6/1/2009		7/11/2013	606	308				300
8	CAPITAL ONE FINANCIAL CORP	14040H105			11/17/2009		7/11/2013	477	787				310
9	HUSSMAN STRATEGIC GROW	448108100			2/10/2009		5/7/2013	1,910	2,300				-390
10	HUSSMAN STRATEGIC GROW	448108100			7/23/2009		5/7/2013	2,734	3,545				-811
11	HUSSMAN STRATEGIC GROW	448108100			11/17/2009		5/7/2013	3,203	4,000				-797
12	HUSSMAN STRATEGIC GROW	448108100			5/13/2010		5/7/2013	1,101	1,369				-268
13	HUSSMAN STRATEGIC GROW	448108100			10/9/2010		5/7/2013	1,122	1,430				-308
14	HUSSMAN STRATEGIC GROW	448108100			11/23/2010		5/7/2013	2,088	2,545				-556
15	HUSSMAN STRATEGIC GROW	448108100			2/7/2008		5/7/2013	1,651	2,458				-807
16	HUSSMAN STRATEGIC GROW	448108100			4/28/2011		5/7/2013	800	941				-141
17	HUSSMAN STRATEGIC GROW	448108100			2/13/2012		5/7/2013	3,212	3,669				-487
18	HUSSMAN STRATEGIC GROW	448108100			11/20/2012		5/7/2013	2,290	2,484				-194
19	CHEVRON CORP	166764100			7/11/2008		7/11/2013	124	86				38
20	CHEVRON CORP	166764100			4/11/2007		7/11/2013	1,609	997				612
21	CISCO SYSTEMS INC	17275R102			2/17/2011		7/11/2013	512	373				139
22	CISCO SYSTEMS INC	17275R102			2/17/2011		7/11/2013	281	205				76
23	CORACH INC	189754104			1/9/2013		7/11/2013	1,004	991				13
24	COMCAST CORP CLASS A	20030N101			11/17/2009		7/11/2013	739	267				472
25	CREDIT SUISSE COMM RET S	22544R305			8/11/2011		10/9/2013	8,379	10,486				-2,107
26	CREDIT SUISSE COMM RET S	22544R305			10/8/2010		10/9/2013	1,538	1,893				-354
27	DIAGEO PLC - ADR	25243Q205			11/17/2009		7/11/2013	728	415				313
28	WALT DISNEY CO	254667106			12/8/2010		7/11/2013	790	362				428
29	DREYFUS EMG MKT DEBT LO	261980484			10/9/2010		5/7/2013	704	678				26
30	DREYFUS EMG MKT DEBT LO	261980484			10/9/2010		5/7/2013	6,743	6,472				271
31	DREYFUS EMG MKT DEBT LO	261980484			10/9/2010		10/9/2013	13,819	14,707				-888
32	DREYFUS EMG MKT DEBT LO	261980484			11/20/2012		10/9/2013	1,895	2,014				-119
33	EATON VANCE GLOBAL MACH	279237278			7/15/2013		10/9/2013	9,608	8,782				-184
34	GATEWAY FUND - Y #1986	367829884			5/9/2013		7/11/2013	15,966	16,063				-97
35	GATEWAY FUND - Y #1986	367829884			8/13/2012		7/11/2013	12,302	11,987				315
36	GILEAD SCIENCES INC	375558103			12/8/2011		4/2/2013	289	117				172
37	GILEAD SCIENCES INC	375558103			12/8/2011		7/11/2013	783	273				510
38	GILEAD SCIENCES INC	375558103			12/8/2011		12/1/2013	563	156				407
39	AFFILIATED MANAGERS GRO	008252108			7/2/2010		2/25/2013	573	243				330
40	AFFILIATED MANAGERS GRO	008252108			7/2/2010		7/11/2013	1,010	364				646
41	GOLDMAN SACHS GROUP INC	38141G104			12/8/2010		7/11/2013	952	972				-20
42	HUSSMAN STRATEGIC GROW	448108100			2/7/2008		4/1/2013	21	31				-10
43	HUSSMAN STRATEGIC GROW	448108100			2/7/2008		5/7/2013	6,682	9,973				-3,291
44	INTEL CORP	458140100			2/24/2006		6/17/2013	1,405	1,138				267
45	INTEL CORP	458140100			2/10/2008		6/17/2013	251	161				90
46	INTEL CORP	458140100			2/10/2008		6/17/2013	378	222				154
47	ISHARES CORE S & P 500 ETF	454287200			1/25/2010		7/11/2013	13,415	8,845				4,570
48	ISHARES CORE S & P 500 ETF	454287200			1/25/2010		7/11/2013	25	21				4
49	ISHARES CORE S & P 500 ETF	454287200			10/21/2011		5/7/2013	489	371				118
50	ISHARES CORE S & P 500 ETF	454287200			1/25/2010		5/7/2013	977	846				131
51	ISHARES CORE S & P 500 ETF	454287200			1/25/2010		5/7/2013	7,004	4,754				2,250
52	ISHARES CORE S & P 500 ETF	454287200			7/2/2010		7/11/2013	1,174	766				408
53	ISHARES MSCI EAFE	454287465			2/2/2006		3/21/2013	30,005	31,930				-1,925
54	ISHARES MSCI EAFE	454287465			11/19/2010		3/21/2013	8,312	8,063				249
55	ISHARES MSCI EAFE	454287465			10/21/2011		3/21/2013	1,592	1,396				196
56	ISHARES MSCI EAFE	454287465			10/15/2008		4/1/2013	4,069	3,286				783
57	ISHARES MSCI EAFE	454287465			7/2/2010		4/1/2013	5,697	4,927				770
58	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		5/7/2013	3,188	3,088				90
59	ISHARES MSCI EAFE	454287465			10/21/2011		4/1/2013	6,312	7,392				-920
60	ISHARES MSCI EAFE	454287465			2/10/2009		4/1/2013	4,127	4,784				-2,173
61	ISHARES MSCI EAFE	454287465			2/10/2009		5/7/2013	4,127	2,659				1,468
62	ISHARES S&P MIDCAP 400 VA	454287705			10/15/2008		7/11/2013	2,850	1,828				822
63	ISHARES S&P MIDCAP 400 VA	454287705			10/15/2008		5/7/2013	1,328	730				598
64	ISHARES CORE S&P SMALL-C	454287804			8/9/2011		5/7/2013	12,765	8,631				4,124
65	ISHARES CORE S&P SMALL-C	454287804			10/21/2011		5/7/2013	4,860	3,604				1,256
66	ISHARES CORE S&P SMALL-C	454287804			8/9/2012		5/7/2013	974	819				155
67	ISHARES CORE S&P SMALL-C	454287804			7/21/2009		5/7/2013	8,061	4,162				3,899
68	ISHARES CORE S&P SMALL-C	454287804			7/21/2009		10/9/2013	2,820	1,372				1,548

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Capital Gains/Losses Other sales
		Amount													341,927	29,848
	Long Term CG Distributions	4,984													0	0
	Short Term CG Distributions														0	0
69	X JPMORGAN CHASE & CO	46225H100			8/15/2008		7/11/2013	893	608					0	285	
70	X JOHNSON CONTROLS INC	478966107			7/8/2011		7/11/2013	437	506					0	-69	
71	X RIDGEWORTH SEIX HY BD-I #	76528T645			11/14/2007		5/7/2013	7,118	7,016					0	102	
72	X JOHNSON CONTROLS INC	478366107			4/26/2011		7/11/2013	146	161					0	-15	
73	X LAUDUS MONDRIAN INTL FI-I	51855Q655			11/20/2012		12/12/2013	2,769	2,984					0	-215	
74	X MCKESSON CORP	58155Q103			11/7/2012		10/9/2013	785	474					0	311	
75	X NESTLE S A REGISTERED SP	641069406			11/17/2009		10/9/2013	600	428					0	172	
76	X NOVARTIS AG - ADR	66987V109			11/17/2009		1/29/2013	1,694	1,333					0	361	
77	X PIMCO FOREIGN BD FD USD	693390882			11/20/2012		5/7/2013	3,446	3,578					0	-132	
78	X RIDGEWORTH SEIX HY BD-I #	76528T645			10/6/2010		5/7/2013	388	363					0	25	
79	X RIDGEWORTH SEIX HY BD-I #	76528T645			10/25/2011		5/7/2013	3,939	3,552					0	387	
80	X SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		5/7/2013	2,915	2,616					0	299	
81	X SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		5/7/2013	1,527	1,358					0	169	
82	X SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		10/9/2013	1,675	1,946					0	-28	
83	X SPDR DJ WILSHIRE INTERNA	78463X863			7/11/2013		10/9/2013	615	517					0	8	
84	X SCHLIMBERGER LTD	806857108			11/4/2010		10/9/2013	628	620					0	8	
85	X TARGET CORP	87612E106			2/24/2008		7/11/2013	580	433					0	147	
86	X TEVA PHARMACEUTICAL IND	881624209			11/17/2009		8/19/2013	882	1,331					0	-339	
87	X TEVA PHARMACEUTICAL IND	881624209			9/27/2010		8/19/2013	196	272					0	-74	
88	X TEVA PHARMACEUTICAL IND	881624209			4/12/2011		8/19/2013	635	786					0	-151	
89	X THERMO FISHER SCIENTIFIC	883556102			4/12/2011		7/11/2013	876	615					0	361	
90	X THERMO FISHER SCIENTIFIC	883556102			11/17/2009		7/11/2013	177	91					0	86	
91	X 3M CO	88579Y101			12/15/2010		7/11/2013	572	433					0	139	
92	X US BANCORP DEL NEW	902973304			2/4/2010		7/11/2013	556	412					0	146	
93	X UNION PACIFIC CORP	907818108			5/14/2010		7/11/2013	1,268	600					0	668	
94	X UNION PACIFIC CORP	907818108			8/25/2010		7/11/2013	475	214					0	261	
95	X UNITEDHEALTH GROUP INC	91324P102			4/2/2013		7/11/2013	855	667					0	88	
96	X UNITEDHEALTH GROUP INC	91324P102			1/25/2010		7/11/2013	68	33					0	35	
97	X VANGUARD INTERMEDIATE T	921937819			11/6/2012		5/7/2013	3,521	3,620					0	-98	
98	X VANGUARD INTERMEDIATE T	921937819			2/4/2011		5/7/2013	13,620	12,612					0	1,008	
99	X VANGUARD INTERMEDIATE T	921937819			2/4/2011		7/11/2013	1,332	1,306					0	26	
100	X VANGUARD SHORT TERM BO	921937827			5/7/2013		7/11/2013	14,742	14,906					0	-164	
101	X VANGUARD SHORT TERM BO	921937827			5/9/2012		7/11/2013	401	406					0	-5	
102	X VANGUARD FTSE DEVELOPE	921943858			5/7/2013		7/11/2013	4,037	4,216					0	-179	
103	X VANGUARD FTSE DEVELOPE	921943858			5/7/2013		10/9/2013	3,202	3,172					0	30	
104	X VANGUARD FTSE EMERGING	922042858			5/7/2013		10/9/2013	6,479	9,181					0	-702	
105	X VANGUARD REIT VIPER	922908553			7/21/2009		5/7/2013	4,187	1,595					0	2,592	
106	X VODAFONE GROUP PLC NEW	92857W209			11/17/2008		1/8/2013	1,280	1,150					0	140	
107	X VODAFONE GROUP PLC NEW	92857W209			7/21/2010		1/8/2013	211	180					0	31	

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

		1,098	0	0	1,098
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,098			1,098

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

		709	457	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	457	457		
2	ESTIMATED EXCISE TAXES PAID	252			

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

		3	3	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	3	3		

Part II, Line 13 (990-PF) - Investments - Other

		991,255		960,881		1,098,474	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1			0	0			
2	APACHE CORPORATION COM		0	2,822	2,492		
3	APPLE COMPUTER INC COM		0	1,632	4,488		
4	BAXTER INTL INC COM		0	2,165	2,156		
5	BOEING COMPANY		0	1,317	2,593		
6	CVS/CAREMARK CORPORATION		0	1,101	2,577		
7	CAPITAL ONE FINANCIAL CORP		0	1,114	2,145		
8	CISCO SYSTEMS INC		0	1,998	2,714		
9	AFLAC INC		0	1,803	2,672		
10	AFFILIATED MANAGERS GROUP INC		0	728	2,603		
11	DIAGEO PLC - ADR		0	1,038	1,986		
12	WALT DISNEY CO		0	1,386	3,514		
13	E M C CORP MASS		0	1,230	1,811		
14	GILEAD SCIENCES INC		0	623	2,403		
15	INTERNATIONAL BUSINESS MACHS CORP		0	2,037	1,876		
16	JOHNSON CONTROLS INC		0	2,471	3,540		
17	MERGER FD SH BEN INT 260		0	31,950	32,426		
18	MICROSOFT CORP		0	1,529	2,207		
19	NATIONAL OILWELL INC COM		0	938	954		
20	NESTLE S.A. REGISTERED SHARES - ADR		0	1,238	1,913		
21	SCHLUMBERGER LTD		0	2,018	2,613		
22	TJX COS INC NEW		0	1,250	3,059		
23	THERMO FISHER SCIENTIFIC INC		0	998	2,450		
24	TOTAL FINA ELF S.A. ADR		0	1,760	2,390		
25	UNION PACIFIC CORP		0	1,274	3,024		
26	MCKESSON CORP		0	1,422	2,421		
27	GOLDMAN SACHS GROUP INC		0	1,530	1,773		
28	HSBC - ADR		0	1,473	1,489		
29	UNITED PARCEL SERVICE-CL B		0	1,568	2,522		
30	TARGET CORP		0	1,630	2,151		
31	UNITEDHEALTH GROUP INC		0	1,380	3,163		
32	FID ADV EMER MKTS INC- CL I 607		0	16,752	16,469		
33	COACH INC		0	1,830	1,908		
34	BHP BILLITON LIMITED		0	1,526	1,159		
35	ISHARES TR SMALLCAP 600 INDEX FD		0	13,961	34,267		
36	JPMORGAN CHASE & CO		0	1,861	3,158		
37	US BANCORP DEL NEW		0	1,561	2,343		
38	ISHARES S&P MIDCAP 400 VALUE		0	16,075	27,663		
39	ISHARES S & P 500 INDEX FUND		0	9,634	16,337		
40	ANHEUSER-BUSCH INBEV SPN ADR		0	1,525	2,981		
41	LAUDUS MONDRIAN INTL FI-INST 2940		0	52,322	49,327		
42	EATON VANCE GLOBAL MACRO - I		0	11,462	11,177		
43	ISHARES S&P MIDCAP 400 GROWTH		0	26,197	43,405		
44	CHEVRON CORP		0	1,215	1,999		
45	DREYFUS EMG MKT DEBT LOC C-I 6083		0	40,257	38,322		
46	DRIEHAUS ACTIVE INCOME FUND		0	55,691	56,218		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	3M CO		0	1,645	1,645
48	ORACLE CORPORATION		0	1,488	2,665
49	PIMCO FOREIGN BD FD USD H-INST 103		0	50,556	2,525
50	BERSHIRE HATHAWAY INC.		0	2,133	50,128
51	COMCAST CORP CLASS A		0	944	3,557
52	ASG GLOBAL ALTERNATIVES-Y 1993		0	21,995	3,118
53	GOOGLE INC		0	2,455	21,824
54	VANGUARD REIT VIPER		0	16,459	4,483
55	CELANESE CORP		0	1,517	32,345
56	VANGUARD EMERGING MARKETS ETF		0	47,021	1,991
57	SPDR DJ WILSHIRE INTERNATIONAL REA		0	27,628	54,428
58	VANGUARD INTERMEDIATE TERM B		0	60,503	32,713
59	VANGUARD EUROPE PACIFIC ETF		0	56,357	65,523
60	RIDGEWORTH SEIX HY BD-I 5855		0	56,585	60,728
61	GATEWAY FUND - Y 1986		0	15,862	63,380
62	CREDIT SUISSE COMM RT ST-CO 2156		0	40,080	16,795
63	MONSTER BEVERAGE CORP		0	1,445	32,969
64	EATON CORP PLC		0	1,810	2,033
65	VANGUARD BD INDEX FD INC		0	225,330	2,664
66	CME GROUP INC		0	1,776	231,158
				960,881	1,098,474
				991,255	

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,119
2	FEDERAL EXCISE TAX REFUND	2	589
3	RETURN OF PRIOR YEAR GRANTS	3	19,317
4	Total	4	23,025

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

1	COST BASIS ADJUSTMENT	1	56
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,212
3	PY RETURN OF CAPITAL ADJUSTMENT	3	329
4	Total	4	1,597

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	Amount		
														4,884	0	
1 APPLE INC	037833100		7/11/2013	7/11/2013	1,682			1,935	-143					0	24,964	24,964
2 APPLE INC	037833100		1/25/2010	7/11/2013	423			204	219					0	219	-143
3 BERKSHIRE HATHAWAY INC	084870702		4/11/2012	7/11/2013	695			475	220					0	220	220
4 BHP BILLITON LIMITED - ADR	088606108		3/18/2011	10/9/2013	577			347	230					0	230	-230
5 BOEING CO	097023105		6/7/2012	7/11/2013	814			429	385					0	385	185
6 CME GROUP INC	125720105		6/11/2009	7/11/2013	806			306	500					0	500	300
7 KYSCAREMARK CORPORATION	126850100		11/17/2009	7/11/2013	787			2,300	310					0	310	310
8 CAPITAL ONE FINANCIAL CORP	44808100		2/10/2009	5/7/2013	1,910			3,545	-811					0	-811	-990
9 HUSSMAN STRATEGIC GROWTH FUND	44808100		7/23/2009	5/7/2013	2,734			4,000	-787					0	-787	-911
10 HUSSMAN STRATEGIC GROWTH FUND	44808100		11/17/2009	5/7/2013	3,203			1,369	-268					0	-268	-688
11 HUSSMAN STRATEGIC GROWTH FUND	44808100		5/13/2010	5/7/2013	1,101			1,430	-308					0	-308	-508
12 HUSSMAN STRATEGIC GROWTH FUND	44808100		10/8/2010	5/7/2013	1,122			2,458	-607					0	-607	-556
13 HUSSMAN STRATEGIC GROWTH FUND	44808100		11/23/2010	5/7/2013	2,089			3,689	-487					0	-487	-141
14 HUSSMAN STRATEGIC GROWTH FUND	44808100		2/13/2012	5/7/2013	800			2,464	-184					0	-184	-38
15 HUSSMAN STRATEGIC GROWTH FUND	44808100		2/13/2012	5/7/2013	3,212			86	38					0	38	38
16 HUSSMAN STRATEGIC GROWTH FUND	44808100		11/20/2012	5/7/2013	2,290			997	612					0	612	612
17 HUSSMAN STRATEGIC GROWTH FUND	44808100		4/11/2007	7/11/2013	1,609			205	76					0	76	76
18 HUSSMAN STRATEGIC GROWTH FUND	44808100		2/17/2011	7/11/2013	512			205	76					0	76	76
19 CHEVRON CORP	160764100		7/11/2013	7/11/2013	124			86	38					0	38	38
20 CISCO SYSTEMS INC	17275R102		1/8/2013	7/11/2013	1,004			267	472					0	472	472
21 COACH INC	183754104		1/8/2013	7/11/2013	739			10,486	-2,107					0	-2,107	-2,107
22 COMCAST CORP CLASS A	20030N105		11/17/2009	7/11/2013	8,379			1,893	-354					0	-354	-354
23 CREDIT SUISSE COMM RET ST - #2158	22344R305		8/11/2011	10/9/2013	1,539			415	313					0	313	313
24 CREDIT SUISSE COMM RET ST - #2158	22344R305		10/8/2010	10/9/2013	728			362	428					0	428	428
25 DIAGEO PLC - ADR	255443205		11/17/2009	7/11/2013	760			678	26					0	26	26
26 MALT DISNEY CO	254487106		1/25/2010	7/11/2013	704			6,472	-271					0	-271	-271
27 DREYFUS EMG MKT DEBT LOC C1-#606	261880404		10/8/2010	5/7/2013	6,743			14,707	-888					0	-888	-888
28 DREYFUS EMG MKT DEBT LOC C1-#606	261880404		10/8/2010	5/7/2013	13,619			2,014	-119					0	-119	-119
29 DREYFUS EMG MKT DEBT LOC C1-#606	261880404		10/8/2010	5/7/2013	9,995			9,792	-184					0	-184	-184
30 DREYFUS EMG MKT DEBT LOC C1-#606	261880404		11/20/2012	10/9/2013	6,698			18,063	-97					0	-97	-97
31 EATON VULC GLOBAL MGR - #400	275237278		5/9/2013	7/11/2013	15,968			11,987	315					0	315	315
32 GATEWAY FUND - Y #1988	307252684		8/13/2012	7/11/2013	12,302			117	172					0	172	172
33 GATEWAY FUND - Y #1988	307252684		1/28/2011	4/23/2013	286			273	510					0	510	510
34 GILEAD SCIENCES INC	375958103		2/8/2011	7/11/2013	783			158	407					0	407	407
35 GILEAD SCIENCES INC	375958103		1/28/2011	7/11/2013	953			330	330					0	330	330
36 GILEAD SCIENCES INC	375958103		7/2/2010	7/11/2013	1,010			243	564					0	564	564
37 GILEAD SCIENCES INC	375958103		7/2/2010	7/11/2013	1,010			972	-20					0	-20	-20
38 GILEAD SCIENCES INC	375958103		2/7/2008	4/7/2013	92			31	-10					0	-10	-10
39 AFFILIATED MANAGERS GROUP, INC	C08232108		2/24/2006	8/7/2013	6,682			9,873	-3,291					0	-3,291	-3,291
40 AFFILIATED MANAGERS GROUP, INC	C08232108		10/19/2008	8/7/2013	251			1,138	891					0	891	891
41 GOLDMAN SACHS GROUP INC	38141G104		2/10/2009	8/17/2013	376			222	154					0	154	154
42 HUSSMAN STRATEGIC GROWTH FUND	44808100		1/29/2010	7/11/2013	13,415			8,645	4,970					0	4,970	4,970
43 HUSSMAN STRATEGIC GROWTH FUND	44808100		1/29/2010	7/11/2013	25			21	4					0	4	4
44 INTEL CORP	458140100		10/21/2011	9/7/2013	469			371	118					0	118	118
45 INTEL CORP	458140100		10/21/2011	9/7/2013	469			646	311					0	311	311
46 INTEL CORP	458140100		1/29/2010	7/11/2013	7,094			4,754	2,250					0	2,250	2,250
47 INTEL CORP	458140100		8/9/2012	5/7/2013	30,005			1,786	-1,825					0	-1,825	-1,825
48 INTEL CORP	458140100		7/2/2010	5/7/2013	1,174			3,193	249					0	249	249
49 INTEL CORP	458140100		2/24/2006	5/21/2013	3,005			3,196	186					0	186	186
50 INTEL CORP	458140100		11/19/2010	5/21/2013	8,312			3,286	783					0	783	783
51 INTEL CORP	458140100		10/21/2011	5/21/2013	1,592			4,927	770					0	770	770
52 INTEL CORP	458140100		10/19/2008	4/7/2013	4,069			3,088	901					0	901	901
53 INTEL CORP	458140100		7/21/2010	4/7/2013	5,697			7,392	1,695					0	1,695	1,695
54 INTEL CORP	458140100		8/11/2011	5/7/2013	3,188			4,784	1,488					0	1,488	1,488
55 INTEL CORP	458140100		10/21/2011	4/7/2013	5,312			2,659	822					0	822	822
56 INTEL CORP	458140100		2/10/2009	4/7/2013	6,917			730	599					0	599	599
57 INTEL CORP	458140100		2/10/2009	5/7/2013	2,650			3,604	414					0	414	414
58 INTEL CORP	458140100		10/19/2008	5/7/2013	12,735			1,358	-1,358					0	-1,358	-1,358
59 INTEL CORP	458140100		10/21/2011	5/7/2013	974			3,604	1,358					0	1,358	1,358
60 INTEL CORP	458140100		8/9/2012	5/7/2013	8,061			4,162	3,899					0	3,899	3,899
61 INTEL CORP	458140100		7/21/2009	5/7/2013	2,820			1,372	1,548					0	1,548	1,548
62 INTEL CORP	458140100		9/15/2008	10/9/2013	993			608	285					0	285	285
63 INTEL CORP	458140100		7/8/2011	7/11/2013	437			506	-69					0	-69	-69
64 INTEL CORP	458140100		11/4/2007	5/7/2013	7,118			7,016	102					0	102	102
65 INTEL CORP	458140100		4/26/2011	7/11/2013	146			161	-15					0	-15	-15
66 INTEL CORP	458140100		11/29/2012	5/7/2013	2,769			2,964	-215					0	-215	-215
67 INTEL CORP	458140100		11/7/2012	5/7/2013	785			474	311					0	311	311
68 INTEL CORP	458140100		11/17/2009	10/9/2013	600			428	172					0	172	172
69 INTEL CORP	458140100		11/20/2012	5/7/2013	1,994			1,353	-641					0	-641	-641
70 INTEL CORP	458140100		10/9/2010	5/7/2013	3,446			3,578	-132					0	-132	-132
71 INTEL CORP	458140100		10/9/2010	5/7/2013	3,988			3,963	25					0	25	25
72 INTEL CORP	458140100		4/26/2011	5/7/2013	2,915			3,552	-637					0	-637	-637
73 INTEL CORP	458140100		4/26/2011	5/7/2013	1,527			1,358	169					0	169	169
74 INTEL CORP	458140100		4/26/2011	5/7/2013	1,675			1,646	29					0	29	29
75 INTEL CORP	458140100		7/11/2013	10/9/2013	828			820	8					0	8	8
76 INTEL CORP	458140100		11/4/2010	10/9/2013	615			577	98					0	98	98

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		4,884		0		338,943		0		311,979		24,964		0		24,964		0		24,964	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses												
85 TARGET CORP	87812E108		11/17/2009	7/11/2013	560		0	433	147	0	0	0	147												
86 TEVA PHARMACEUTICAL INDUSTRIES	88182A209		2/24/2008	8/19/2013	892		0	1,331	892	0	0	0	-339												
87 TEVA PHARMACEUTICAL INDUSTRIES	88182A209		9/27/2010	8/19/2013	198		0	272	-74	0	0	0	-74												
88 TEVA PHARMACEUTICAL INDUSTRIES	88182A209		4/12/2011	8/19/2013	835		0	768	-151	0	0	0	-151												
89 THERMO FISHER SCIENTIFIC INC	88356102		4/12/2011	7/11/2013	878		0	615	361	0	0	0	361												
90 THERMO FISHER SCIENTIFIC INC	88356102		11/17/2009	7/11/2013	177		0	81	88	0	0	0	88												
91 3M CO	885797101		1/15/2010	7/11/2013	571		0	433	138	0	0	0	138												
92 US BANCORP DEL NEW	892973304		7/15/2011	7/11/2013	556		0	412	146	0	0	0	146												
93 UNION PACIFIC CORP	897818108		5/14/2010	7/11/2013	1,298		0	600	698	0	0	0	698												
94 UNION PACIFIC CORP	897818108		8/25/2010	7/11/2013	172		0	214	261	0	0	0	261												
95 UNITEDHEALTH GROUP INC	91324P102		4/22/2013	7/11/2013	852		0	667	88	0	0	0	88												
96 UNITEDHEALTH GROUP INC	91324P102		1/23/2010	7/11/2013	88		0	33	35	0	0	0	35												
97 VANGUARD INTERMEDIATE TERM B	921937819		11/16/2012	5/7/2013	3,821		0	3,820	98	0	0	0	98												
98 VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	5/7/2013	13,860		0	12,812	1,008	0	0	0	1,008												
99 VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	5/7/2013	1,332		0	1,306	26	0	0	0	26												
100 VANGUARD SHORT TERM BOND ETF	921937827		5/7/2013	7/11/2013	14,742		0	14,906	-164	0	0	0	-164												
101 VANGUARD SHORT TERM BOND ETF	921937827		5/6/2012	7/11/2013	401		0	408	-5	0	0	0	-5												
102 VANGUARD FTSE DEVELOPED ETF	921943858		5/7/2013	7/11/2013	4,037		0	4,216	-178	0	0	0	-178												
103 VANGUARD FTSE DEVELOPED ETF	921943858		5/7/2013	10/9/2013	3,202		0	3,172	30	0	0	0	30												
104 VANGUARD FTSE EMERGING MARKET	922008553		5/7/2013	10/9/2013	8,478		0	9,181	-702	0	0	0	-702												
105 VANGUARD RET VIPER	922008553		7/5/2009	5/7/2013	4,187		0	1,995	2,192	0	0	0	2,192												
106 VODAFONE GROUP PLC NEW ADR	92857W209		11/17/2009	1/9/2013	1,290		0	1,150	140	0	0	0	140												
107 VODAFONE GROUP PLC NEW ADR	92857W209		7/5/2010	1/9/2013	211		0	180	31	0	0	0	31												

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

		15,199		0		0						
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	15,199		

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

	Date		Amount
1 Credit from prior year return		1	52
2 First quarter estimated tax payment	5/7/2013	2	252
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	304