INTERNAL REVENUE SERVICE

Form **990-PF** | **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

Department of the Treasury
Internal Revenue Service

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

Name of foundation: GEORGE W TRIMBLE TRUST
A Employer identification number: 91-6026531

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041
Room/suite:
B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

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: ☒ 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)* ▶ $ 17,724,759.

J Accounting method: ☒ 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) (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)	268.			
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	410,769.	399,594.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,079,736.			
	b Gross sales price for all assets on line 6a 14,721,975.				
	7 Capital gain net income (from Part IV, line 2)		1,079,736.		
	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)		1,473.		STMT 2
	12 **Total.** Add lines 1 through 11	1,490,773.	1,480,803.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	111,144.	66,686.		44,458.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,800.	NONE	NONE	2,800.
	c Other professional fees (attach schedule) STMT 4	13,992.	13,992.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	65,858.	8,858.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	9,825.	17,971.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	203,619.	107,507.	NONE	47,283.
	25 Contributions, gifts, grants paid	728,869.			728,869.
	26 **Total expenses and disbursements** Add lines 24 and 25	932,488.	107,507.	NONE	776,152.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	558,285.			
	b **Net investment income** (if negative, enter -0-)		1,373,296.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED SEP 15 2014

ENVELOPE POSTMARK DATE SEP 11 2014

SCANNED SEP 16 2014

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	846,198.	590,821.	590,821.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	822,478.	766,363.	742,313.
	b Investments - corporate stock (attach schedule)	5,092,553.	4,629,879.	6,050,718.
	c Investments - corporate bonds (attach schedule)	466,970.	431,926.	418,588.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	8,110,598.	9,462,298.	9,922,319.
	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)	15,338,797.	15,881,287.	17,724,759.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ X check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,338,797.	15,881,287.	
	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)	15,338,797.	15,881,287.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	15,338,797.	15,881,287.	

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	15,338,797.
2	Enter amount from Part I, line 27a	2	558,285.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	25,329.
4	Add lines 1, 2, and 3	4	15,922,411.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	41,124.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,881,287.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	13,694,826.		12,601,834.	1,092,992.
b	1,026,287.		1,039,543.	-13,256.
c				
d				
e				

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				1,092,992.
b				-13,256.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,079,736.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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	784,434.	16,188,928.	0.048455
2011	730,492.	16,277,048.	0.044879
2010	659,868.	14,927,531.	0.044205
2009	783,100.	13,231,415.	0.059185
2008	919,256.	15,778,355.	0.058261

2	**Total** of line 1, column (d)	2	0.254985
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	0.050997
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	17,169,127.
5	Multiply line 4 by line 3	5	875,574.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,733.
7	Add lines 5 and 6	7	889,307.
8	Enter qualifying distributions from Part XII, line 4	8	776,152.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	27,466.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	27,466.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	27,466.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 27,612.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	27,612.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	146.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 146. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ WA			
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 ▶ NONE			
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (206)358-0912			
	Located at ▶ 800 5TH AVE, 33RD FL, SEATTLE, WA ZIP+4 ▶ 98104-3176			
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			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☒ Yes ☐ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
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? STMT 11	☒ 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?		6b	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 ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N A. P O BOX 24565, SEATTLE, WA 98124	TRUSTEE 1	111,144.	-0-	-0-

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

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

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

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

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

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

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

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

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

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	16,306,634.
b	Average of monthly cash balances	1b	1,123,952.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,430,586.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	17,430,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	261,459.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,169,127.
6	**Minimum investment return.** Enter 5% of line 5	6	858,456.

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	858,456.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,466.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	27,466.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	830,990.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	830,990.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	830,990.

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	776,152.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	776,152.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	776,152.

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				830,990.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			728,868.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . . NONE				
b From 2009 . . . . . . NONE				
c From 2010 . . . . . . NONE				
d From 2011 . . . . . . NONE				
e From 2012 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 776,152.				
a Applied to 2012, but not more than line 2a			728,868.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				47,284.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				783,706.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . NONE				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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).)

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GEORGE W TRIMBLE HOSPITAL FUND PO BOX 509 LOUISIANA MO 63353-0509	N/A	SO III	MEDICAL CARE FOR INDIGENT & POOR OF PIKE CNTY	161,971.
LOUISIANA ELKS LODGE #791 B P O ELKS LOUISIANA MO 63353-1620	N/A	NC	SUPPORT INDIGENT & POOR OF PIKE COUNTY	121,478.
COLORADO CENTER FOR BLIND 2233 W SHEPPERD AVE LITTLETON CO 80120-2038	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	20,247.
COLORADO SPRINGS ELKS LODGE #309 PO BOX 7165 COLORADO SPGS CO 80933-7165	N/A	NC	SUPPORT INDIGENT & POOR OF EL PASO COUNTY	283,449.
LEADVILLE ELKS LODGE #236 PO BOX 856 LEADVILLE CO 80461-0856	N/A	NC	SUPPORT INDIGENT & POOR OF LAKE COUNTY	80,985.
LIGHTHOUSE FOR THE BLIND INC. 2501 S PLUM ST SEATTLE WA 98144-4711	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	20,247.
CHILDREN'S HEALTH CARE SYSTEM PO BOX 50020 SEATTLE WA 98145-5020	N/A	PC	SUPPORT SERVICES FOR THE INDIGENT & POOR	40,492.
Total ▶ 3a				728,869.
b Approved for future payment				
Total ▶ 3b				

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 (See instructions)
	(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					
4 Dividends and interest from securities			14	410,769.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,079,736.	
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)				1,490,505.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,490,505.

(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) (See instructions)
	NOT APPLICABLE

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

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

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

Karen J Kiser | 09/05/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,784.	4,784.
FOREIGN DIVIDENDS	63,225.	63,225.
NONDIVIDEND DISTRIBUTIONS	13,219.	
DOMESTIC DIVIDENDS	96,752.	96,752.
OTHER INTEREST	20,610.	20,610.
FOREIGN INTEREST	2,135.	2,135.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,630.	4,630.
NON-TAXABLE FOREIGN INCOME	-2,044.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	279.	279.
MARKET DISCOUNT ¿‰OTHER INTEREST	1.	1.
US GOVERNMENT INTEREST REPORTED AS QUALI	788.	788.
NONQUALIFIED FOREIGN DIVIDENDS	19,658.	19,658.
NONQUALIFIED DOMESTIC DIVIDENDS	186,732.	186,732.
TOTAL	410,769.	399,594.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME			1,473.
	TOTALS		1,473.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,800.			2,800.
TOTALS	2,800.	NONE	NONE	2,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	13,992.	13,992.
TOTALS	13,992.	13,992.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,320.	5,320.
EXCISE TAX - PRIOR YEAR	30,000.	
EXCISE TAX ESTIMATES	27,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,320.	2,320.
FOREIGN TAXES ON NONQUALIFIED	1,218.	1,218.
TOTALS	65,858.	8,858.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	48.	48.	
STATE FILING FEE	25.		25.
DIVIDEND INVESTMENT EXPENSE -	9,752.	9,752.	
PARTNERSHIP EXPENSES		8,171.	
TOTALS	9,825.	17,971.	25.

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

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2012	8,763.
PARTNERSHIP ADJUSTMENT	13,126.
PURCHASED ACCRUED INTEREST - 2012	3,420.
NET ROUNDING	20.
TOTAL	25,329.

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

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2013	19,178.
YEAR-END SALES ADJUSTMENT - 2013	614.
YEAR-END SALES ADJUSTMENT - 2012	575.
BASIS ADJUSTMENT - SALES	9,094.
PURCHASED ACCRUED INTEREST - 2013	1,908.
CTF TIMING ADJUSTMENT	2,849.
ROC BASIS ADJUSTMENT	6,843.
NET FACTORING ADJUSTMENT	63.
TOTAL	41,124.

GEORGE W TRIMBLE TRUST

91-6026531

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
5247.295 EMERGING MARKETS STOCK COMMON TRUST FUND	05/24/2013	11/30/2013	250,000.00	250,836.00	-836.00
2690. POWERSHARES DB COMMODITY INDEX	08/13/2012	01/29/2013	75,637.00	74,322.00	1,315.00
3085. POWERSHARES DB COMMODITY INDEX	09/18/2013	10/17/2013	80,851.00	79,228.00	1,623.00
22659. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	06/26/2013	10/17/2013	593,844.00	566,392.00	27,452.00
2751. POWERSHARES DB COMMODITY INDEX	06/26/2013	11/25/2013	69,905.00	68,765.00	1,140.00
TOTAL OTHER GAINS AND LOSSES			1,070,237.00	1,039,543.00	30,694.00
Totals			1,070,237.00	1,039,543.00	30,694.00

JSA
3F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	-34,699.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-34,699.00
NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	1,989.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-11,240.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-9,251.00

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:
COLORADO SPRINGS LODGE # 309 - BENEVOLENT & PROTECTIVE ORDER OF THE ELKS (BPOE)
GRANT AMOUNT .... 283,449.
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
LOUISIANA LODGE # 791 - BENEVOLENT & PROTECTIVE ORDER OF THE ELKS (BPOE)
GRANT AMOUNT .... 121,478.
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
LEADVILLE ELKS LODGE # 236 - BENEVOLENT & PROTECTIVE ORDER OF THE ELKS (BPOE)
GRANT AMOUNT .... 80,985.
GRANT PURPOSE:
SEE ATTACHMENT

NAME:
GEORGE W TRIMBLE HOSPITAL FUND
GRANT AMOUNT .... 161,971.
GRANT PURPOSE:
SEE ATTACHMENT

Statement Attached to Form 990-PF, Return of Private Foundation
Substantiation of Exercise of Expenditure Responsibility
Form 990-PF, Part VII-B, Line 5c

Name of Foundation:
EIN:
Tax Year:

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
Colorado Springs Lodge No. 309 - B.P.O. Elks P.O. Box 7165 Colorado Springs, CO 80933	12/02/13	$ 283,449	Charitable	$ 283,449	No	04/09/14	Not Required
Leadville Lodge No. 236 - B.P.O. Elks P.O. Box 856 Leadville, CO 80461	12/02/13	$ 80,985	Charitable	$ 80,985	No	04/14/14	Not Required
Louisiana Lodge No. 791 - B.P.O. Elks 120 N 5th St Louisiana, MO 63353	12/02/13	$ 121,478	Charitable	$ 121,478	No	04/28/14	Not Required
George W Trimble Hospital Fund P.O. Box 509 Louisiana, MO 63353	12/02/13	$ 161,971	Charitable	$ 161,971	No	04/16/14	Not Required

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	143 000	12,571 81	20,055 75
002824100	ABBOTT LABS	1885.000	67,822.88	72,252 05
00287Y109	ABBVIE INC	493 000	7,085.00	26,035 33
003881307	ACACIA RESH CORP	148.000	3,187 19	2,151 92
00404A109	ACADIA HEALTHCARE CO INC	278 000	9,863 82	13,157.74
004225108	ACADIA PHARMACEUTICALS INC	408 000	8,216 82	10,195 92
G1151C101	ACCENTURE PLC	687.000	43,972.99	56,485 14
H0023R105	ACE LTD	674 000	53,233 82	69,779 22
00507V109	ACTIVISION BLIZZARD INC	191 000	3,070 85	3,405.53
00130H105	AES CORP	276 000	3,373 89	4,004.76
00846U101	AGILENT TECHNOLOGIES INC	226.000	9,373 77	12,924 94
009363102	AIRGAS INC	90.000	8,428 33	10,066 50
015351109	ALEXION PHARMACEUTICALS INC	28.000	3,054 73	3,720 75
017175100	ALLEGHANY CORP DEL	15.000	5,372.31	5,999 40
018490102	ALLERGAN INC	580.000	42,109 48	64,426 40
018581108	ALLIANCE DATA SYS CORP	18 000	2,994.95	4,732.74
018802108	ALLIANT CORP	67 000	3,014.90	3,457 20
M0854Q105	ALLOT COMMUNICATIONS LTD	282.000	4,142 43	4,266 66
020002101	ALLSTATE CORP	42.000	2,148 34	2,290 68
021441100	ALTERA CORP	216 000	7,549 27	7,022 38
02208R106	ALTRA INDL MOTION CORP	60 000	1,897 87	2,053.20
02209S103	ALTRIA GROUP INC	295 000	4,837.70	11,325 05
023135106	AMAZON COM INC	147.000	34,002.73	58,622.13
G02602103	AMDOCS LTD	144 000	4,985 69	5,938 56
023608102	AMEREN CORP	92 000	3,078 19	3,326 72
024013104	AMERICAN ASSETS TR INC	55.000	1,508 57	1,728.65
025537101	AMERICAN ELEC PWR INC	252.000	9,400.66	11,778 48
025676206	AMERICAN EQUITY INVT LIFE HLDG	245.000	4,444 67	6,463 10
025816109	AMERICAN EXPRESS CO	420.000	24,231.16	38,106 60
03027X100	AMERICAN TOWER CORP	545 000	39,604 71	43,501 90
03073E105	AMERISOURCEBERGEN CORP	469.000	25,412 18	32,975 39
031100100	AMETEK INC NEW	92 000	4,829 01	4,845 64
031162100	AMGEN INC	194.000	11,874 39	22,131 52
032095101	AMPHENOL CORP NEW	102.000	6,301.88	9,096.36

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
032654105	ANALOG DEVICES INC	125.000	5,196.08	6,366 25
032657207	ANALOGIC CORP	70 000	5,564.09	6,199.20
035290105	ANIXTER INTL INC	39 000	3,201 78	3,503 76
03674X106	ANTERO RES CORP	53.000	2,777.96	3,362 32
037411BD6	APACHE CORP	12000 000	11,691 51	11,125 80
03834A103	APPROACH RES INC	154 000	4,173 33	2,972 20
G0450A105	ARCH CAP GROUP LTD	37.000	1,660 16	2,208 53
039670104	ARCTIC CAT INC	85 000	4,651 74	4,843 30
G0464B107	ARGO GROUP INTL HLDGS LTD	138 000	6,165 52	6,415 62
042068106	ARM HLDGS PLC	585 000	18,647 63	32,017 63
042735100	ARROW ELECTRS INC	124 000	4,627 37	6,727.00
043436104	ASBURY AUTOMOTIVE GROUP INC	64 000	2,901 42	3,439 36
046353AB4	ASTRAZENECA PLC	15000.000	17,955.31	17,152 05
00206R102	AT&T INC	311 000	8,350 30	10,934 76
04685W103	ATHENAHEALTH INC	215 000	21,141 99	28,917 50
053015103	AUTOMATIC DATA PROCESSING INC	172 000	6,176 66	13,897 43
Y0486S104	AVAGO TECHNOLOGIES LTD	84 000	3,949 15	4,441 84
05379B107	AVISTA CORP	118 000	3,369 57	3,326.42
053807103	AVNET INC	122 000	3,685.63	5,381 42
05463D100	AXIALL CORP	97 000	4,233.02	4,601 68
G0692U109	AXIS CAP HLDGS LTD	106 000	4,085 15	5,042 42
058498106	BALL CORP	39 000	1,691 66	2,014.74
05874B107	BALLY TECHNOLOGIES INC	48 000	3,401 99	3,765 60
064159AM8	BANK NOVA SCOTIA B C	11000 000	11,549 94	11,408.21
063904106	BANK OF THE OZARKS INC	194 000	9,461 93	10,978.46
067383109	BARD C R INC	98.000	11,270.02	13,126 12
067806109	BARNES GROUP INC	168.000	5,544.00	6,436 08
06846N104	BARRETT BILL CORP	238 000	5,539 29	6,373.64
054937107	BB&T CORP	210 000	6,192.54	7,837 20
073685109	BEACON ROOFING SUPPLY INC	99 000	4,039.94	3,987 72
073730103	BEAM INC	95 000	6,226.72	6,465 70
075896100	BED BATH & BEYOND INC	230 000	17,442.09	18,469.00
077454106	BELDEN INC	57 000	3,299 15	4,015 65
084664BS9	BERKSHIRE HATHAWAY FIN CORP	11000 000	11,189 42	11,106 04

GEORGE W TRIMBLE TRUST
91-6026531
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
08579W103	BERRY PLASTICS GROUP INC	164 000	3,627.16	3,901 56
09062X103	BIOGEN IDEC INC	129 000	15,203.96	36,064.79
09061G101	BIOMARIN PHARMACEUTICAL INC	428 000	25,668 30	30,109 80
092113109	BLACK HILLS CORP	86.000	4,466 77	4,515.86
09247X101	BLACKROCK INC	41.000	6,431.27	12,975 27
095180105	BLOUNT INTL INC NEW	349 000	4,535 47	5,050 03
097023105	BOEING CO	174 000	11,387 86	23,749 26
09739D100	BOISE CASCADE CO DEL	158 000	4,478.40	4,657 84
101121101	BOSTON PROPERTIES INC	58 000	6,112 41	5,821 46
101137107	BOSTON SCIENTIFIC CORP	204.000	2,402 49	2,452 08
05565QBH0	BP CAPITAL MARKETS PLC	11000.000	11,651 02	11,443 30
05564E106	BRE PROPERTIES INC	79 000	3,954 31	4,322 09
109696104	BRINKS CO	45.000	1,198.87	1,536 30
110122108	BRISTOL MYERS SQUIBB CO	468.000	13,790 51	24,874.20
110394103	BRISTOW GROUP INC	129 000	8,868 84	9,682 74
111621306	BROCADE COMMUNICATIONS SYS INC	363 000	2,079 60	3,217 99
117043109	BRUNSWICK CORP	121 000	3,272 76	5,573 26
129603106	CALGON CARBON CORP	287.000	5,117 44	5,903 59
13342B105	CAMERON INTL CORP	238.000	13,139.81	14,168 14
136385AK7	CANADIAN NAT RES LTD	15000 000	17,583 90	16,857 30
14149Y108	CARDINAL HEALTH INC	57 000	3,490 77	3,808 17
14161H108	CARDTRONICS INC	255 000	7,656 37	11,079.75
14170T101	CAREFUSION CORP	345.000	11,350 32	13,737 90
142339100	CARLISLE COS INC	28 000	1,913 64	2,223 20
147448104	CASELLA WASTE SYS INC	745.000	3,571.61	4,321 00
147528103	CASEYS GEN STORES INC	120.000	8,069 85	8,430 00
14912L4E8	CATERPILLAR FINL SVCS CORP	9000 000	11,562 22	11,063.07
149205106	CATO CORP NEW	192 000	5,280 38	6,105 60
12504L109	CBRE GROUP INC	587 000	14,253 61	15,438 10
124857202	CBS CORP	113.000	3,722 06	7,202 62
151020104	CELGENE CORP	182.000	21,367 40	30,752 18
15670R107	CEPHEID	127 000	4,488 31	5,927 34
156782104	CERNER CORP	772 000	26,331.20	43,031 28
157210105	CEVA INC	189 000	3,769.14	2,876 58

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165240102	CHESAPEAKE LODGING TR	75.000	1,872 56	1,896 75
166764100	CHEVRON CORP	354.000	31,949 63	44,218 14
168905107	CHILDRENS PL RETAIL STORES INC	66 000	3,653 78	3,760.02
169656105	CHIPOTLE MEXICAN GRILL INC	17 000	6,508.63	9,057.26
171232101	CHUBB CORP	136 000	9,051 04	13,141 68
171340102	CHURCH & DWIGHT INC	99 000	5,163.86	6,561.72
125509109	CIGNA CORP	97 000	5,366.25	8,485 56
17243V102	CINEMARK HLDGS INC	138 000	4,069 54	4,599 54
17275R102	CISCO SYS INC	637.000	14,027 99	14,287 91
17275RAE2	CISCO SYS INC	10000.000	11,752.46	11,248 30
172967FF3	CITIGROUP INC	10000.000	11,551.90	11,376.40
179895107	CLARCOR INC	85.000	4,684 68	5,469 75
184496107	CLEAN HBRS INC	87 000	4,895 93	5,216 52
12561W105	CLECO CORP NEW	165 000	7,999 42	7,692 30
12572Q105	CME GROUP INC	139.000	6,330 06	10,905 94
125896100	CMS ENERGY CORP	182 000	3,926 43	4,872.14
191216100	COCA COLA CO	823 000	33,601.03	33,998.13
19122T109	COCA-COLA ENTERPRISES INC	322 000	9,949 90	14,209 86
192479103	COHERENT INC	78 000	4,912 90	5,802 42
194162103	COLGATE PALMOLIVE CO	482 000	28,239 17	31,431 22
20030N101	COMCAST CORP	172 000	8,352 31	8,937 98
20030N200	COMCAST CORP	510.000	18,549.56	25,438 80
20030NAU5	COMCAST CORP	10000 000	12,141 64	11,646 40
200340107	COMERICA INC	109 000	3,347 66	5,181 86
204166102	COMMVAULT SYS INC	52.000	4,100 94	3,892 82
20825C104	CONOCOPHILLIPS	176 000	12,072 84	12,434 40
20825CAR5	CONOCOPHILLIPS	10000 000	12,217.81	11,547.70
21036P108	CONSTELLATION BRANDS INC	135 000	5,651.73	9,501 30
N22717107	CORE LABORATORIES N V	22 000	2,413 48	4,200 90
21925Y103	CORNERSTONE ONDEMAND INC	127 000	5,676 02	6,770 62
22160K105	COSTCO WHSL CORP NEW	352 000	37,002 01	41,895 04
G2554F113	COVIDIEN PLC	239 000	14,941 35	16,275 90
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	11000 000	11,763.36	11,492 58
228368106	CROWN HLDGS INC	177.000	6,889.72	7,888.89

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229669106	CUBIC CORP	29 000	1,526 97	1,527.14
231561101	CURTISS WRIGHT CORP	58 000	1,780 60	3,609 34
126650100	CVS CAREMARK CORP	495 000	22,731 53	35,427 15
23283R100	CYRUSONE INC	189 000	3,976 55	4,220 37
235851102	DANAHER CORP DEL	195 000	10,081.37	15,054.00
23918K108	DAVITA HEALTHCARE PARTNERS INC	32.000	1,800 14	2,027 84
243537107	DECKERS OUTDOOR CORP	77.000	4,622.58	6,503 42
24422ERR2	DEERE JOHN CAP CORP	14000 000	14,370.83	13,970 04
G27823106	DELPHI AUTOMOTIVE PLC	216 000	6,664 89	12,988 08
252131107	DEXCOM INC COM	196.000	4,602.17	6,940 36
25243Q205	DIAGEO PLC	100.000	11,348 10	13,242.00
253393102	DICKS SPORTING GOODS INC	94 000	4,706 08	5,461.40
254543101	DIODES INC	169 000	4,554.94	3,981 64
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	11000 000	12,053.46	11,555 61
254709108	DISCOVER FINL SVCS	151 000	6,322 83	8,448.45
25470F104	DISCOVERY COMMUNICATIONS INC	73.000	6,213.17	6,600 66
254687106	DISNEY WALT CO	197.000	9,817.63	15,050 80
25468PCW4	DISNEY WALT CO NEW	13000 000	12,567 29	11,811.67
256677105	DOLLAR GEN CORP	207 000	11,307 63	12,486 24
25746U109	DOMINION RES INC VA NEW	79 000	4,018 87	5,110 51
258278100	DORMAN PRODS INC	53.000	2,578 72	2,970 17
260003108	DOVER CORP	200.000	9,478 10	19,308 00
26138E109	DR PEPPER SNAPPLE INC	36 000	1,551 03	1,753.92
262037104	DRIL-QUIP INC	229 000	24,395 53	25,173 97
263534109	DU PONT E I DE NEMOURS & CO	231.000	10,419.41	15,008 07
26441C204	DUKE ENERGY CORP	67.000	4,353 16	4,623 67
26613Q106	DUPONT FABROS TECHNOLOGY INC	130 000	3,033 30	3,212 30
270321102	EARTHLINK INC	913 000	5,741 91	4,628 00
27579R104	EAST WEST BANCORP INC	237 000	5,403 14	8,287.89
278642103	EBAY INC	580 000	30,415 89	31,821 70
278865100	ECOLAB INC	61 000	4,422 24	6,360 47
281020107	EDISON INTL	96 000	4,505 79	4,444 80
28140H104	EDUCATION RLTY TR INC	497 000	4,875 19	4,383.54
28257U104	EINSTEIN NOAH RESTAURANT GROUP	80.000	1,346.53	1,160.00

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283677854	EL PASO ELEC CO	142 000	5,024.56	4,985.62
268648102	EMC CORP	801 000	20,712.15	20,145.15
29099J109	EMERGING MARKETS STOCK	14211 473	670,480 93	665,098.36
291011104	EMERSON ELEC CO	118 000	5,711 69	8,281 24
29266S106	ENDOLOGIX INC	329 000	5,084 26	5,737 76
29265N108	ENERGEN CORP	73 000	4,353 26	5,164 75
29355X107	ENPRO INDS INC	89.000	5,072.94	5,130 85
G3157S106	ENSCO PLC	49.000	2,804 25	2,801 82
29379VAP8	ENTERPRISE PRODS OPER LLC	10000 000	11,748 23	11,123 80
29414B104	EPAM SYS INC	137 000	4,808 42	4,786 78
26884L109	EQT CORP	52 000	3,372 62	4,668 56
294429105	EQUIFAX INC	65 000	3,471 43	4,490 85
29444U502	EQUINIX INC	248 000	44,682 28	44,007 60
29476L107	EQUITY RESIDENTIAL	112 000	6,266 77	5,809.44
296315104	ESCO TECHNOLOGIES INC	181 000	6,510 47	6,201.06
29977A105	EVERCORE PARTNERS INC	69 000	2,997 97	4,124 82
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	635 178	1,054,264 06	1,039,685 39
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	8 250	8,250 00	8,250.00
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	333 740	240,000.00	295,800 88
30161NAD3	EXELON CORP	11000 000	11,886.58	11,597 30
30212P303	EXPEDIA INC DEL	54 000	2,826 23	3,761 64
30219G108	EXPRESS SCRIPTS HLDG CO	247.000	16,025 79	17,349 28
30231G102	EXXON MOBIL CORP	695.000	55,090 29	70,334 00
G3323L100	FABRINET	313 000	4,621 62	6,435 28
311900104	FASTENAL CO	570 000	24,658.09	27,080.70
3128M7L46	FEDERAL HOME LN MTG CORP	25406.804	27,224.98	26,895.90
3128MJTQ3	FEDERAL HOME LN MTG CORP	62793 080	65,966.70	64,551 91
312936PP6	FEDERAL HOME LN MTG CORP	5988 984	6,411 96	6,340 18
312940RF8	FEDERAL HOME LN MTG CORP	10000 097	10,646 98	10,594.20
312944YA3	FEDERAL HOME LN MTG CORP	28498 414	30,359.71	29,286.97
3132M3VZ7	FEDERAL HOME LN MTG CORP	31000.000	32,123.75	31,868.31
3137EADP1	FEDERAL HOME LN MTG CORP	23000 000	22,792 74	22,341.97
3135G0VA8	FEDERAL NATL MTG ASSN	17000 000	17,007 26	16,981.64
3138ASSD5	FEDERAL NATL MTG ASSN	16230 723	17,486 06	17,201 81

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3138EJXL7	FEDERAL NATL MTG ASSN	4929 192	5,294.26	5,222.03
3138M6PK7	FEDERAL NATL MTG ASSN	13385 030	14,082 52	12,720.46
3138MLGC2	FEDERAL NATL MTG ASSN	15615 977	16,289.42	14,842 67
3138WQAX0	FEDERAL NATL MTG ASSN	14957.955	14,752 28	14,215.44
3138WVDL2	FEDERAL NATL MTG ASSN	9788.980	9,822 64	9,304 91
3138XFDJ1	FEDERAL NATL MTG ASSN	16779 300	17,219.76	16,685.67
31417CDR3	FEDERAL NATL MTG ASSN	59157.088	63,009.58	58,825.81
31417CXQ3	FEDERAL NATL MTG ASSN	6527.079	6,932 97	6,490 59
31417D2M4	FEDERAL NATL MTG ASSN	14000.043	13,444 42	13,305.50
31418A4R6	FEDERAL NATL MTG ASSN	29000 000	29,117.81	28,838.18
31418ACX4	FEDERAL NATL MTG ASSN	6999 898	7,463.64	7,421 01
31620M106	FIDELITY NATL INFORMATION SVCS	185 000	8,109 93	9,930 80
316645100	FIFTH & PAC COS INC	246.000	6,186.62	7,889 22
316773100	FIFTH THIRD BANCORP	746.000	12,489 08	15,688 38
317485100	FINANCIAL ENGINES INC	102 000	4,975 57	7,086 96
32020R109	FIRST FINL BANKSHARES	56 000	3,488.32	3,702 16
32054K103	FIRST INDUSTRIAL REALTY TRUST	108 000	1,851 57	1,884 60
320867104	FIRST MIDWEST BANCORP DEL	222 000	3,489 15	3,891 66
33616C100	FIRST REP BK SAN FRANCISCO	147 000	5,183 66	7,695 45
337932107	FIRSTENERGY CORP	47.000	1,515 23	1,550.06
33829M101	FIVE BELOW INC	93.000	4,302 72	4,017 41
339041105	FLEETCOR TECHNOLOGIES INC	53 000	4,864 23	6,210.01
Y2573F102	FLEXTRONICS	554 000	3,235.97	4,304.58
34354P105	FLOWSERVE CORP	136 000	6,526 29	10,720 88
343412102	FLUOR CORP	58 000	3,186.71	4,656 82
302520101	FNB CORP PA	352.000	4,524 53	4,442 24
344849104	FOOT LOCKER INC	88 000	2,983.05	3,646 72
34959E109	FORTINET INC	202 000	4,043.17	3,864 26
351793104	FRANCESCAS HLDGS CORP	160 000	4,101 12	2,944 00
353514102	FRANKLIN ELEC INC	112 000	4,273 13	4,999 68
354613101	FRANKLIN RES INC	540.000	26,505 97	31,174 20
302941109	FTI CONSULTING INC	53 000	1,752 20	2,180 42
359694106	FULLER H B CO	191 000	7,133 24	9,939 64
361268105	G & K SVCS INC	60 000	3,290 31	3,733 80

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36237H101	G-III APPAREL GROUP LTD	131.000	6,729 47	9,688.24
361448103	GATX CORP	135 000	5,974 43	7,042 95
36962G3P7	GENERAL ELEC CAP CORP	15000.000	17,574.94	17,086.65
369604103	GENERAL ELEC CO	1376 000	33,888.14	38,569 28
370334104	GENERAL MLS INC	506.000	20,186 61	25,254 46
371559105	GENESEE & WYO INC	38 000	3,591 10	3,649.90
375558103	GILEAD SCIENCES INC	549 000	34,607 53	41,229.90
37940X102	GLOBAL PMTS INC	44 000	2,261 18	2,859 56
38141EA58	GOLDMAN SACHS GROUP INC	10000 000	11,245 46	11,121 30
38141G104	GOLDMAN SACHS GROUP INC	181 000	21,479 27	32,084 06
38259P508	GOOGLE INC	99 000	58,249.55	110,950 29
384109104	GRACO INC	121 000	8,400.52	9,452 52
384802104	GRAINGER W W INC	27.000	6,881.21	6,896 34
388689101	GRAPHIC PACKAGING HLDG CO	840.000	5,732 18	8,064 00
391164100	GREAT PLAINS ENERGY INC	123 000	2,831 99	2,981.52
39153L106	GREATBATCH INC	218 000	8,007 07	9,644 32
393122106	GREEN MOUNTAIN COFFEE	129.000	8,966 75	9,744 66
40171V100	GUIDEWIRE SOFTWARE INC	60 000	2,875.48	2,944 20
402629208	GULFMARK OFFSHORE INC	201 000	9,785 76	9,473 13
405024100	HAEMONETICS CORP	162.000	7,373 43	6,825 06
405217100	HAIN CELESTIAL GROUP INC	166.000	10,875 91	15,069 48
413875105	HARRIS CORP DEL	43.000	2,005 22	3,001 83
415864107	HARSCO CORP	208 000	5,561 83	5,830 24
421946104	HEALTHCARE RLTY TR	254 000	6,412 64	5,412.74
421906108	HEALTHCARE SVCS GROUP INC	104 000	2,618 60	2,950 48
G4388N106	HELEN OF TROY LTD	85 000	3,682 08	4,197 30
428236BW2	HEWLETT PACKARD CO	11000 000	11,116 03	11,176 55
428291108	HEXCEL CORP NEW	124 000	4,376 86	5,541.56
428567101	HIBBETT SPORTS INC	55.000	3,085 01	3,693 36
40425J101	HMS HLDGS CORP	302 000	7,514 86	6,855 40
437076102	HOME DEPOT INC	380.000	7,645.54	31,289 20
437076AU6	HOME DEPOT INC	11000.000	13,177 64	11,908 38
43739Q100	HOMEAWAY INC	82 000	3,054.93	3,352.16
438516106	HONEYWELL INTL INC	483 000	28,113.70	44,131.71

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443510201	HUBBELL INC	105.000	10,731 28	11,434 50
446150104	HUNTINGTON BANCSHARES INC	499 000	3,415 69	4,815 35
446413106	HUNTINGTON INGALLS INDS INC	72.000	3,227 93	6,480 72
447462102	HURON CONSULTING GROUP INC	76.000	3,625 82	4,762 92
44919P508	IAC / INTERACTIVECORP	26.000	1,122.01	1,784.93
G4705A100	ICON PLC	65 000	1,603 17	2,627 04
45321L100	IMPERVA INC	111 000	5,188 94	5,342 43
45672H104	INFOBLOX INC	98.000	2,941 91	3,235.96
45666Q102	INFORMATICA CORP	95 000	3,702.84	3,942.50
45784P101	INSULET CORP	116 000	3,820.99	4,303 60
458140100	INTEL CORP	651 000	9,384.76	16,896 71
45866F104	INTERCONTINENTALEXCHANGE	58 000	10,497.04	13,045 36
459200101	INTERNATIONAL BUSINESS MACHS	215.000	28,781 41	40,327 55
459506101	INTERNATIONAL	93.000	7,499 01	7,996 14
99Z466197	INTERNATIONAL FOCUSED EQUITY	156279 627	1,658,384 97	1,813,296.88
460146103	INTERNATIONAL PAPER CO	86 000	3,297.51	4,216 58
N47279109	INTERXION HLDG NV	122 000	3,237.47	2,880 42
464287507	ISHARES CORE S&P MID CAP ETF	4579.000	470,427 51	612,715 99
464287655	ISHARES RUSSELL 2000 ETF	3620.000	339,439.07	417,603 20
466001864	IVY ASSET STRATEGY FUND	7050.355	200,000 00	227,585 46
46625H100	J P MORGAN CHASE & CO	1313 000	54,822.82	76,784 24
466367109	JACK IN THE BOX INC	154 000	5,978.08	7,703 08
47760A108	JIVE SOFTWARE INC	424.000	6,394.75	4,770 00
478160104	JOHNSON & JOHNSON	654 000	44,467 73	59,899 86
478366107	JOHNSON CTLS INC	827 000	29,312 28	42,425 10
46625HCE8	JP MORGAN CHASE	22000 000	23,538 04	23,016.84
48203R104	JUNIPER NETWORKS INC	1140 000	24,675.54	25,729.80
489170100	KENNAMETAL INC	165.000	7,006.14	8,591.55
492914106	KEY ENERGY SVCS INC	656 000	5,573.29	5,182 40
494368103	KIMBERLY CLARK CORP	144 000	10,228.86	15,042 24
49446R109	KIMCO REALTY CORP	157 000	3,111 00	3,100 75
482480100	KLA-TENCOR CORP	159.000	8,970 97	10,249 14
499064103	KNIGHT TRANSN INC	288.000	4,966 17	5,281 92
498904200	KNOLL INC	221 000	3,735 35	4,046 51

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500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	11000 000	11,791 27	11,005 94
50060P106	KOPPERS HLDGS INC	134.000	5,087 54	6,130 50
G5315B107	KOSMOS ENERGY LLC	170 000	1,843.33	1,900 60
50076QAE6	KRAFT FOODS GROUP INC	12000 000	11,914 17	11,829 48
501014104	KRISPY KREME DOUGHNUTS INC	174.000	3,368 55	3,356 46
501797104	L BRANDS INC	216.000	11,077.01	13,359 60
518439104	LAUDER ESTEE COS INC	475.000	22,895 79	35,777.00
521865204	LEAR CORP	150.000	7,639 28	12,145 50
52602E102	LENDER PROCESSING SVCS INC	89 000	2,589 69	3,326 82
535678106	LINEAR TECHNOLOGY CORP	122 000	4,946 77	5,557 10
53578A108	LINKEDIN CORP	150.000	19,253.65	32,524 50
539830109	LOCKHEED MARTIN CORP	291.000	26,692 51	43,260 06
540424108	LOEWS CORP	100.000	4,390 81	4,824.00
544147101	LORILLARD INC	658 000	25,213 37	33,347 44
502161102	LSI CORP	590 000	4,051.08	6,510 65
N53745100	LYONDELLBASELL INDUSTRIES NV	111.000	7,046 66	8,911 08
554382101	MACERICH CO	72 000	4,170.84	4,240 08
55616P104	MACYS INC	379 000	16,245 86	20,238 60
556269108	MADDEN STEVEN LTD	101.000	3,458 01	3,695 59
559079207	MAGELLAN HEALTH SVCS INC	92.000	5,458 78	5,511 72
55973B102	MAGNUM HUNTER RES CORP DEL	892.000	3,747 88	6,520.52
55973B110	MAGNUM HUNTER RES CORP DEL	81 000	0.00	138 73
563571108	MANITOWOC INC	149 000	3,022 49	3,474.68
56418H100	MANPOWERGROUP INC	83.000	3,704.72	7,126 38
565849106	MARATHON OIL CORP	80.000	2,599 33	2,824.00
56585A102	MARATHON PETE CORP	31 000	2,534 82	2,843 63
571903202	MARRIOTT INTL INC NEW	100 000	4,148 22	4,935.10
571748102	MARSH & MCLENNAN COS INC	413 000	14,377 11	19,972.68
574599106	MASCO CORP	158.000	2,626 01	3,597 66
577128101	MATTHEWS INTL CORP	89 000	3,467 54	3,792 29
580135101	MCDONALDS CORP	237 000	15,336 10	22,996 11
580645109	MCGRAW HILL FINL INC	57 000	3,345 09	4,457 40
58155Q103	MCKESSON CORP	159.000	22,854.55	25,662 60
582839106	MEAD JOHNSON NUTRITION CO	275.000	17,957 05	23,034 00

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58501N101	MEDIVATION INC	132.000	7,489 42	8,424 24
58502B106	MEDNAX INC	56.000	2,706 62	2,989 28
M51363113	MELLANOX TECHNOLOGIES LTD	107.000	4,008 86	4,276.79
58933Y105	MERCK & CO INC	427.000	15,397 38	21,371.35
59156R108	METLIFE INC	649.000	21,992 65	34,994 08
592688105	METTLER TOLEDO INTERNATIONAL	12.000	2,687.45	2,911.08
552848103	MGIC INVT CORP WIS	556.000	4,283.12	4,692 64
594901100	MICROS SYS INC	88.000	4,212.28	5,048.56
594918104	MICROSOFT CORP	773 000	20,817.35	28,917.93
59522J103	MID-AMER APT CMNTYS INC	59 000	3,915.15	3,583 66
603158106	MINERALS TECHNOLOGIES INC	156 000	6,720.64	9,370.92
609207105	MONDELEZ INTL INC	983 000	30,234.62	34,699.90
610236101	MONRO MUFFLER BRAKE INC	96.000	4,292 70	5,410 56
61166W101	MONSANTO CO	313 000	30,234 69	36,480 15
615369105	MOODYS CORP	32 000	1,607 89	2,511 04
61747YDT9	MORGAN STANLEY	10000.000	10,868 68	10,913 20
55354G100	MSCI INC	265.000	9,374.67	11,585 80
625453105	MULTIMEDIA GAMES HLDG CO INC	107.000	3,881.39	3,355 52
631103108	NASDAQ OMX GROUP	285.000	10,836.31	11,343 00
637071101	NATIONAL OILWELL VARCO INC	191 000	13,931 08	15,190 23
641069406	NESTLE S A	362 000	23,432 19	26,579.49
64110D104	NETAPP INC	52.000	2,082 50	2,139 28
651229106	NEWELL RUBBERMAID INC	211.000	4,722.07	6,838 51
65339F101	NEXTERA ENERGY INC	90.000	4,732.41	7,705.80
654106103	NIKE INC	400 000	25,082.48	31,456 00
655044105	NOBLE ENERGY INC	50 000	2,432 15	3,405 50
655664100	NORDSTROM INC	47.000	2,653.29	2,904 60
668074305	NORTHWESTERN CORP	150.000	6,323 31	6,498 00
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	136.000	4,486 86	4,823 92
674599105	OCCIDENTAL PETE CORP DEL	601.000	49,604 70	57,155 10
675232102	OCEANEERING INTL INC	292.000	15,141.96	23,032 96
681904108	OMNICARE INC	194.000	7,481 23	11,709 84
681919106	OMNICOM GROUP INC	58 000	3,029 79	4,313 46
682159108	ON ASSIGNMENT INC	112 000	3,386 51	3,911.04

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682189105	ON SEMICONDUCTOR CORP	449.000	3,047.78	3,699.76
68389X105	ORACLE CORP	622 000	19,321.19	23,797.72
690768403	OWENS ILL INC	151.000	3,640 61	5,402 78
695263103	PACWEST BANCORP DEL	132 000	4,683.43	5,573.04
698354107	PANDORA MEDIA INC	194.000	3,718 09	5,160.40
69840W108	PANERA BREAD CO	33 000	5,568 62	5,830 77
698813102	PAPA JOHNS INTL INC	82 000	2,858.10	3,722.80
701094104	PARKER HANNIFIN CORP	127 000	8,212 01	16,337.28
713448108	PEPSICO INC	389.000	33,161 29	32,263 66
714046109	PERKINELMER INC	110 000	4,033 80	4,535.30
714199106	PERMANENT PORTFOLIO	3152.992	153,139.96	135,767.84
716768106	PETSMART INC	135.000	9,383 83	9,821.25
717081103	PFIZER INC	2337 000	49,524 39	71,582.31
717081DB6	PFIZER INC	14000.000	17,436 64	16,596 02
69331C108	PG&E CORP	44.000	1,793.98	1,772 32
716933106	PHARMACYCLICS INC	24.000	2,548 19	2,538.72
718172109	PHILIP MORRIS INTL INC	1073 000	78,550.63	93,490 49
718546104	PHILLIPS 66	119 000	7,274 91	9,178 47
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	46210 941	501,565 78	457,488 32
693390841	PIMCO HIGH YIELD FD	43089.639	414,091 43	414,091 43
693390700	PIMCO TOTAL RETURN FUND	57356.964	599,743.80	613,145.95
723664108	PIONEER ENERGY SVCS CORP	366.000	2,704 19	2,931.66
729132100	PLEXUS CORP	178 000	5,985.75	7,705 62
693475105	PNC FINL SVCS GROUP INC	175.000	10,011 16	13,576 50
73935S105	POWERSHARES DB COMMODITY	26940.000	680,967 77	691,280.40
693506107	PPG INDS INC	42 000	4,852.98	7,965 72
74005P104	PRAXAIR INC	237.000	24,735.66	30,817.11
740189105	PRECISION CASTPARTS CORP	160 000	26,549 25	43,088 00
74144T108	PRICE T ROWE GROUP INC	232.000	11,679 08	19,434.64
741503403	PRICELINE COM INC	50 000	34,987.46	58,120.00
742718109	PROCTER & GAMBLE CO	610.000	45,119 89	49,660 10
743312100	PROGRESS SOFTWARE CORP	237 000	6,116 22	6,121.71
743424103	PROOFPOINT INC	238 000	5,942 22	7,894 46
744320102	PRUDENTIAL FINL INC	194 000	11,036 66	17,890.68

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69360J107	PS BUSINESS PKS INC CALIF	68 000	5,168 00	5,196.56
74460D109	PUBLIC STORAGE INC	40 000	5,200 95	6,020.80
693656100	PVH CORP	99 000	11,116.40	13,465 98
74733T105	QLIK TECHNOLOGIES INC	181.000	5,609.09	4,820.03
747525103	QUALCOMM INC	1035.000	52,844 05	76,848 75
74758T303	QUALYS INC	164 000	3,645.92	3,790 04
74762E102	QUANTA SVCS INC	171.000	4,739.79	5,396 76
751212101	RALPH LAUREN CORP	171 000	28,929 66	30,193 47
754730109	RAYMOND JAMES FINL INC	145 000	5,600 11	7,567 55
755111507	RAYTHEON CO	183 000	7,910 32	16,598.10
75689M101	RED ROBIN GOURMET BURGERS INC	100.000	5,944 14	7,354 00
758849103	REGENCY CTRS CORP	84 000	3,985.99	3,889 20
75886F107	REGENERON PHARMACEUTICALS	16 000	4,357 84	4,403 84
759351604	REINSURANCE GROUP AMER INC	74 000	4,414.82	5,728.34
761248103	RESPONSYS INC	215 000	3,452 58	5,893 15
761283100	RESTORATION HARDWARE HLDGS	102.000	6,625 61	6,864 60
770323103	ROBERT HALF INTL INC	193.000	5,619 40	8,104 07
772739207	ROCK-TENN CO	21.000	1,561 22	2,205 21
776696106	ROPER INDS INC NEW	23.000	2,521 80	3,189 64
777779307	ROSETTA RES INC	51 000	2,160.17	2,450 04
780259206	ROYAL DUTCH SHELL PLC	175.000	11,166 17	12,472 25
749685103	RPM INTL INC	245.000	5,428 73	10,169 95
781846209	RUSH ENTERPRISES INC	182.000	4,506 31	5,396.30
79466L302	SALESFORCE COM INC	1090 000	39,801.72	60,157.10
78388J106	SBA COMMUNICATIONS CORP	160 000	11,062 68	14,374 40
806407102	SCHEIN HENRY INC	72 000	5,608 28	8,226 72
806857108	SCHLUMBERGER LTD	540 000	39,421 97	48,659 40
808513105	SCHWAB CHARLES CORP NEW	946.000	12,826 24	24,596.00
811065101	SCRIPPS NETWORKS INTERACTIVE	91 000	6,563.44	7,863 31
G7945M107	SEAGATE TECH	88 000	2,621.20	4,942 08
784117103	SEI INVESTMENTS CO	135 000	3,273.54	4,688.55
816300107	SELECTIVE INS GROUP INC	256 000	6,358.09	6,927.36
816851109	SEMPRA ENERGY	71.000	4,001.09	6,372 96
816850101	SEMTECH CORP	97.000	3,144 72	2,452 16

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N7902X106	SENSATA TECH HLDG NV	282.000	10,665.93	10,933.14
81762P102	SERVICENOW INC	54.000	2,879 93	3,024 54
822582AW2	SHELL INTL FIN B V	11000 000	11,082.04	10,934 44
824348106	SHERWIN WILLIAMS CO	131.000	14,212 23	24,038.50
82481R106	SHIRE PLC	42.000	4,642.08	5,934 18
82669G104	SIGNATURE BK NEW YORK N Y	43 000	4,032 53	4,619 06
828336107	SILVER WHEATON CORP	713 000	24,956 50	14,395 47
828806109	SIMON PPTY GROUP INC NEW	44.000	6,888 56	6,695 04
82966C103	SIRONA DENTAL SYS INC	61.000	4,218 21	4,282 20
78440X101	SL GREEN RLTY CORP	44.000	3,948.99	4,064 72
78442P106	SLM CORP	387 000	8,554.50	10,170.36
845467109	SOUTHWESTERN ENERGY CO	56.000	1,876.92	2,202 48
84760C107	SPECTRANETICS CORP	202 000	3,835 88	5,050 00
848637104	SPLUNK INC	390 000	16,868 97	26,781 30
78467J100	SS&C TECHNOLOGIES HLDGS INC	129 000	4,772 96	5,709 54
790849103	ST JUDE MED INC	174 000	6,653 19	10,779.30
85254C305	STAGE STORES INC	239 000	5,599.68	5,310.58
854502101	STANLEY BLACK & DECKER INC	29 000	2,017 68	2,340 01
855244109	STARBUCKS CORP	867 000	47,165 85	67,964 13
857477103	STATE STR CORP	589.000	38,767 88	43,226 71
863667101	STRYKER CORP	267.000	18,933 37	20,062 38
867914103	SUNTRUST BKS INC	143.000	4,071.72	5,263 83
871237103	SYKES ENTERPRISES INC	233.000	4,102 73	5,081 73
871503108	SYMANTEC CORP	158.000	2,868 49	3,725 64
87151Q106	SYMETRA FINL CORP	93.000	1,127 85	1,763 28
87157B103	SYNCHRONOSS TECHNOLOGIES INC	164.000	4,893 42	5,095.48
87612E106	TARGET CORP	264.000	16,866 96	16,703 28
87236Y108	TD AMERITRADE HLDG CORP	314.000	5,684 31	9,620 96
H84989104	TE CONNECTIVITY LTD	60.000	2,005 63	3,306.60
880349105	TENNECO INC	52.000	2,726 33	2,941.64
881609101	TESORO CORP	52.000	2,946 63	3,042 00
882508104	TEXAS INSTRS INC	275 000	8,579 24	12,075.25
883556102	THERMO FISHER SCIENTIFIC CORP	228 000	14,185.69	25,387 80
885175307	THORATEC CORP	133 000	4,476.59	4,867 80

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88632Q103	TIBCO SOFTWARE INC	185.000	4,460 75	4,158 80
886547108	TIFFANY & CO NEW	393.000	29,392 53	36,462 54
88706M103	TIM HORTONS INC	77.000	4,421 12	4,495 26
887317303	TIME WARNER INC	269 000	9,091.45	18,754.68
887317AG0	TIME WARNER INC	11000 000	12,327 78	11,678 59
887389104	TIMKEN CO	37 000	2,011 41	2,037 59
872540109	TJX COS INC NEW	595 000	22,677 76	37,919 35
891027104	TORCHMARK CORP	93 000	4,770.84	7,267.95
891092108	TORO CO	108.000	5,278.68	6,868 80
891906109	TOTAL SYS SVCS INC	56 000	1,740 63	1,863.68
891894107	TOWERS WATSON & CO	56 000	3,129 28	7,146 16
89233P6S0	TOYOTA MTR CR CORP	12000 000	11,945.51	11,780 16
89417E109	TRAVELERS COS INC	296.000	21,686 31	26,799.84
89469A104	TREEHOUSE FOODS INC	188.000	13,208 12	12,956 96
896215209	TRIMAS CORP	98.000	3,657 50	3,909 22
896818101	TRIUMPH GROUP INC NEW	64 000	5,322.17	4,868 48
87264S106	TRW AUTOMOTIVE HLDGS CORP	75 000	4,608 22	5,579 25
87311L104	TW TELECOM INC	251.000	7,209 63	7,647.97
H89128104	TYCO INTL LTD	442.000	12,188.25	18,139.68
902494103	TYSON FOODS INC	136 000	3,579 29	4,550.56
902788108	UMB FINL CORP	91.000	5,442.70	5,849 48
904214103	UMPQUA HLDGS CORP	315.000	5,312.16	6,029 10
909907107	UNITED BANKSHARES INC WEST VA	96.000	2,753 24	3,019.20
911312106	UNITED PARCEL SVC INC	653 000	53,824 17	68,617 24
911312AH9	UNITED PARCEL SVC INC	10000 000	11,882 91	11,439.00
912810EY0	UNITED STATES TREAS BD	22000 000	31,597.76	29,383.86
912828KQ2	UNITED STATES TREAS NT	22000.000	24,743 12	23,443 86
912828QN3	UNITED STATES TREAS NT	65000 000	69,893 58	67,757.30
912828QV5	UNITED STATES TREAS NT	46633.490	51,018 99	47,336 72
912828RC6	UNITED STATES TREAS NT	12000 000	11,850 94	11,625 00
912828TK6	UNITED STATES TREAS NT	58000.000	57,905 16	57,977 38
912828TM2	UNITED STATES TREAS NT	18000.000	17,862.19	17,662.50
912828UZ1	UNITED STATES TREAS NT	51000 000	49,428 81	49,183 38
912828VS6	UNITED STATES TREAS NT	25000 000	24,613 33	24,007 75

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913004107	UNITED STATIONERS INC	83.000	3,414 87	3,808.87
913017109	UNITED TECHNOLOGIES CORP	276 000	19,750 40	31,408 80
902973304	US BANCORP DEL	429.000	12,116 89	17,331.60
918204108	V F CORP	104 000	4,465.88	6,483.36
920355104	VALSPAR CORP	34 000	2,371 58	2,423 86
921943858	VANGUARD FTSE DEVELOPED	18036.000	674,022 84	751,740 48
922042858	VANGUARD FTSE EMERGING MKTS	14955 000	619,532 66	615,248 70
922908553	VANGUARD REIT	16131 000	1,058,865.84	1,041,417.36
92210H105	VANTIV INC	117 000	3,211.32	3,815 37
92276F100	VENTAS INC	52.000	3,263 60	2,978 56
92345Y106	VERISK ANALYTICS INC	444 000	20,577.81	29,179 68
92343V104	VERIZON COMMUNICATIONS INC	1147.000	46,053 20	56,363 58
92343VBT0	VERIZON COMMUNICATIONS INC	10000 000	11,059 64	11,699 60
92532F100	VERTEX PHARMACEUTICALS INC	91 000	4,584 52	6,761 30
92826C839	VISA INC	330.000	38,543 57	73,484 40
928563402	VMWARE INC	275.000	22,021 04	24,670.25
92857W209	VODAFONE GROUP PLC	615 000	20,045 95	24,175 65
929903DT6	WACHOVIA CORP	10000 000	11,783 00	11,407 00
930427109	WAGEWORKS INC	103 000	3,465 34	6,122 32
931142103	WAL-MART STORES INC	109.000	6,368 84	8,577.21
931142DF7	WAL-MART STORES INC	18000.000	17,945 57	17,469.00
94106L109	WASTE MGMT INC DEL	145.000	4,477 87	6,506 15
94946T106	WELLCARE GROUP INC	68 000	4,219 75	4,788 56
949746101	WELLS FARGO & CO	2398.000	91,325 42	108,869 20
95082P105	WESCO INTL INC	57 000	3,655 39	5,190 99
95709T100	WESTAR ENERGY INC	290 000	8,580 83	9,329 30
958102105	WESTERN DIGITAL CORP	100.000	3,868 25	8,390 00
966387102	WHITING PETE CORP	124 000	6,280.76	7,671 88
966837106	WHOLE FOODS MKT INC	360.000	20,193 62	20,818.80
969904101	WILLIAMS SONOMA INC	46.000	2,165.57	2,680.88
976657106	WISCONSIN ENERGY CORP	113 000	3,862.49	4,671 42
980745103	WOODWARD INC	78 000	3,310.04	3,557.58
983919101	XILINX INC	254 000	9,576 93	11,663.68
983793100	XPO LOGISTICS INC	220 000	4,919 45	5,783 80

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989207105	ZEBRA TECHNOLOGIES CORP	115 000	5,334 81	6,219 20
98978V103	ZOETIS INC	104.000	3,168.09	3,399 76
989817101	ZUMIEZ INC	104 000	2,754 24	2,704.00
	Cash/Cash Equivalent	590821.080	590,821.08	590,821 08
		Totals:	15,881,287 39	17,724,758 74