Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAR 1, 2013 , and ending FEB 28, 2014

Name of foundation: ORVILLE D. & RUTH A. MERILLAT FOUNDATION

A Employer identification number: 38-2476813

Number and street (or P O box number if mail is not delivered to street address): 1800 WEST U.S. 223 | Room/suite

B Telephone number: (517)265-5425

City or town, state or province, country, and ZIP or foreign postal code: ADRIAN, MI 49221

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) ▶$ 55,456,044.

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 ▶ ☐

SCANNED JAN 26 2015

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	116.	116.		STATEMENT 1
	4 Dividends and interest from securities	832,551.	832,551.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,441,373.			
	b Gross sales price for all assets on line 6a 24,218,076.				
	7 Capital gain net income (from Part IV, line 2)		1,441,373.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	11,780.	11,780.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,285,820.	2,285,820.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	8,957.	8,957.		0.
	b Accounting fees STMT 5	19,500.	10,725.		8,775.
	c Other professional fees STMT 6	127,522.	127,522.		0.
	17 Interest				
	18 Taxes STMT 7	17,124.	15,124.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	115.	115.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	173,218.	162,443.		8,775.
	25 Contributions, gifts, grants paid	3,620,670.			3,620,670.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,793,888.	162,443.		3,629,445.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,508,068.			
	b **Net investment income** (if negative, enter -0-)		2,123,377.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	479,056.	3,515,053.	3,515,053.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	29,242,515.	28,883,121.	30,170,624.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	25,207,201.	21,014,874.	21,770,367.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	54,928,772.	53,413,048.	55,456,044.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	54,928,772.	53,413,048.	
	30 Total net assets or fund balances	54,928,772.	53,413,048.	
	31 Total liabilities and net assets/fund balances	54,928,772.	53,413,048.	

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	54,928,772.
2	Enter amount from Part I, line 27a	2	-1,508,068.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	53,420,704.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	7,656.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	53,413,048.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	24,218,076.		22,776,703.	1,441,373.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,441,373.

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	1,441,373.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,464,490.	54,067,705.	.064077
2011	4,009,299.	57,070,700.	.070251
2010	4,167,464.	58,207,254.	.071597
2009	4,547,770.	56,174,614.	.080958
2008	7,754,439.	76,179,632.	.101791

2 **Total** of line 1, column (d)	2	.388674
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	.077735
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,098,078.
5 Multiply line 4 by line 3	5	4,205,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,234.
7 Add lines 5 and 6	7	4,226,548.
8 Enter qualifying distributions from Part XII, line 4	8	3,629,445.

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	42,468.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	42,468.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	42,468.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,661.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	55,661.
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	13,193.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 13,193. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JOHN D. THURMAN Telephone no. ▶ (517)265-5425

Located at ▶ 1800 WEST U.S. 223, ADRIAN, MI ZIP+4 ▶ 49221

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? ☐ 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? ☐ 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUTH A. MERILLAT 1800 WEST U.S. 223 ADRIAN, MI 49221	PRESIDENT, SECRETARY 0.50	0.	0.	0.
RICHARD D. MERILLAT 1800 WEST U.S. 223 ADRIAN, MI 49221	VICE PRESIDENT, DIRECTOR 0.50	0.	0.	0.
JOHN D. THURMAN 1800 WEST U.S. 223 ADRIAN, MI 49221	TREASURER, DIRECTOR 0.50	0.	0.	0.
TRICIA L.M. MCGUIRE 1800 WEST U.S. 223 ADRIAN, MI 49221	DIRECTOR 0.50	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH TRUST COMPANY FSB P.O. BOX 1525, PENNINGTON, NJ 08534	INVESTMENT MANAGEMENT	105,898.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,879,688.
b	Average of monthly cash balances	1b	1,042,219.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	54,921,907.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	54,921,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	823,829.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,098,078.
6	**Minimum investment return.** Enter 5% of line 5	6	2,704,904.

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

1	Minimum investment return from Part X, line 6	1	2,704,904.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 42,468.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	42,468.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,662,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,662,436.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,662,436.

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	3,629,445.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,629,445.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,629,445.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,662,436.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 7,758,309.				
b From 2009 4,559,702.				
c From 2010 4,167,464.				
d From 2011 4,009,299.				
e From 2012 3,464,490.				
f **Total** of lines 3a through e	23,959,264.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 3,629,445.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,662,436.
e Remaining amount distributed out of corpus	967,009.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,926,273.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	7,758,309.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	17,167,964.			
10 Analysis of line 9:				
a Excess from 2009 4,559,702.				
b Excess from 2010 4,167,464.				
c Excess from 2011 4,009,299.				
d Excess from 2012 3,464,490.				
e Excess from 2013 967,009.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

RUTH A. MERILLAT

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				
ADRIAN COLLEGE 110 S. MADISON ST. ADRIAN, MI 49221			OPERATIONS SUPPORT	50,000.
ADRIAN COMMUNITY PRESCHOOL 876 ADDISON ST. ADRIAN , MI 49221			OPERATIONS SUPPORT	5,000.
AFRICAN INLAND MISSION INT'L 135 W CROOKED HILL RD. PEARL RIVER , NY 10965			OPERATIONS SUPPORT	5,000.
ALLIANCE DEFENSE FUND 15100 N 90TH ST SCOTTSDALE, AZ 85260			OPERATIONS SUPPORT	800.
BOYS AND GIRLS CLUB OF LENAWEE 340 E. CHURCH ST #A ADRIAN , MI 49221			OPERATIONS SUPPORT	18,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,620,670.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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10-10-13

15480108 759530 431941.00000 2013.05020 ORVILLE D. & RUTH A. MERILL 431941.1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	116.	
4 Dividends and interest from securities			14	832,551.	
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			14	11,780.	
8 Gain or (loss) from sales of assets other than inventory			18	1,441,373.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,285,820.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,285,820.

(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).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: John D Shurman | Date: 1/12/15 | Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOUGLAS A. KELLY, CPA	Douglas Kelly, CPA	1/9/15		P00091369

Firm's name ▶ REHMANN ROBSON LLC — Firm's EIN ▶ 38-3635706

Firm's address ▶ 555 BRIARWOOD CIRCLE #300 ANN ARBOR, MI 48108 — Phone no. 734-761-2005

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	PUBLICALLY TRADED SECURITIES 013	P	01/01/13	12/31/13
b	PUBLICALLY TRADED SECURITIES 014	P	01/01/13	12/31/13
c	PUBLICALLY TRADED SECURITIES M77	P	01/01/13	12/31/13
d	PUBLICALLY TRADED SECURITIES M79	P	01/01/13	12/31/13
e	PUBLICALLY TRADED SECURITIES J06	P	01/01/13	12/31/13
f	PUBLICALLY TRADED SECURITIES 083	P	01/01/13	12/31/13
g	PUBLICALLY TRADED SECURITIES	P	01/01/13	12/31/13
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,100,981.		3,279,649.	-178,668.
b	337,905.		356,540.	-18,635.
c	15,257,575.		13,603,429.	1,654,146.
d	816,641.		749,245.	67,396.
e	1,495,812.		2,021,840.	-526,028.
f	3,159,646.		2,766,000.	393,646.
g	4,494.			4,494.
h	45,022.			45,022.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-178,668.
b				-18,635.
c				1,654,146.
d				67,396.
e				-526,028.
f				393,646.
g				4,494.
h				45,022.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,441,373.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO , FL 32832			OPERATIONS SUPPORT	12,700.
CARE PREGNANCY CENTER OF LENAWEE 308 N. BROAD ST. ADRIAN , MI 49221			OPERATIONS SUPPORT	2,500.
CITY OF ADRIAN 135 E. MAUMEE ST. ADRIAN , MI 49221			OPERATIONS SUPPORT	700.
DAMASCUS ROAD INC 301 S. TECUMSEH ST. ADRIAN , MI 49221			OPERATIONS SUPPORT	3,000.
DAYSPRING INTERNATIONAL 1062 LASKIN RD SUITE 21A VIRGINIA BEACH, VA 23451			OPERATIONS SUPPORT	18,000.
FAMILY COUNSELING AND CHILDRENS SERVICES 220 N. MAIN ST. ADRIAN , MI 49221			OPERATIONS SUPPORT	2,500.
FAMILY OUTREACH MINISTRIES 2500 WILFORD DR TOLEDO, OH 43615			OPERATIONS SUPPORT	2,000.
FOCUS ON THE FAMILY 8605 EXPLORER DR. COLORADO SPRINGS, CO 80920			OPERATIONS SUPPORT	100,000.
FOUNDATION FOR TRADITIONAL VALUES 3721 W. MICHIGAN AVE. SUITE #204 LANSING , MI 48917			OPERATIONS SUPPORT	4,000.
GREAT COMMISSION MINISTRIES 11002 LAKE HART DR #100 WINTER PARK, FL 32832			OPERATIONS SUPPORT	3,500.
Total from continuation sheets				3,541,870.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOSPICE OF LENAWEE 415 MILL RD. ADRIAN , MI 49221			OPERATIONS SUPPORT	15,000.
HUNTINGTON UNIVERSITY 2303 COLLEGE AVENUE HUNTINGTON, IN 46750			OPERATIONS SUPPORT	100,000.
JUDAH CHRISTIAN COMMUNITY 972 BEECHWOOD RD. COLUMBUS , OH 43227			OPERATIONS SUPPORT	2,000.
LENAWEE CHRISTIAN MINISTRIES 1800 W. US HIGHWAY 223 ADRIAN , MI 49221			OPERATIONS SUPPORT	3,014,500.
LENAWEE COMMUNITY FOUNDATION 603 N. EVANS ST TECUMSEH, MI 49286			OPERATIONS SUPPORT	3,000.
LENAWEE COUNTY MISSION 227 N. BROAD ST. ADRIAN, MI 49221			OPERATIONS SUPPORT	4,000.
LENAWEE EMERGENCY AND AFFORDABLE HOUSING CORP. 307 E. CHURCH ST. ADRIAN, MI 49221			OPERATIONS SUPPORT	3,750.
LENAWEE UNITED WAY 4224 W. MAUMEE ST. ADRIAN, MI 49221			OPERATIONS SUPPORT	4,000.
LIFE ACTION MINISTRIES 2727 NILES BUCHANAN RD. BUCHANAN, MI 49107			OPERATIONS SUPPORT	3,000.
MOODY BIBLE INSTITUTE 820 N. LASALLE BLVD. CHICAGO, IL 60610			OPERATIONS SUPPORT	100,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MURK FAMILY MINISTRIES 11818 298TH ST. NEW AUBURN, WI 54757			OPERATIONS SUPPORT	1,500.
NATIONAL PRAYER COMMITTEE 8655 EXPLORER DR. COLORADO SPRINGS, CO 80920			OPERATIONS SUPPORT	3,000.
PRISON FELLOWSHIP 44180 RIVERSIDE PKWY SUITE #100 LANSDOWNE, VA 20176			OPERATIONS SUPPORT	1,500.
RESTORATION OF THE FAMILY 323 PALM DRIVE OVEIDO, FL 32765			OPERATIONS SUPPORT	3,500.
SHARE EDUCATION SERVICES 4610 S. CLUBVIEW DRIVE ADRIAN, MI 49221			OPERATIONS SUPPORT	4,500.
THE NAVIGATORS 3820 N 30TH STREET COLORADO SPRINGS, CO 80934			OPERATIONS SUPPORT	720.
THE SALVATION ARMY 247 W. CHURCH ST. ADRIAN, MI 49221			OPERATIONS SUPPORT	4,000.
WILLOW CREEK ASSOCIATION 67 E. ALGONQUIN RD. SOUTH BARRINGTON, IL 60010			OPERATIONS SUPPORT	100,000.
WINEBRENNER THEOLOGICAL SEMINARY 950 N. MAIN STREET FINDLAY, OH 45840			OPERATIONS SUPPORT	20,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901			OPERATIONS SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - CHECKING	116.	116.	
TOTAL TO PART I, LINE 3	116.	116.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH 013	383,207.	31,472.	351,735.	351,735.	
MERRILL LYNCH 014	50,197.	7,440.	42,757.	42,757.	
MERRILL LYNCH 083	78.	0.	78.	78.	
MERRILL LYNCH D40	138,791.	0.	138,791.	138,791.	
MERRILL LYNCH D80	8.	0.	8.	8.	
MERRILL LYNCH M77	267,007.	6,110.	260,897.	260,897.	
MERRILL LYNCH M79	38,285.	0.	38,285.	38,285.	
TO PART I, LINE 4	877,573.	45,022.	832,551.	832,551.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH M77	11,248.	11,248.	
MERRILL LYNCH M79	556.	556.	
LOWE PASSTHROUGH INCOME/(LOSS)	-24.	-24.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,780.	11,780.	

FORM 990-PF | LEGAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,957.	8,957.		0.
TO FM 990-PF, PG 1, LN 16A	8,957.	8,957.		0.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,500.	10,725.		8,775.
TO FORM 990-PF, PG 1, LN 16B	19,500.	10,725.		8,775.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	105,898.	105,898.		0.
MANAGEMENT FEES	323.	323.		0.
INVESTMENT MANAGEMENT FEES	21,301.	21,301.		0.
TO FORM 990-PF, PG 1, LN 16C	127,522.	127,522.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	15,124.	15,124.		0.
EXCISE TAX	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,124.	15,124.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	115.	115.		0.
TO FORM 990-PF, PG 1, LN 23	115.	115.		0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH D40	2.	1,535.
MERRILL LYNCH 013	13,447,476.	13,714,115.
MERRILL LYNCH 014	1,294,669.	1,388,612.
MERRILL LYNCH M77	12,796,287.	13,491,904.
MERRILL LYNCH M79	1,344,687.	1,574,458.
MERRILL LYNCH #J06	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,883,121.	30,170,624.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH D40	FMV	2,172,876.	1,445,486.
MERRILL LYNCH J06	FMV	1,858,000.	1,871,006.
MERRILL LYNCH 083	FMV	9,233,999.	10,297,200.
MERRILL LYNCH 084	FMV	7,749,999.	8,156,675.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,014,874.	21,770,367.

FORM 990-PF LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11 STATEMENT 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
IQ ABSOLUTE RETURN SELECT (OFFSHORE) FUND, LTD	

ADDRESS — EXCESS BUSINESS HOLDING [ ] YES [X] NO

P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
IQ GLOBAL LONG/SHORT EQUITY SELECT (OFFSHORE) FUND, LTD	

ADDRESS — EXCESS BUSINESS HOLDING [ ] YES [X] NO

P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
CORRUM CAPITAL EQUITY (OFFSHORE) FUND - SELECT LTD	

ADDRESS — EXCESS BUSINESS HOLDING [ ] YES [X] NO

27 HOSPITAL RD, 5TH FL, P.O. BOX 1029
GRAND CAYMAN, CAYMAN ISLANDS KY1-1003

O AND R1 HEDGE FUNDS | Account Number: D40

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND	20,000.00	20,000.00	1.0000	**20,000.00**		

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ACCELERATE DIAGNOSTICS INC	AXDX	03/02/06	103	0.0097	1 00	14.7800	**1,522.34**	1,521 34		
LUMENIS LTD		03/14/05	1	1.0000	1.00	N/A	**N/A**	N/A		
LUMENIS LTD SHS CL B	LMNS	N/A	1	N/A	N/A	12 2000	**12.20**			
TOTAL					2 00		**1,534.54**	1,521.34		

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S☆)

Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ML-SILVER LAKE *(OFFSHORE) II CLASS A* *EST MKT PRICE AS OF 09/30/13*	01/22/04	1,387	1,038.2127	1,440,001.00	497.0000	**689,339.00**			
1MTH ML-SILVER LAKE II *(OFFSHORE) LP CLASS A* *EST MKT PRICE AS OF 09/30/13*	04/02/07	500	0.0020	1.00	0.4970	**248.50**			
TOTAL				1,440 002 00		**689,587.50**			
TOTAL PRINCIPAL INVESTMENTS				**1,460,004.00**		**711,122.04**	1,521.34		

Notes

☆These alternative investments are provided for informational purposes only, and are not registered in the name of nor held by MLPF&S or its nominees.

Total values exclude N/A items

O AND R1 HEDGE FUNDS   Account Number: D40

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

February 01, 2014 - February 28, 2014

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.42	0.42		**.42**		
BIF MONEY FUND	4,672.00	4,672 00	1.0000	**4,672.00**		
TOTAL		4,672.42		**4,672.42**		
TOTAL INCOME INVESTMENTS		4,672 42		**4,672.42**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,464,676.42	**715,794.46**	1,521 34			

ASSETS NOT HELD/VALUED BY MLPF&S

The amount shown for Assets Not Held/Valued by MLPF&S is for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. Except for individual retirement accounts, MLPF&S does not hold or act as custodian of and has no responsibility to safekeep, monitor or value these investments and the investments are not registered in the name of nor held by MLPF&S or its nominees. MLPF&S makes no representation as to the accuracy of the value(s) provided, and the investments are not covered by SIPC.

ALL OTHER ASSETS NOT HELD/VALUED BY MLPF&S

Description	Quantity	Cost Basis	Est. Value
LOWE REAL ESTATE INCOME & GROWTH PARTNERS LLC	2,000	732,874	**755,898**
Sub-Total			

	Total Cost Basis	Total Estimated Value
Net Investments	2,197,550	1,471,692 46

O AND R FDN2 PIA FIX — Account Number: 014

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2014 - February 28, 2014

INCOME: Objective is to obtain a continuing stream of income from investments. In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.96	0 96		**.96**		
BIF MONEY FUND	23,454 00	23,454.00	1.0000	**23,454.00**		
TOTAL		23,454.96		**23,454.96**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
DOUBLELINE CORE FIXED	15,602	174,415.57	10.8900	**169,905.78**	(4,509 79)	172,999	**(3,093)**	**7,317**	4 30
INCOME FUND CL I									
SYMBOL DBLFX Initial Purchase:05/24/12									
Fixed Income 100%									
.6310 Fractional Share		6.81	10 8900	**6.87**	06			**1**	4.30
LOOMIS SAYLES GLBL BOND	34,722	506,557.55	16 4600	**571,524.12**	64,966 57	506,419	**65,104**	**17,813**	3 11
FD INSTL CL									
SYMBOL: LSGBX Initial Purchase:06/27/07									
Fixed Income 100%									
.3580 Fractional Share		5 54	16.4600	**5.89**	.35			**1**	3.11
PIMCO FOREIGN BOND FD	16,422	172,595 22	10.6700	**175,222.74**	2,627.52	172,595	**2,627**	**3,792**	2.16
(USD HEDGED) CL P									
SYMBOL: PFBPX Initial Purchase.12/26/13									

O AND R FDN2 PIA FIX   Account Number: 014

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
Fixed Income 100%									
3600 Fractional Share		3.78	10 6700	**3.84**	06			**1**	2.16
PIMCO TOTAL RETURN FUND *CL P*	22,923	241,090.55	10.8600	**248,943.78**	7,853 23	231,801	**17,142**	**5,731**	2.30
SYMBOL: PTTPX Initial Purchase 02/17/09									
Fixed Income 100%									
.1070 Fractional Share		1 14	10 8600	**1.16**	02			**1**	2 30
TEMPLETON GLOBAL TOTAL *RETURN FUND CL ADV*	16,792	199,992.72	13.2800	**222,997.76**	23,005 04	199,992	**23,005**	**9,219**	4.13
SYMBOL: TTRZX Initial Purchase 11/23/09									
Fixed Income 100%									
Subtotal (Fixed Income)				*1,388,611.94*					
TOTAL		1,294,668 88		**1,388,611.94**	93,943 06		**104,785**	**43,876**	3 16
TOTAL PRINCIPAL INVESTMENTS		1,318,123.84		**1,412,066.90**	93,943.06			**43,876**	3 11

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions

OANDR1 FIXED INCOME   Account Number: 013

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2014 - February 28, 2014

INCOME: Objective is to obtain a continuing stream of income from investments In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.04	0.04		**.04**		
BIF MONEY FUND	20,138.00	20,138 00	1 0000	**20,138.00**		
TOTAL		20,138.04		**20,138.04**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ALLIANCEBERNSTEIN	300,485	2,608,209 80	8 7700	**2,635,253.45**	27,043.65	2,608,209	**27,043**	**30,648**	1 16
UNCONSTRAINED BOND ADV									
SYMBOL. AGSIX Initial Purchase:12/26/13									
Alternative Investments 100%									
.9850 Fractional Share		8.55	8 7700	**8.64**	09			**1**	1 16
BLACKROCK STRATEGIC	202,356	2,043,795.59	10.2400	**2,072,125.44**	28,329.85	2,043,795	**28,329**	**52,405**	2 52
INCOME OPPRTNTS PTF INST									
SYMBOL: BSIIX Initial Purchase 12/27/12									
Alternative Investments 100%									
0020 Fractional Share		0 02	10.2400	**.02**					2 52
DOUBLELINE CORE FIXED	154,406	1,726,110 36	10.8900	**1,681,481.34**	(44,629 02)	1,712,026	**(30,544)**	**72,405**	4 30
INCOME FUND CL I									
SYMBOL. DBLFX Initial Purchase.05/24/12									

OANDR1 FIXED INCOME Account Number: 013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01. 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Fixed Income 100%									
.1810 Fractional Share		1.94	10 8900	**1.97**	03			**1**	4 30
LOOMIS SAYLES GLBL BOND	81,417	1,352,787 66	16 4600	**1,340,123.82**	(12,663.84)	1,338,124	**1,999**	**41,767**	3.11
FD INSTL CL									
SYMBOL: LSGBX Initial Purchase:05/24/12									
Fixed Income 100%									
.9220 Fractional Share		14 97	16 4600	**15.18**	21			**1**	3 11
PIMCO TOTAL RETURN FUND	154,058	1,578,829 77	10.8600	**1,673,069.88**	94,240.11	1,484,380	**188,689**	**38,515**	2.30
CL P									
SYMBOL: PTTPX Initial Purchase:02/17/09									
Fixed Income 100%									
.5400 Fractional Share		5 51	10 8600	**5.86**	35			**1**	2 30
PIMCO UNCONSTRAINED	236,532	2,646,386.39	11.2000	**2,649,158.40**	2,772.01	2,646,386	**2,772**	**20,320**	.76
BOND FUND CL P									
SYMBOL: PUCPX Initial Purchase:02/25/11									
Alternative Investments 100%									
.0940 Fractional Share		1.05	11.2000	**1.05**				**1**	.76
TEMPLETON GLOBAL TOTAL	125,216	1,491,322 55	13.2800	**1,662,868.48**	171,545 93	1,491,322	**171,545**	**68,743**	4.13
RETURN FUND CL ADV									
SYMBOL: TTRZX Initial Purchase:11/23/09									
Fixed Income 100%									
1180 Fractional Share		1 41	13.2800	**1.57**	16			**1**	4 13
Subtotal (Fixed Income)				*6,357,568.10*					
Subtotal (Alternative Investments)				*7,356,547.00*					

OANDR1 FIXED INCOME   Account Number: 013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOTAL		13,447,475.57		**13,714,115.10**	266,639.53		**389,833**	**324,809**	2.37
TOTAL PRINCIPAL INVESTMENTS		13,467,613.61		**13,734,253.14**	266,639.53			**324,809**	2.36

Total Client Investment: Cost of shares directly purchased and still held. Does not include *shares purchased through reinvestment.*
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	0.56	0.56		**.56**		
BIF MONEY FUND	10,616.00	10,616.00	1.0000	**10,616.00**		
TOTAL		10,616.56		**10,616.56**		
TOTAL INCOME INVESTMENTS		10,616 56		**10,616.56**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	13,478,230.17	**13,744,869.70**	266,639.53		**324,809**	2.36

O AND R FDN1 EQUITY — Account Number. M77

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2014 - February 28, 2014

TOTAL RETURN: Objective is to strike a balance between current income and growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.79	0.79		.79		
BIF MONEY FUND	62,856.00	62,856 00	1.0000	**62,856.00**		
TOTAL		62,856 79		**62,856.79**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ISHARES CORE S&P SMALL CAP ETF SYMBOL. IJR Initial Purchase.01/02/14 Equity 100%	4,141	445,570.36	109 7200	**454,350.52**	8,780 16	445,570	**8,780**	**4,523**	.99
ISHARES MSCI EAFE SYMBOL: EFA Initial Purchase:10/22/12 Equity 100%	47,436	2,834,175 50	67.5100	**3,202,404.36**	368,228 86	2,834,175	**368,228**	**80,784**	2.52
ISHARES MSCI EMERGING MKTS SYMBOL: EEM Initial Purchase·12/27/12 Equity 100%	22,091	942,058.28	39 4800	**872,152.68**	(69,905.60)	942,058	**(69,905)**	**18,955**	2 17
ISHARES MSCI EAFE SMALL	8,855	446,554.99	52.7400	**467,012.70**	20,457.71	446,554	**20,457**	**10,803**	2.31

O AND R FDN1 EQUITY Account Number: M77

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
CAP									
SYMBOL SCZ Initial Purchase.01/02/14									
Equity 100%									
MAINSTAY MARKETFIELD	81,590	1,502,887 80	18 6900	**1,524,917.10**	22,029 30	1,502,887	**22,029**	**153**	.01
FUND CL I									
SYMBOL MFLDX Initial Purchase·02/12/14									
Alternative Investments 100%									
.9230 Fractional Share		17 00	18 6900	**17.25**	25				01
ROBECO BP LONG SHORT	104,016	1,490,549 28	14.4800	**1,506,151.68**	15,602.40	1,490,549	**15,602**		
RESEARCH FD INSTL CL									
SYMBOL: BPIRX Initial Purchase.02/12/14									
Alternative Investments 100%									
3630 Fractional Share		5 20	14.4800	**5.26**	06				
SPDR S&P 500 ETF TRUST	21,940	3,771,540.03	186.2900	**4,087,202.60**	315,662 57	3,771,540	**315,662**	**73,521**	1.79
SYMBOL: SPY Initial Purchase:10/22/12									
Equity 100%									
WELLS FARGO ABSOLUTE	123,008	1,362,928 64	11.2000	**1,377,689.60**	14,760 96	1,362,928	**14,760**	**21,148**	1 53
RETURN FD CL ADM									
SYMBOL· WARDX Initial Purchase 02/12/14									
Alternative Investments 100%									
Subtotal (Equities)				9,083,122 86					
Subtotal (Alternative Investments)				4,408,780 89					

O AND R FDN1 EQUITY

Account Number: M77

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
TOTAL		12,796,287.08		**13,491,903.75**	695,616.67		**695,613**	**209,887**	1.56
TOTAL PRINCIPAL INVESTMENTS		12,859,143.87		**13,554,760.54**	695,616 67			**209,887**	1 55

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL PRINCIPAL/INCOME INVESTMENTS	12,859,143 87	**13,554,760.54**	695,616 67		**209,887**	1.55

O AND R FDN2 EQUITY   Account Number.   M79

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2014 - February 28, 2014

GROWTH: Objective is to accumulate wealth over time through price appreciation rather than current income. The investor should be willing to accept the risk of price volatility and principal loss in seeking to achieve growth.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	0.50	0.50		.50		
BIF MONEY FUND	4,550.00	4,550.00	1 0000	4,550.00		
TOTAL		4,550 50		**4,550.50**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
ISHARES CORE S&P SMALL CAP ETF SYMBOL. IJR Initial Purchase 01/02/14 Equity 100%	718	77,256 58	109.7200	**78,778.96**	1,522.38	77,256	**1,522**	**785**	99
ISHARES MSCI EAFE SYMBOL EFA Initial Purchase 07/25/12 Equity 100%	8 222	446,146.97	67.5100	**555,067.22**	108,920.25	446,146	**108,920**	**14,003**	2.52
ISHARES MSCI EMERGING MKTS SYMBOL EEM Initial Purchase.12/27/12 Equity 100%	3,831	156,368 16	39.4800	**151,247.88**	(5,120.28)	156,368	**(5,120)**	**3,288**	2 17
ISHARES MSCI EAFE SMALL	1,534	77,359 16	52 7400	**80,903.16**	3,544.00	77,359	**3,544**	**1,872**	2.31

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O AND R FDN2 EQUITY   Account Number: M79

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2014 - February 28, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
CAP SYMBOL SCZ Initial Purchase 01/02/14 Equity 100%									
SPDR S&P 500 ETF TRUST SYMBOL SPY Initial Purchase:08/24/12 Equity 100%	3,803	587,555 92	186 2900	**708,460.87**	120,904 95	587,555	**120,904**	**12,744**	1.79
Subtotal (Equities)				1,574,458.09					
TOTAL		1,344,686.79		**1,574,458.09**	229,771.30		**229,770**	**32,692**	2 08
TOTAL PRINCIPAL INVESTMENTS		1,349,237.29		**1,579,008.59**	229,771.30			**32,692**	2.07

Total Client Investment: Cost of shares directly purchased and still held Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 47	0.47		.47		

ORVILLE D. & RUTH A. MERILLAT

Account Number: J06

24-Hour Assistance: (866) 4MLBUSINESS
Access Code: 91-656-04506

YOUR WCMA ASSETS

February 01, 2014 - February 28, 2014

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.64	0.64		**.64**		

A change in tier assignment will automatically convert the class of BBIF money fund shares held in your account. The WCMA Agreement and Program Description and the BBIF Fund Prospectus contain more details.

ALTERNATIVE INVESTMENTS HELD AT MLPF&S Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
BRENT CLIRN ISSUER BAC *CAP 40.05% SV 109.83 DUE 05/19/14 BUF 5.00%*	11/20/12	185,800	10.0000	1,858,000.00	10 0700	**1,871,006.00**	13,006.00		
TOTAL				1,858,000.00		**1,871,006.00**	13,006.00		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	1,858,000.64	**1,871,006.64**	13,006.00			

ORVILLE AND RUTH MERILLAT Account Number: 083 **24-Hour Assistance: (800) MERRILL**

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

February 01, 2014 - February 28, 2014

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
FIA Card Services, N A.	0	1,873,058	.05	71.85	**2,913,717**
Bank of America CA, N A	0	158,142	05	6 07	**246,006**
TOTAL ML Bank Deposit Program	0			77 92	**3,159,723**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	1.10	1.10		**1.10**		
+ML BANK DEPOSIT PROGRAM	3,159,723 00	3,159,723.00	1.0000	**3,159,723.00**	**1,580**	05
+FDIC INSURED NOT SIPC COVERED						
TOTAL		3,159,724.10		**3,159,724.10**	**1,580**	05

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S☆)

Description	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
IQ GLOBAL LONG/SHORT	11/01/10	2,234	1,000 0000	2,234,000.00	1,142.3160	2,551,933 94	317,933.94		
EQUITY SELECT (OFFSHORE) FUND LTD CLASS II (N)									
EST MKT PRICE AS OF 12/31/13									
IQ GLOBAL LONG/SHORT	03/01/11	1,780	1,032 4000	1,837,672.00	1,142.3160	2,033,322 48	195,650 48		
IQ GLOBAL LONG/SHORT	03/01/11	5,000	1,032 4000	5,162,000 00	1,142.3160	5,711,580 00	549,580 00		
(3180 FRACTIONAL SHARE)	*03/01/11*		*1,029 1509*	*327.27*	*1,142 3160*	*363 26*	*35 99*		
Subtotal		*9,014.3180*		*9,233,999.27*		***10,297,199.68***	*1,063,200.41*		
TOTAL				9,233,999 27		**10,297,199.68**	1,063,200 41		

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	12,393,723 37	**13,456,923.78**	1,063,200.41		**1,579**	.01

Merrill Lynch Wealth Management
Bank of America Corporation

PRIVATE BANKING & INVESTMENT GROUP

ORVILLE AND RUTH MERILLAT

Account Number: 084

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

February 01, 2014 - February 28, 2014

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 15	0 15		.15		

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S☆)

Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
IQ ABSOLUTE RETURN	11/01/10	3,750	1,000.0000	3,750,000.00	1,059 1161	3,971,685 38	221,685.38		
SELECT (OFFSHORE) FUND LTD CLASS II (N)									
EST MKT PRICE AS OF 12/31/13									
IQ ABSOLUTE RETURN	03/01/11	3,750	1,012 3000	3,796,125.00	1,059.1161	3,971,685.38	175,560.38		
IQ ABSOLUTE RETURN	03/01/11	201	1,012.3000	203,472 32	1,059.1161	212,882.34	9,410.02		
(3980 FRACTIONAL SHARE)	*03/01/11*		*1,009.7487*	*401 88*	*1,059.1161*	*421 53*	*19.65*		
Subtotal		*7,701 3980*		*7,749,999.20*		**8,156,674.63**	*406,675.43*		
TOTAL				7,749,999.20		**8,156,674.63**	406,675.43		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	7,749,999.35	**8,156,674.78**	406,675.43			

Notes

☆These alternative investments are provided for informational purposes only, and are not registered in the name of nor held by MLPF&S or its nominees.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. ORVILLE D. & RUTH A. MERILLAT FOUNDATION	Employer identification number (EIN) or 38-2476813
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1800 WEST U.S. 223	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ADRIAN, MI 49221	

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

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

- The books are in the care of ▶ JOHN D. THURMAN 1800 WEST U.S. 223 - ADRIAN, MI 49221
  Telephone No. ▶ (517)265-5425 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until OCTOBER 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ____ or
▶ [X] tax year beginning MAR 1, 2013 , and ending FEB 28, 2014 .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 55661.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 20661.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 35000.

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

11410710 759530 431941.00000 2013.04000 ORVILLE D. & RUTH A. MERILL 431941.1

1015 3020 0001 6471 8555 431941

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
ORVILLE D. & RUTH A. MERILLAT FOUNDATION

Employer identification number (EIN) or
38-2476813

Number, street, and room or suite no. If a P.O. box, see instructions.
1800 WEST U.S. 223

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
ADRIAN, MI 49221

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ JOHN D. THURMAN
1800 WEST U.S. 223 - ADRIAN, MI 49221

Telephone No. ▶ (517)265-5425 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until JANUARY 15, 2015.

5 For calendar year ______ , or other tax year beginning MAR 1, 2013 , and ending FEB 28, 2014 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 55,661.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 55,661.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Mary R. Bowkey Title ▶ CPA Date ▶ 10/7/14

COPY

323842
12-31-13

11541002 759530 431941.00000 2013.04030 ORVILLE D. & RUTH A. MERILL 431941.1