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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning 04/01/12, and ending 03/31/13

Name of foundation TR U/W VIVIAN S WEST - WEST MEMORIAL FUND		A Employer identification number 56-6520255
Number and street (or P O box number if mail is not delivered to street address) BANK OF AM. ONE HANOVER SQUARE 3RD	Room/suite FLOOR	B Telephone number (see instructions) 919-829-6771
City or town, state, and ZIP code RALEIGH NC 27601-1754		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,036,196	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	164,491	164,491		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	95,892			
	b Gross sales price for all assets on line 6a 1,594,549				
	7 Capital gain net income (from Part IV, line 2)		95,892		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Stmt 1	-9,026	-9,026		
	12 Total. Add lines 1 through 11	251,357	251,357	0	
	13 Compensation of officers, directors, trustees, etc	123,752	72,224		51,528
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	8,880	4,440		4,440
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,196	13		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	1,641			1,641
	24 Total operating and administrative expenses. Add lines 13 through 23	136,469	76,677	0	57,609
	25 Contributions, gifts, grants paid	274,006			274,006
	26 Total expenses and disbursements. Add lines 24 and 25	410,475	76,677	0	331,615
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-159,118			
	b Net investment income (if negative, enter -0-)		174,680		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		477,233	182,048	182,048
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 5		5,217,425	5,359,514	6,478,269
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ Stmt 6	237,410	237,410	237,410	316,130
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 7		-18,638	-24,660	59,749
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶))			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		5,913,430	5,754,312	7,036,196
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶))			
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		5,913,430	5,754,312	
	30	Total net assets or fund balances (see instructions)		5,913,430	5,754,312	
	31	Total liabilities and net assets/fund balances (see instructions)		5,913,430	5,754,312	

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	5,913,430
2	Enter amount from Part I, line 27a	2	-159,118
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,754,312
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,754,312

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	SALE OF PUBLICLY TRADED SECURITIES	P	Various	Various
b	SALE OF PUBLICLY TRADED SECURITIES	P	Various	Various
c	CAPITAL GAIN DISTRIBUTIONS			
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 559,989		564,382	-4,393
b 996,004		934,275	61,729
c 38,556			38,556
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			-4,393
b			61,729
c			38,556
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	95,892
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))
2011	344,819	6,718,408	0.051325
2010	295,021	6,948,399	0.042459
2009	331,115	6,054,040	0.054693
2008	380,937	6,427,439	0.059267
2007	382,897	8,065,561	0.047473

2 Total of line 1, column (d)	2	0.255217
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	0.051043
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,654,639
5 Multiply line 4 by line 3	5	339,673
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,747
7 Add lines 5 and 6	7	341,420
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	331,615

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,494
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	3,494
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	3,494
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,800
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,800
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	694
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES G SULLIVAN 1100 CONFERENCE DR Located at ► GREENVILLE NC ZIP+4 ► 27858 Telephone no ► 252-756-8888			
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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 (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
See Statement 8				
2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	

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	6,153,465
b	Average of monthly cash balances	1b	286,384
c	Fair market value of all other assets (see instructions)	1c	316,130
d	Total (add lines 1a, b, and c)	1d	6,755,979
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	6,755,979
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	101,340
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,654,639
6	Minimum investment return. Enter 5% of line 5	6	332,732

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	332,732
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,494
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,494
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	329,238
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	329,238
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	329,238

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	331,615
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	331,615
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	331,615

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				329,238
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			325,127	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 331,615				
a Applied to 2011, but not more than line 2a			325,127	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				6,488
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				322,750
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))
N/A

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
N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
JAMES G SULLIVAN 252-756-8888
1100 CONFERENCE DRIVE GREENVILLE NC 27858

b The form in which applications should be submitted and information and materials they should include
APPLICATION FORMS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
501(C)(3) CHARITIES

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 9				274,006
Total			3a	274,006
b Approved for future payment N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	164,491	
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			14	38,556	57,336
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	WEST REALTY COMPANY			16	-419	
c	PINE RIDGE INVESTORS LP			16	-8,607	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		194,021	57,336
13	Total. Add line 12, columns (b), (d), and (e)				13	251,357

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEST REALTY COMPANY	\$ -419	\$ -419	\$
PINE RIDGE INVESTORS LP	-8,607	-8,607	
Total	<u>\$ -9,026</u>	<u>\$ -9,026</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SULLIVAN, SHEARIN & COMPANY	\$ 8,880	\$ 4,440	\$	\$ 4,440
Total	<u>\$ 8,880</u>	<u>\$ 4,440</u>	<u>\$ 0</u>	<u>\$ 4,440</u>

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE PROPERTY TAX	\$ 13	\$ 13	\$	
990-PF ESTIMATED TAXES	2,183			
Total	<u>\$ 2,196</u>	<u>\$ 13</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses		\$	\$	
INSURANCE - DISTRIBUTION COMM	1,641			1,641
Total	<u>\$ 1,641</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 1,641</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE	\$ 5,217,425	\$ 5,359,514		\$ 6,478,269
Total	\$ 5,217,425	\$ 5,359,514		\$ 6,478,269

Statement 6 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND - STATESVILLE, NC	\$ 237,410	\$ 237,410	\$	\$ 316,130
Total	\$ 237,410	\$ 237,410	\$ 0	\$ 316,130

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WEST REALTY CO PARTNERSHIP	\$ 57,167	\$ 59,748		\$ 59,748
PINE RIDGE INVESTORS PARTNERSHIP	-75,805	-84,408		1
Total	\$ -18,638	\$ -24,660		\$ 59,749

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Federal Statements

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DANNY MCNALLY 498 RED BANKS RD GREENVILLE NC 27858	DIRECTOR	0.53	4,850	0	0
JAMES G SULLIVAN 1100 CONFERENCE DR GREENVILLE NC 27858	CHAIRMAN	1.72	15,725	0	0
JAMES G SULLIVAN 1100 CONFERENCE DR GREENVILLE NC 27858	CO-TRUSTEE	3.92	35,704	0	0
DAVID EMSWILER ONE HANOVER SQUARE RALEIGH NC 27601	COMMITTEE	0.50	0	0	0
BANK OF AMERICA ONE HANOVER SQUARE RALEIGH NC 27601	CO-TRUSTEE	7.41	67,473	0	0

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

APPLICATION FORMS AVAILABLE AT ABOVE ADDRESS

Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

501(C)(3) CHARITIES

Federal Statements

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
HOOVER MEMORIAL CHRISTIAN	1111 GREENVILLE BLVD	NONE	501c3	501c3 CHARITABLE PURPOSES	40,000
GREENVILLE NC 27858	WARD SPORTS MEDICINE BLDG	NONE	501c3	501c3 CHARITABLE PURPOSES	60,000
THE ECU FOUNDATION INC	MAIL DROP 505 RIVERS BLDG	NONE	501c3	501c3 CHARITABLE PURPOSES	12,000
GREENVILLE NC 27858	1721 BLUE BANKS FARM RD	NONE	501c3	501c3 CHARITABLE PURPOSES	40,000
ECU - COLLEGE OF HUMAN ECOLOGY	PO BOX 1357	NONE	501c3	501c3 CHARITABLE PURPOSES	5,000
GREENVILLE NC 27834	PO BOX 1357	NONE	501c3	501c3 CHARITABLE PURPOSES	15,000
GREENVILLE CHORAL SOCIETY	2683 NC 903 NORTH	NONE	501c3	501c3 CHARITABLE PURPOSES	19,247
GREENVILLE NC 27835	PO BOX 3412	NONE	501c3	501c3 CHARITABLE PURPOSES	8,000
J.H. ROSE HIGH SCHOOL BAND BOOSTERS	497 WEST 9TH STREET	NONE	501c3	501c3 CHARITABLE PURPOSES	30,000
GREENVILLE NC 27858	802 SOUTH EVANS STREET	NONE	501c3	501c3 CHARITABLE PURPOSES	29,759
STOKES SCHOOL	1717 W 5TH STREET	NONE	501c3	501c3 CHARITABLE PURPOSES	15,000
STOKES NC 27884	GREENVILLE NC 27834	NONE	501c3	501c3 CHARITABLE PURPOSES	274,006
OPERATION SUNSHINE INC					
GREENVILLE NC 27836					
FOOD BANK OF CENTRAL & EASTERN NC					
GREENVILLE NC 27834					
GREENVILLE MUSEUM OF ART					
GREENVILLE NC 27834					
PITT COUNTY GOVERNMENT					
GREENVILLE NC 27834					
Total					

TR U/W VIVIAN S WEST - WEST MEMORIAL FUND
EIN 56-6520255

FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	<u>CORPORATE STOCK</u>		
139	ABBOTT LABS	4,909 48	3,583 97
229	ABBVIE INC	9,338 62	7,277 04
50	ACCENTURE PLC	3,798 50	2,981 16
66	ACCENTURE PLC	5,014 02	3,760 05
90	ACCENTURE PLC	6,837 30	4,688 67
41	ACE LTD	3,647 77	3,175 84
29	AFFILIATED MANAGERS GROUP	4,453 53	2,955 38
16	AFFILIATED MANAGERS GROUP	2,457 12	1,761 47
66	AKAMAI TECHNOLOGIES INC	2,331 12	1,923 60
75	AKAMAI TECHNOLOGIES INC	2,649 00	2,854 40
30	ALBEMARLE CORP	1,875 60	1,772 78
44	ALEXION PHARMACEUTICALS INC	4,054 16	1,234 47
20	ALLIANCE DATA SYS CORP	3,237 80	2,482 93
350	ALTRIA GROUP INC	12,036 50	3,196 64
137	ALTRIA GROUP INC	4,711 43	2,246 25
30	AMAZON COM INC	7,994 70	5,799 50
254	AMEREN CORP	1,882 14	2,762 88
66	AMERICAN ELEC PWR INC	3,209 58	2,043 05
600	AMERICAN EXPRESS CO	40,476 00	21,894 76
151	AMERICAN EXPRESS CO	10,186 46	9,599 04
91	AMERICAN EXPRESS CO	6,138 86	3,465 01
66	AMERICAN INTL GROUP INC	2,562 12	2,291 39
25	AMERISOURCEBERGEN CORP	1,286 25	972 63
87	AMETEK INC	3,772 32	1,006 41
90	AMGEN INC	9,225 90	6,333 43
112	AMPHENOL CORP	8,360 80	4,775 99
38	ANHEUSER BUSCH INBEV	3,782 90	3,665 52
625	APACHE CORP	48,225 00	22,604 94
7	APPLE INC	3,098 62	4,392 86
8231 387	AQR MANAGED FUTURES STRATEGY FUND	82,890 07	80,000 00
5776 042	ARBITRAGE FUND	73,529 01	75,000 00
88	ARUBA NETWORKS INC	2,177 12	1,834 78
38	ASHLAND INC	2,823 40	2,364 16
308	AT&T INC	11,300 52	8,758 52
337	ATMEL CORP	2,345 18	2,395 22
44	AUTOLIV INC	3,042 16	3,004 66
80	AUTOMATIC DATA PROCESSING INC	5,202 40	2,852 86
51	AUTONATION INC	2,231 25	1,370 88
34	AUTOZONE INC	13,490 18	12,527 03
57	BALLY TECHNOLOGIES INC	2,962 29	2,228 45
76	BED BATH & BEYOND	4,895 92	4,345 45
500	BERKSHIRE HATHAWAY INC	52,100 00	39,692 64
36	BHP BILLITON PLC	2,463 48	2,491 92
105	BIOGEN IDEC INC	20,224 89	11,449 83
5	BLACKROCK INC	1,284 40	781 53
19	BLACKROCK INC	4,880 72	2,980 42
73	BOEING CO	6,267 05	5,013 33
96	BOISE CASCADE CO	3,258 24	2,615 88
525	BRISTOL MYERS SQUIBB CO	21,624 75	18,103 62
305	BRISTOL MYERS SQUIBB CO	12,562 95	9,298 72
108	BROADCOM CORP	3,745 33	3,508 20
25	CANADIAN NATIONAL RAILWAY	2,507 50	1,903 73
74	CASEYS GEN STORES INC	4,314 20	3,964 90
141	CBRE GROUP INC	3,560 25	2,897 55
309	CBS CORP	14,427 21	11,126 39
67	CELGENE CORP	7,765 97	6,950 15
95	CHEMTURA CORP	2,052 95	2,009 62
750	CHEVRON CORP	89,115 00	26,595 90
87	CHEVRON CORP	10,337 34	6,768 24
15	CHIPOTLE MEXICAN GRILL INC	4,888 05	3,690 71
63	CHUBB CORP	5,514 39	4,238 62

TR U/W VIVIAN S WEST - WEST MEMORIAL FUND
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FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
244	CISCO SYS INC	5,098 38	5,348 07
303	CITIGROUP INC	13,404 72	11,911 23
69	CITRIX SYS INC	4,978 35	5,262 88
71	CLEAN HBRS INC	4,124 39	3,979 54
50	CLOROX CO	4,426 50	3,402 75
64	CME GROUP INC	3,930 24	3,222 77
84	CMS ENERGY CORP	2,346 96	1,809 78
68	COACH INC	3,399 32	4,431 90
195	COBALT INTL ENERGY INC	5,499 00	4,828 03
600	COCA COLA CO	24,264 00	13,394 85
49	COINSTAR INC	2,862 58	2,639 37
29	COINSTAR INC	1,694 18	1,804 98
5616 449	COLUMBIA ACORN FUND	187,870 22	152,223 91
157 134	COLUMBIA ACORN USA FUND	5,111 57	5,000 00
5807 206	COLUMBIA ACORN INTERNATIONAL FUND	253,832 97	250,000 00
3355 212	COLUMBIA DIVIDEND INCOME FUND	54,857 72	35,000 00
3592 007	COLUMBIA INCOME OPPORTUNITIES FUND	36,387 03	35,000 00
6269 8	COLUMBIA SELECT LARGE CAP GROWTH FUND	96,743 01	75,000 00
2523 09	COLUMBIA TECHNOLOGY FUND	30,907 85	25,000 00
25	COMCAST CORP	1,049 50	660 88
252	COMCAST CORP	10,578 96	9,591 06
15	CONOCOPHILLIPS	901 50	788 00
5903 188	CREDIT SUISSE COMMODITY RETURN PLUS STRATEGY FUND	46,694 22	50,000 00
1000	CSX CORP	24,630 00	17,172 29
102	CSX CORP	2,512 26	2,446 80
34	CULLEN FROST BANKERS INC	2,126 02	2,034 38
42	CUMMINS INC	4,864.02	4,152 37
87	DANAHER CORP	5,407 05	3,493 72
82	DICE HOLDINGS INC	830 66	1,263 26
57	DICKS SPORTING GOODS INC	2,696 10	2,705 39
47	DIGITAL RLTY TR INC	3,144 77	3,046 26
20	DILLARDS INC	1,571 00	1,510 05
20	DISNEY WALT CO	1,136 00	687 70
54	DOLBY LABORATORIES INC	1,812 24	2,122 94
37	DOMINION RES INC	2,152 66	1,875 71
55	DOVER CORP	4,008 40	1,852 19
44	DSW INC	2,807 20	2,667 96
23	DSW INC	1,467 40	1,330 01
108	DU PONT E I DE NEMOURS & CO	5,309 28	5,124 66
31	DUKE ENERGY CORP	2,250 29	2,014 15
35	EAGLE MATERIALS INC	2,332 05	1,331 28
58	EASTMAN CHEM CO	4,052 46	3,069 49
393	EBAY INC	21,308 46	20,749 65
50	EMC CORP	1,194 50	1,255 70
55	EMERSON ELEC CO	3,072 85	2,679 97
29	ENERSYS	1,321 82	1,008 10
162	ENTEGRIS INC	1,597 32	1,392 07
43	EQUINIX INC	9,301 33	8,477 87
75	EVERCORE PARTNERS INC	3,120 00	1,916 36
40	EVERCORE PARTNERS INC	1,664 00	1,587 09
18275 57	EXCELSIOR MULTI-STRATEGY HEDGE FUND	18,275 57	18,275 57
70	EXPEDIA INC	4,201 05	2,132 46
96	EXPEDITORS INTL WASHINGTON INC	3,430 08	4,302 96
40	EXPRESS SCRIPTS HLDG CO	2,304 80	2,259 60
550	EXXON MOBIL CORP	49,560 50	18,551 50
145	EXXON MOBIL CORP	13,065 95	10,032 59
57	FAMILY DLR STORES INC	3,365 85	3,699 53
34708 63	FEDERATED STRATEGIC VALUE FUND	187,773 69	175,000 00
30	FEI CO	1,936 50	1,324 93
59	FINANCIAL ENGINES INC	2,136 98	1,957.75
61	FIRST CASH FINANCIAL SERVICES	3,558 74	2,436 01
44	FIRST REP BK SAN FRANCISCO	1,699 28	1,587 06
35	FLEETCOR TECHNOLOGIES INC	2,683 45	1,416 51

TR U/W VIVIAN S WEST - WEST MEMORIAL FUND
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FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	126 FORTINET INC	2,983 68	2,602 45
	51 GARTNER GROUP INC	2,774 91	2,281 16
1500	GENERAL ELEC CO	34,680 00	43,504 37
	37 GENESEE & WYO INC	3,445 07	2,467 32
	38 GENOMIC HEALTH INC	1,074 64	1,207 67
540	GILEAD SCIENCES INC	26,427 60	18,706 74
175	GOLDCORP INC	5,885 25	7,487 73
	19 GOOGLE INC	15,089 57	13,791 40
	44 GRAINGER W W INC	9,899 12	8,696 20
	53 HAIN CELESTAL GROUP INC	3,237 24	3,073 49
	26 HANGER INC	819 78	688 97
3299	412 HARBOR INTERNATIONAL FUND	209,248 71	185,000 00
	154 HCA HLDGS INC	6,257 02	4,962 61
	60 HEARTLAND PMT SYS INC	1,978 20	1,249 53
	34 HELMERICH & PAYNE INC	2,063 80	1,646 96
	84 HERSHEY CO	7,352 52	5,019 90
	104 HERTZ GLOBAL HLDGS INC	2,315 04	1,176 84
	202 HERTZ GLOBAL HLDGS INC	4,496 52	2,904 29
	64 HMS HLDGS CORP	1,737 60	1,976 23
	149 HOME DEPOT INC	10,397 22	6,109 98
	207 HOME DEPOT INC	14,444 46	4,349 73
	800 HONEYWELL INTL INC	60,280 00	23,318 88
	91 HONEYWELL INTL INC	6,856 85	4,181 83
	73 IAC / INTERACTIVECORP	3,261 64	2,956 18
	66 ILLUMINA INC	3,562 68	1,918 06
	42 INCYTE CORP	983 22	628 91
	50 INFORMATICA CORP	1,723 50	1,963 92
298	INTEL CORP	6,506 83	5,580 11
	51 INTERXION HLDG	1,235 22	1,188 36
350	INTERNATIONAL BUSINESS MACHS	74,655 00	33,349 79
	64 INTERNATIONAL BUSINESS MACHS	13,651 20	5,547 45
	75 INTUIT	4,924 50	4,741 18
	9 INTUITIVE SURGICAL INC	4,420 71	4,532 82
	74 ISHARES FTSE CHINA 25 INDEX FUND	2,732 82	2,480 58
176	ISHARES MSCI AUSTRIA CAPPED INV MARKET INDEX FUND	3,027 20	3,060 27
59	ISHARES INC MSCI AUSTRALIA INDEX FUND	1,595 36	1,205 21
41	ISHARES INC MSCI BELGIUM CAPINV MKT	581 38	586 27
66	ISHARES MSCI CDA INDEX FUND	1,881 66	1,709 32
61	ISHARES MSCI CHINA INDEX FUND	2,763 91	2,966 87
3000	ISHARES MSCI EMERGING MKT INDEX FUND	128,310 00	122,271 25
	31 ISHARES MSCI NETHERLANDS INV MKT INDEX FUND	638 29	555 16
585	ISHARES MSCI FRANCE INDEX FUND	13,577 85	13,503 53
521	ISHARES MSCI GERMANY INDEX FUND	12,748 87	10,991 90
	52 ISHARES MSCI ISRAEL CAPPED INDEX FUND	2,349 88	1,964 65
635	ISHARES MSCI ITALY CAPPED INDEX FUND	7,493 00	7,956 13
2012	ISHARES MSCI JAPAN INDEX FUND	21,729 60	19,138 05
	136 ISAHRES MSCI POLAND CAPPED INV MKT INDEX FUND	3,495 20	4,053 88
104	ISHARES MSCI SOUTH KOREA CAPPED INDEX FUND	6,180 72	5,556 03
213	ISHARES MSCI SPAIN CAPPED INDEX FUND	6,027 90	6,598 57
107	ISHARES MSCI SWITZERLAND CAPPED INDEX FUND	3,141 52	2,697 30
	23 ISHARES MSCI THAILAND CAPPED INDEX FUND	2,095 30	1,078 93
64	ISHARES MSCI TURKEY INDEX FUND	4,556 16	3,439 67
1151	ISHARES MSCI UNITED KINGDOM INDEX FUND	21,028 77	18,092 89
800	ISHARES RUSSELL 2000 INDEX FUND	75,544 00	50,088 00
500	ISHARES TR S&P GLOBAL INFO TECHNOLOGY	34,886 90	30,072 17
1300	ISHARES S&P U S PFD STK INDEX FUND	52,676 00	49,759 71
	104 IXIA	2,250 56	1,810 65
	114 JABIL CIRCUIT INC	2,106 72	2,860 41
	167 JANUS CAP GROUP INC	1,569 80	1,426 36
	79 5 JARDEN CORP	3,406 58	2,116 14
	178 J P MORGAN CHASE & CO	8,447 88	7,638 46
	200 JPMORGAN ALERIAN MLP INDEX ETN	9,096 00	7,886 08
1106 694	JP MORGAN US LARGE CAP CORE PLUS	27,180 40	20,000 00

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FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	725 JOHNSON & JOHNSON	59,109 25	26,490 00
	142 JOHNSON & JOHNSON	11,577 26	9,586 41
	30 JONES LAND LASALLE INC	2,982 30	2,166 48
3405	177 KALMAR POOLED INVT TR	60,816 46	50,000 00
	300 KANSAS CITY SOUTHERN	33,270 00	16,311 41
	59 KAPSTONE PAPER & PACKAGING CORP	1,640 20	991 63
	192 KINDER MORGAN INC	7,426 56	7,348 32
	131 KINDER MORGAN INC	5,067 08	3,648 10
	67 KIMBERLY CLARK CORP	6,564 66	4,761 79
	73 KLA-TENCOR CORP	3,850 02	4,126 46
	74 KRAFT FOODS GROUP INC	3,813 22	1,061 17
	50 LABORATORY CORP AMER HLDGS	4,510 00	4,422 21
	118 L BRANDS INC	5,269 88	5,825 50
8055	276 LAZARD EMERGING MARKETS EQUITY PORTFOLIO INSTL	155,627 93	150,000 00
	67 LENDER PROCESSING SVCS INC	1,705 82	1,616 58
	94 LIBERTY GLOBAL INC	6,897 72	5,610 31
	56 LKQ CORP	1,218 56	997 42
	374 LOWES COS INC	14,182 08	13,705 71
	369 LSI CORP	2,501 82	3,171 92
	76 LULULEMON ATHLETICA INC	4,738 30	4,505 37
	57 LYONDELLBASELL INDUSTRIES	3,607 53	2,687 66
	47 MACEYS INC	1,966 48	1,891 33
	211 MARKET VECTORS EGYPT INDEX ETF	2,373 75	2,742 28
	115 MARCH & MCLENNAN COS INC	4,366 55	3,953 15
	248 MCDERMOTT INTL INC	2,725 52	3,004 22
	75 MCDONALDS CORP	7,476 75	7,205 83
	125 MCDONALDS CORP	12,461 25	9,615 67
	78 MCDONALDS CORP	7,775 82	5,294 36
	59 MEDIVATION INC	2,758 84	2,433 55
	35 MERCODOLIBIRE INC	3,379 60	2,461 47
	199 MERCK & CO INC	8,795 80	7,300 83
	48 METLIFE INC	1,824 96	2,402 87
21342	291 METRO WEST T/R FD CL I	233,057 82	220,000 00
	600 MICROSOFT CORP	17,163 00	15,506 25
	353 MICROSOFT CORP	10,097 57	9,832 72
	223 MONDELEZ INTL INC	6,827 15	1,971 83
	128 MONSANTO CO	13,520 64	6,139 23
	59 MOTOROLA SOLUTIONS INC	3,777 77	3,488 68
	50 NESTLE	3,624 80	2,762 46
	10 NEWMONT MNG CORP	418 90	606 95
	42 NEXTERA ENERGY INC	3,262 56	2,201 50
	82 NIELSON HLDGS	2,937 24	2,085 45
	177 NIKE INC	10,444 77	4,997 96
	42 NOBLE ENERGY INC	4,857 72	2,614 95
	38 NORDSON CORP	2,506 10	1,995 78
	45 NORDSTROM INC	2,485 35	928 12
	157 NORSK HYDRO	679 50	807 21
	30 NOVARTIS A G	2,137 20	1,638 25
	10 NOVO-NORDISK	1,615 00	1,304 01
	65 NXP SEMICONDUCTORS	1,968 85	2,013 95
	122 OASIS PETE INC	4,644 54	3,772 02
	75 OCCIDENTAL PETE CORP	5,877 75	7,246 16
	56 OCCIDENTAL PETE CORP	4,388 72	2,381 72
	122 ON ASSIGNMENT INC	3,087 82	2,735 61
	53 ONYX PHARMACEUTICALS INC	4,709 58	4,025 46
	20 ONYX PHARMACEUTICALS INC	1,777 20	1,462 48
	14 PANERA BREAD CO	2,313 36	1,637 23
	78 PAREXEL INTL CORP	3,084 12	2,244 98
	30 PARKER HANNIFIN CORP	2,747 40	1,263 20
	230 PENTAIR LTD	12,132 50	11,059 69
	450 PEPSICO INC	35,599 50	14,113 12
1515	05 PERMANENT PORTFOLIO	74,101 10	75,000 00
	56 PERRIGO CO	6,649 44	5,556 47

TR U/W VIVIAN S WEST - WEST MEMORIAL FUND
EIN 56-6520255

FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	51 PETSMART INC	3,167 10	2,003 79
	431 PFIZER INC	12,438 66	6,714 44
	350 PHILIP MORRIS INTL INC	32,448 50	7,343 84
	160 PHILIP MORRIS INTL INC	14,833 60	6,918 44
	7 PHILLIPS 66	489 79	218 57
	33 PHILLIPS 66	2,309 01	2,126 34
9181 169	PIMCO ALL ASSET ALL AUTH FUND INSTL	100,350 18	100,000 00
23861 619	PIMCO COMMODITY REAL RETURN STRATEGY FUND	156,770 84	182,705 02
1134 731	PIMCO EMERGING MKT CURRENCY FUND	11,971 41	12,500 00
91313 454	PIMCO TOTAL RETURN FUND	1,026,363 22	971,872 95
	81 PNC FINL SVCS GROUP INC	5,386 50	5,350 15
	47 POLARIS INDS INC	4,347 03	2,552 17
	31 POLARIS INDS INC	2,867 19	2,081 33
	62 POLYPORE INTL INC	2,491 16	2,286 71
	28 PPG INDS INC	3,750 32	3,468 24
	21 PRECISION CASTPARTS CORP	3,982 02	2,330 53
	70 PRECISION CASTPARTS CORP	13,273 40	10,098 78
	9 PRICELINE COM INC	6,193 46	1,975 20
	50 PRICE T ROWE GROUP INC	3,743 50	1,527 35
5044 869	PRINCIPAL PFD SECS FUND	53,677 41	50,000 00
	106 PROCTER & GAMBLE CO	8,168 36	7,085 27
	19 PUBLIC STORAGE INC	2,894 08	2,470 45
	22 PVH CORP	2,349 82	1,758 16
	16 PVH CORP	1,708 96	1,479 06
	64 QEP RES INC	2,037 76	2,023 74
1250	QUALCOMM INC	83,675 00	24,465 00
	74 QUALCOMM INC	4,953 56	4,108 59
	43 RACKSPACE HOSTING INC	2,170 64	1,347 19
	85 RAYTHEON CO	4,997 15	3,848 71
	67 ROBERT HALF INTL INC	2,514 51	2,027 95
	25 ROCK-TENN CO	2,319 75	1,297 64
	35 ROPER INDS INC	4,455 85	2,045 12
139	ROYAL DUTCH SHELL PLC	9,057 24	9,303 29
113	RPM INTL INC	3,568 54	2,515 43
	11 SALESFORCE COM INC	1,967 13	1,422 57
	37 SALLY BEAUTY HLDGS INC	1,087 06	997 87
	40 SCHLUMBERGER LTD	2,995 60	2,826 71
187	SCHLUMBERGER LTD	14,004 43	13,066 67
	64 SCRIPPS NETWORKS INTERACTIVE INC	4,117 76	3,847 55
	26 SEADRILL LTD	967 46	568 78
	42 SEMPRA ENERGY	3,357 48	2,352 46
	67 SERVICENOW INC	2,425 40	2,000 81
	45 SHERWIN WILLIAMS CO	7,600 05	3,875 63
	62 SIGNET JEWELERS LTD	4,154 00	2,618 34
	55 SILGAN HOLDINGS INC	2,599 85	1,947 55
	20 SIMON PPTY GROUP INC	3,171 20	3,146 62
	50 SOLARWINDS INC	2,955 00	1,155 27
	66 SOURCEFIRE INC	3,909 18	2,916 47
200	S&P BIOTECH ETF	19,976 00	10,773 51
146	STARBUCKS CORP	8,314 70	5,117 08
	68 STATOIL ASA	1,674 16	1,379 83
	67 STERICYCLE INC	7,114 06	5,786 44
216	STARWOOD HOTELS & RESORTS WORLDWIDE	13,765 68	9,197 14
135	TD AMERITRADE HLDG CORP	2,783 70	2,361 50
	18 TELENOR ASA	1,182 31	785 84
898 796	TEMPLETON GLOBAL BD FUND	12,043 87	12,500 00
	45 TERADATA CORP	2,632 95	2,619 69
199	TERADYNE INC	3,227 78	3,087 35
	40 TEVA PHARMACEUTICAL INDS LTD	1,587 20	1,542 79
	93 TEXAS INSTRS INC	3,299 64	2,936 28
350	THERMO FISHER SCIENTIFIC CORP	26,771 50	17,091 26
	89 THORATIC CORP	3,337 32	2,821 55

TR UWV VIVIAN S WEST - WEST MEMORIAL FUND
EIN 56-6520255

FORM 990-PF PART II LINE 10
YEAR ENDED 3-31-2013

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
7278 377	THORNBURG INTL VALUE FUND	208,816 64	185,000 00
300	3M CO	31,893 00	24,721 57
128	TIBCO SOFTWARE INC	2,587 52	3,883 23
116	TIBCO SOFTWARE INC	2,344 94	2,796 52
125	TIME WARNER INC	7,202 50	4,256 16
209	TJX COS INC	9,770 75	4,720 42
72	TJX COS INC	3,366 00	2,149 97
127	TOTAL SYS SVCS INC	3,147 06	2,988 38
46	TOWERS WATSON & CO	3,188 72	2,618 55
43	TRACTOR SUPPLY CO	4,477 59	3,795 17
54	TRIUMPH GROUP INC	4,239 00	2,523 19
26	ULTA SALON COSMETICS & FRAGRANCE	2,113 54	1,919 45
39	UNDER ARMOUR INC	1,996 80	1,885 07
900	UNION PAC CORP	128,169 00	75,637 11
70	UNION PAC CORP	9,968 70	5,019 93
49	UNITED HLTH SVCS INC	3,129 63	2,012 53
38	UNITED PARCEL SVC INC	3,264 20	3,241 79
48	UNITED RENTALS INC	2,638 56	2,216 74
59	UNITED RENTALS INC	3,243 23	1,313 34
1700	UNITED STS COMMODITY INDEX FUND	96,917 00	102,376 86
1000	UNITED TECHNOLOGIES CORP	93,430 00	39,642 59
25	UNITED TECHNOLOGIES CORP	2,335 75	1,271 50
26	UNITED THERAPEUTICS CORP	1,582 62	1,448 67
63	URBAN OUTFITTERS INC	2,440 62	1,703 93
202	US BANCORP	6,853 86	5,763 06
18	VALMONT INDS INC	2,830 86	2,290 30
300	VERIZON COMMUNICATIONS INC	14,745 00	8,450 82
337	VERIZON COMMUNICATIONS INC	16,563 55	11,917 36
43	VERTEX PHARMACEUTICALS INC	2,363 71	1,529 99
12	V F CORP	2,013 00	2,028 55
76	VISA INC	12,907 84	6,520 70
78	VOLCANO CORP	1,736 28	2,058 94
28	WABTEC CORP	2,859 08	1,660 49
134	WAL-MART STORES INC	10,027 22	9,431 64
50	WAL-MART STORES INC	3,741 50	2,903 48
154	WASTE CONNECTIONS INC	5,540 92	4,928 71
67	WASTE MGMT INC	2,627 07	2,069 09
45	WELLCARE GROUP INC	2,608 20	2,557 54
500	WELLS FARGO & CO	18,495 00	11,767 50
405	WELLS FARGO & CO	14,980 95	12,125 24
166	WELLS FARGO & CO	6,140 34	5,131 34
92	WESTAR ENERGY INC	3,052 56	2,691 38
62	WESTERN REFNG INC	2,195 42	1,261 37
54	WHOLEFOODS MKT INC	4,684 50	4,857 69
53	WILLIAMS SONOMA INC	2,730 56	2,315 43
53	WISCONSIN ENERGY CORP	2,273 17	1,811 61
500	WISDOMTREE EMERGING MKTS SMALLCAP DIV FUND	25,795 00	24,470 95
500	WISDOMTREE EMERGING MKTS HIGH YIELDING EQUITY FUND	27,530 00	28,095 70
42	WYNDHAM WORLDWIDE CORP	2,708 16	1,262 94
96	WYNN RESORTS LTD	12,015 36	10,805 21
96	XL GROUP PLC	2,908 80	2,125 16
500	XYLEM INC	13,780 00	11,327 24
		<u>6,478,269 26</u>	<u>5,359,513 92</u>