9/27/2013 10 18 54 AM - 1013241190 - 6440 - WWS - GEORGE A KOSTAKES CHARITABLE TRUST

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 6/1/2012 **, and ending** 5/31/2013

Name of foundation GEORGE A KOSTAKES CHARITABLE TRUST		A Employer identification number 56-6359854
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		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) ▶ $ 377,667	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	8,812	8,674		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	2,005			
	b Gross sales price for all assets on line 6a 183,174				
	7 Capital gain net income (from Part IV, line 2)		2,005		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	10,817	10,679	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,559	4,919		1,640
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	44,618			44,618
	b Accounting fees (attach schedule)	948			948
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	226	132		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,351	5,051	0	47,206
	25 Contributions, gifts, grants paid	17,902			17,902
	26 **Total expenses and disbursements** Add lines 24 and 25	70,253	5,051	0	65,108
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-59,436			
	b **Net investment income** (if negative, enter -0-)		5,628		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	5,743	10,445	10,445
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	386,341	322,499	367,222
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	392,084	332,944	377,667
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.**			
	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	392,084	332,944	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	392,084	332,944	
	31	**Total liabilities and net assets/fund balances** (see instructions)	392,084	332,944	

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	392,084
2	Enter amount from Part I, line 27a	2	-59,436
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	470
4	Add lines 1, 2, and 3	4	333,118
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	174
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	332,944

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

	(i) 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				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,005
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	36,177	424,731	0 085176
2010	23,832	448,654	0 053119
2009	19,150	415,076	0 046136
2008	26,415	395,368	0 066811
2007	26,478	544,036	0 048670

2 **Total** of line 1, column (d)	2	0 299912
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 059982
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	391,243
5 Multiply line 4 by line 3	5	23,468
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56
7 Add lines 5 and 6	7	23,524
8 Enter qualifying distributions from Part XII, line 4	8	65,108

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
			1	56
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	56
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	56
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 178		
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	178
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	122
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 56 **Refunded** ▶		11	66

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

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

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

			Yes	No
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?	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	6,559		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	380,851
b	Average of monthly cash balances	1b	16,350
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	397,201
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	397,201
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	5,958
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	391,243
6	**Minimum investment return.** Enter 5% of line 5	6	19,562

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	19,562
2a	Tax on investment income for 2012 from Part VI, line 5	2a	56		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	56
3	Distributable amount before adjustments Subtract line 2c from line 1			3	19,506
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	19,506
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	19,506

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	65,108
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	65,108
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	56
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,052

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					19,506
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				8,051	
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		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 65,108					
a Applied to 2011, but not more than line 2a				8,051	
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					19,506
e Remaining amount distributed out of corpus		37,551			
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		37,551			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 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		37,551			
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	37,551				

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 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
See Attached Statement				
Total			▶ 3a	17,902
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	8,812	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,005	
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		10,817	0
13 Total. Add line 12, columns (b), (d), and (e)				13	10,817

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

John N Schultz SVP Wells Fargo Bank N A 9/27/2013 SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		9/27/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
JOHNSON C SMITH UNIVERSITY				
Street				
100 BEATTIES FORD RD				
City		**State**	**Zip Code**	**Foreign Country**
CHARLOTTE		NC	28216	
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,238

Name				
HOLY TRINITY GREEK ORTHODOX CHURCH				
Street				
600 EAST BLVD				
City		**State**	**Zip Code**	**Foreign Country**
CHARLOTTE		NC	28203	
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,238

Name				
UNIVERSITY OF NC AT CHARLOTTE				
Street				
9201 UNIVERSITY CITY BLVD				
City		**State**	**Zip Code**	**Foreign Country**
CHARLOTTE		NC	28223	
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,238

Name				
LOCAL COUNCIL OF VOUTIANIO				
Street				
City		**State**	**Zip Code**	**Foreign Country**
SPARTA			23100	Greece
Relationship	**Foundation Status**			
NONE	EXEMPT			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,475

Name				
GENERAL HOSPITAL OF ATREUS EVANGELISMOS				
Street				
45-47 IPSILANTOU				
City		**State**	**Zip Code**	**Foreign Country**
ATHENS			10676	Greece
Relationship	**Foundation Status**			
NONE	EXEMPT			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,475

Name				
GENERAL HOSPITAL OF SPARTA				
Street				
City		**State**	**Zip Code**	**Foreign Country**
SPARTA			23100	Greece
Relationship	**Foundation Status**			
NONE	EXEMPT			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,238

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

	Amount
Long Term CG Distributions	1,285
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	183,174	181,169	2,005
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	134	120				0	14
2	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		10/17/2012	916	771				0	145
3	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		2/7/2013	1,546	1,248				0	298
4	X	ARTISAN INTERNATIONAL FU	04314H204			4/16/2012		6/25/2012	417	450				0	-33
5	X	ARTISAN INTERNATIONAL FU	04314H204			4/16/2012		8/8/2012	3,600	3,536				0	64
6	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		4/16/2013	975	757				0	218
7	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		5/7/2013	926	696				0	230
8	X	ARTISAN MID CAP FUND-INS	04314H600			4/16/2012		8/8/2012	196	202				0	-6
9	X	ARTISAN MID CAP FUND-INS	04314H600			4/16/2012		5/1/2013	949	887				0	62
10	X	ARTISAN MID CAP FUND-INS	04314H600			4/16/2012		5/7/2013	625	564				0	61
11	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		6/25/2012	385	478				0	-93
12	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/8/2012	1,370	1,548				0	-178
13	X	DIAMOND HILL LONG-SHORT	25264S833			4/16/2012		6/25/2012	491	512				0	-21
14	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		10/17/2012	579	554				0	25
15	X	DIAMOND HILL LONG-SHORT	25264S833			11/4/2011		2/7/2013	886	760				0	126
16	X	DIAMOND HILL LONG-SHORT	25264S833			4/16/2012		4/16/2013	621	548				0	73
17	X	DIAMOND HILL LONG-SHORT	25264S833			4/16/2012		5/7/2013	387	336				0	51
18	X	DODGE & COX INT'L STOCK F	256206103			8/21/2007		6/25/2012	904	1,403				0	-499
19	X	DODGE & COX INT'L STOCK F	256206103			8/21/2007		8/8/2012	3,147	4,527				0	-1,380
20	X	DODGE & COX INT'L STOCK F	256206103			8/21/2007		10/17/2012	671	898				0	-227
21	X	DODGE & COX INT'L STOCK F	256206103			8/14/2007		10/17/2012	717	957				0	-240
22	X	ISHARES S & P 500 INDEX FU	464287200			4/16/2012		6/25/2012	395	414				0	-19
23	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		10/17/2012	440	422				0	18
24	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	1,368	1,266				0	102
25	X	ISHARES CORE S & P 500 ETF	464287200			4/16/2012		4/16/2013	630	552				0	78
26	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		4/16/2013	315	281				0	34
27	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		5/7/2013	653	562				0	91
28	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	6,943	6,109				0	834
29	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	6,228	5,817				0	411
30	X	KALMAR GR W/VAL SM CAP F	483438206			2/11/2013		5/7/2013	716	690				0	26
31	X	KEELEY SMALL CAP VAL FD (	487300808			4/16/2012		6/25/2012	379	404				0	-25
32	X	KEELEY SMALL CAP VAL FD (	487300808			4/16/2012		8/13/2012	594	581				0	13
33	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		10/17/2012	867	773				0	94
34	X	DODGE & COX INT'L STOCK F	256206103			8/14/2007		2/7/2013	424	535				0	-111
35	X	DODGE & COX INT'L STOCK F	256206103			3/24/2008		2/7/2013	1,441	1,635				0	-194
36	X	DODGE & COX INT'L STOCK F	256206103			3/24/2008		5/1/2013	892	977				0	-85
37	X	DODGE & COX INT'L STOCK F	256206103			3/24/2008		5/7/2013	574	614				0	-40
38	X	DODGE & COX INT'L STOCK F	256206103			2/4/2011		5/7/2013	73	70				0	3
39	X	DODGE & COX INCOME FD C(	256210105			5/8/2012		11/19/2012	919	905				0	14
40	X	DODGE & COX INCOME FD C(	256210105			8/10/2012		11/19/2012	2,441	2,417				0	24
41	X	DODGE & COX INCOME FD C(	256210105			8/21/2007		11/19/2012	10,611	9,522				0	1,089
42	X	DODGE & COX INCOME FD C(	256210105			2/11/2013		5/1/2013	1,019	1,013				0	6
43	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		6/19/2012	531	578				0	-47
44	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		6/25/2012	454	502				0	-48
45	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		2/7/2013	484	452				0	32
46	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	1,556	1,527				0	29
47	X	DREYFUS EMG MKT DEBT LO	261980494			8/19/2011		2/7/2013	449	440				0	9
48	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		2/7/2013	1,941	1,799				0	142
49	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		5/7/2013	566	517				0	49
50	X	JP MORGAN MID CAP VALUE-	339128100			4/16/2012		6/19/2012	603	596				0	7
51	X	JP MORGAN MID CAP VALUE-	339128100			4/16/2012		8/8/2012	541	519				0	22
52	X	JP MORGAN MID CAP VALUE-	339128100			4/16/2012		10/17/2012	484	441				0	43
53	X	JP MORGAN MID CAP VALUE-	339128100			2/11/2013		4/16/2013	782	751				0	31
54	X	JP MORGAN MID CAP VALUE-	339128100			2/11/2013		5/7/2013	122	113				0	9
55	X	JP MORGAN MID CAP VALUE-	339128100			4/16/2012		5/7/2013	363	291				0	72
56	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		4/16/2013	533	526				0	7
57	X	HARBOR CAPITAL APRCTION	411511504			4/16/2012		6/25/2012	880	949				0	-69
58	X	HARBOR CAPITAL APRCTION	411511504			4/16/2012		10/17/2012	1,043	1,035				0	8
59	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		4/16/2013	1,413	1,380				0	33
60	X	HARBOR CAPITAL APRCTION	411511504			4/16/2012		5/1/2013	553	518				0	35
61	X	HARBOR CAPITAL APRCTION	411511504			4/16/2012		5/7/2013	1,133	1,035				0	98
62	X	DODGE & COX INCOME FD C(	256210105			5/8/2012		6/19/2012	1,082	1,083				0	-1
63	X	DODGE & COX INCOME FD C(	256210105			5/8/2012		6/25/2012	453	452				0	1
64	X	HUSSMAN STRATEGIC GROW	448108100			11/4/2011		6/19/2012	1,046	1,138				0	-92
65	X	HUSSMAN STRATEGIC GROW	448108100			11/4/2011		6/25/2012	387	417				0	-30
66	X	HUSSMAN STRATEGIC GROW	448108100			11/4/2011		8/8/2012	4,608	5,233				0	-625
67	X	HUSSMAN STRATEGIC GROW	448108100			11/4/2011		11/19/2012	390	442				0	-52
68	X	HUSSMAN STRATEGIC GROW	448108100			11/4/2011		2/7/2013	7,294	8,840				0	-1,546

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

	Amount
Long Term CG Distributions	1,285
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	183,174	181,169	2,005
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	1,460	1,663				0	-203
70	X	ISHARES S & P 500 INDEX FU	464287200			4/16/2012		6/19/2012	272	276				0	-4
71	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/7/2013	4,139	3,314				0	825
72	X	KEELEY SMALL CAP VAL FD (	487300808			4/16/2012		5/1/2013	573	455				0	118
73	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/4/2011		6/19/2012	649	676				0	-27
74	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/4/2011		8/8/2012	3,549	3,675				0	-126
75	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2012		2/7/2013	665	705				0	-40
76	X	MFS VALUE FUND-CLASS I 8	552983694			4/16/2012		6/19/2012	649	663				0	-14
77	X	MFS VALUE FUND-CLASS I 8	552983694			4/16/2012		6/25/2012	420	442				0	-22
78	X	MFS VALUE FUND-CLASS I 8	552983694			4/16/2012		8/8/2012	676	663				0	13
79	X	MFS VALUE FUND-CLASS I 8	552983694			5/26/2011		10/17/2012	757	704				0	53
80	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		4/16/2013	1,578	1,504				0	74
81	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		5/7/2013	231	213				0	18
82	X	MFS VALUE FUND-CLASS I #8	552983694			4/16/2012		5/7/2013	657	545				0	112
83	X	MAINSTAY EP US EQUITY-INS	56063J302			11/4/2011		8/8/2012	6,490	6,189				0	301
84	X	MERGER FD SH BEN INT 260	589509108			11/4/2011		6/19/2012	442	447				0	-5
85	X	MERGER FD SH BEN INT #260	589509108			11/4/2011		5/7/2013	462	463				0	-1
86	X	OPPENHEIMER DEVELOPING	683974505			4/16/2012		8/8/2012	290	294				0	-4
87	X	OPPENHEIMER DEVELOPING	683974505			8/26/2011		10/17/2012	862	777				0	85
88	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		5/7/2013	542	536				0	6
89	X	PIMCO TOTAL RET FD-INST 3	693390700			5/8/2012		6/19/2012	1,163	1,161				0	2
90	X	PIMCO TOTAL RET FD-INST 3	693390700			5/8/2012		6/25/2012	407	406				0	1
91	X	PIMCO TOTAL RET FD-INST #	693390700			11/21/2012		2/7/2013	14,944	15,451				0	-507
92	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	5,142	5,257				0	-115
93	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		4/16/2013	524	530				0	-6
94	X	PIMCO TOTAL RET FD-INST #	693390700			5/8/2012		4/16/2013	120	120				0	0
95	X	PIMCO TOTAL RET FD-INST #	693390700			5/8/2012		5/1/2013	773	768				0	5
96	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		5/1/2013	123	110				0	13
97	X	PIMCO FOREIGN BD FD USD	693390882			8/21/2007		6/19/2012	583	544				0	39
98	X	PIMCO FOREIGN BD FD USD	693390882			8/21/2007		8/8/2012	3 624	3,303				0	321
99	X	PIMCO FOREIGN BD FD USD	693390882			8/21/2007		2/7/2013	852	796				0	56
100	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/26/2011		6/19/2012	959	937				0	22
101	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/26/2011		6/25/2012	557	543				0	14
102	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/10/2012		11/19/2012	2,232	2,212				0	20
103	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/10/2012		2/7/2013	2,395	2,310				0	85
104	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		2/7/2013	1,396	1,284				0	112
105	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		4/16/2013	609	553				0	56
106	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		6/19/2012	927	929				0	-2
107	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		6/25/2012	378	378				0	0
108	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	6 581	6,568				0	13
109	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	1,998	1,994				0	4
110	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/16/2012		6/25/2012	732	763				0	-31
111	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/16/2012		8/8/2012	194	182				0	12
112	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/24/2011		8/8/2012	736	687				0	49
113	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/24/2011		11/19/2012	804	723				0	81
114	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/24/2011		4/16/2013	1 568	1,265				0	303
115	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/24/2011		5/7/2013	833	651				0	182
116	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		10/17/2012	802	815				0	-13
117	X	TCW SMALL CAP GROWTH F	87234N849			4/16/2012		11/19/2012	2,393	2,638				0	-245
118	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		11/19/2012	2,667	3,037				0	-370
119	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		12/19/2012	5,625	6,101				0	-476
120	X	TCW SMALL CAP GROWTH F	87234N849			12/10/2010		12/19/2012	537	568				0	-31
121	X	TCW SMALL CAP GROWTH F	87234N849			8/10/2012		12/19/2012	157	159				0	-2
122	X	VANGUARD FTSE EMERGING	922042858			12/10/2010		5/7/2013	400	430				0	-30
123	X	VANGUARD REIT VIPER	922908553			4/16/2012		6/19/2012	1,160	1,139				0	21
124	X	VANGUARD REIT VIPER	922908553			4/16/2012		8/8/2012	66	63				0	3
125	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/8/2012	395	314				0	81
126	X	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	822	758				0	64
127	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/7/2013	137	105				0	32
128	X	VANGUARD REIT VIPER	922908553			12/17/2010		4/16/2013	1,394	1,001				0	393
129	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/7/2013	762	527				0	235

Part I, Line 16a (990-PF) - Legal Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		44,618	0	0	44,618
	Description				
1	LEGAL FEES	44,618			44,618

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		948	0	0	948
	Description				
1	TAX PREP FEES	948			948

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		226	132	0	0
	Description				
1	FOREIGN TAX WITHHELD	132	132		
2	ESTIMATED EXCISE PAYMENTS	94			

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

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

1	FEDERAL EXCISE TAX REFUND	1	395
2	COST BASIS ADJUSTMENT	2	75
3	Total	3	470

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	174
2	Total	2	174

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

	Amount
Long Term CG Distributions	1,285
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						181,889	0	0	181,169	720	0	0	0	720
1	ARTISAN INTERNATIONAL FUND 661	04314H204		8/26/2011	8/8/2012	134		0	120	14	0	0	0	14
2	ARTISAN INTERNATIONAL FUND 661	04314H204		8/26/2011	10/17/2012	916		0	771	145	0	0	0	145
3	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	2/7/2013	1 546		0	1,248	298	0	0	0	298
4	ARTISAN INTERNATIONAL FUND 661	04314H204		4/16/2012	6/25/2012	417		0	450	-33	0	0	0	33
5	ARTISAN INTERNATIONAL FUND 661	04314H204		4/16/2012	8/8/2012	3 600		0	3 536	64	0	0	0	64
6	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	4/16/2013	975		0	757	218	0	0	0	218
7	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	5/7/2013	926		0	696	230	0	0	0	230
8	ARTISAN MID CAP FUND INS 1333	04314H600		4/16/2012	8/8/2012	196		0	202	-6	0	0	0	6
9	ARTISAN MID CAP FUND-INS #1333	04314H600		4/16/2012	5/1/2013	949		0	887	62	0	0	0	62
10	ARTISAN MID CAP FUND-INS #1333	04314H600		4/16/2012	5/7/2013	625		0	564	61	0	0	0	61
11	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/26/2011	6/25/2012	385		0	478	93	0	0	0	-93
12	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/26/2011	8/8/2012	1 370		0	1 548	-178	0	0	0	-178
13	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		4/16/2012	6/25/2012	491		0	512	21	0	0	0	-21
14	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		8/10/2012	10/17/2012	579		0	554	25	0	0	0	25
15	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		11/4/2011	2/7/2013	886		0	760	126	0	0	0	126
16	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		4/16/2012	4/16/2013	621		0	548	73	0	0	0	73
17	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		4/16/2012	5/7/2013	387		0	336	51	0	0	0	51
18	DODGE & COX INT'L STOCK FD 1048	256206103		8/21/2007	6/25/2012	904		0	1 403	-499	0	0	0	-499
19	DODGE & COX INT'L STOCK FD 1048	256206103		8/21/2007	8/8/2012	3 147		0	4 527	-1 380	0	0	0	-1,380
20	DODGE & COX INT'L STOCK FD 1048	256206103		8/21/2007	10/17/2012	671		0	898	227	0	0	0	-227
21	DODGE & COX INT'L STOCK FD 1048	256206103		8/14/2007	10/17/2012	717		0	957	-240	0	0	0	-240
22	ISHARES S & P 500 INDEX FUND	464287200		4/16/2012	6/25/2012	395		0	414	-19	0	0	0	-19
23	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	10/17/2012	440		0	422	18	0	0	0	18
24	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	1 368		0	1 266	102	0	0	0	102
25	ISHARES CORE S & P 500 ETF	464287200		4/16/2012	4/16/2013	630		0	552	78	0	0	0	78
26	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	4/16/2013	315		0	281	34	0	0	0	34
27	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	5/7/2013	653		0	562	91	0	0	0	91
28	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	6 943		0	6 109	834	0	0	0	834
29	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	6 228		0	5 817	411	0	0	0	411
30	KALMAR GR W/VAL SM CAP FD #2	483438206		2/11/2013	5/7/2013	716		0	690	26	0	0	0	26
31	KEELEY SMALL CAP VAL FD CL I 2251	487300808		4/16/2012	6/25/2012	379		0	404	25	0	0	0	25
32	KEELEY SMALL CAP VAL FD CL I 2251	487300808		4/16/2012	8/13/2012	594		0	581	13	0	0	0	13
33	KEELEY SMALL CAP VAL FD CL I 2251	487300808		12/17/2010	10/17/2012	867		0	773	94	0	0	0	94
34	DODGE & COX INT'L STOCK FD #1048	256206103		8/14/2007	2/7/2013	424		0	535	111	0	0	0	111
35	DODGE & COX INT'L STOCK FD #1048	256206103		3/24/2008	2/7/2013	1 441		0	1 635	194	0	0	0	-194
36	DODGE & COX INT'L STOCK FD #1048	256206103		3/24/2008	5/1/2013	892		0	977	85	0	0	0	-85
37	DODGE & COX INT'L STOCK FD #1048	256206103		3/24/2008	5/7/2013	574		0	614	40	0	0	0	-40
38	DODGE & COX INT'L STOCK FD #1048	256206103		2/4/2011	5/7/2013	73		0	70	3	0	0	0	3
39	DODGE & COX INCOME FD COM 147	256210105		5/8/2012	11/19/2012	919		0	905	14	0	0	0	14
40	DODGE & COX INCOME FD COM 147	256210105		8/10/2012	11/19/2012	2 441		0	2 417	24	0	0	0	24
41	DODGE & COX INCOME FD COM 147	256210105		8/21/2007	11/19/2012	10 611		0	9 522	1 089	0	0	0	1 089
42	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	5/1/2013	1 019		0	1 013	6	0	0	0	6
43	DREYFUS EMG MKT DEBT LOC C I 608	261980494		8/26/2011	6/19/2012	531		0	578	-47	0	0	0	-47
44	DREYFUS EMG MKT DEBT LOC C-I 608	261980494		8/26/2011	6/25/2012	454		0	502	-48	0	0	0	-48
45	DREYFUS EMG MKT DEBT LOC C I #608	261980494		2/4/2011	2/7/2013	484		0	452	32	0	0	0	32
46	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/26/2011	2/7/2013	1,556		0	1 527	29	0	0	0	29
47	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/19/2011	2/7/2013	449		0	440	9	0	0	0	9
48	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	2/7/2013	1 941		0	1 799	142	0	0	0	142
49	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	5/7/2013	566		0	517	49	0	0	0	49
50	JP MORGAN MID CAP VALUE I 758	339128100		4/16/2012	6/19/2012	603		0	596	7	0	0	0	7
51	JP MORGAN MID CAP VALUE-I 758	339128100		4/16/2012	8/8/2012	541		0	519	22	0	0	0	22
52	JP MORGAN MID CAP VALUE-I 758	339128100		4/16/2012	10/17/2012	484		0	441	43	0	0	0	43
53	JP MORGAN MID CAP VALUE I #758	339128100		2/11/2013	4/16/2013	782		0	751	31	0	0	0	31
54	JP MORGAN MID CAP VALUE-I #758	339128100		2/11/2013	5/7/2013	122		0	113	9	0	0	0	9
55	JP MORGAN MID CAP VALUE-I #758	339128100		4/16/2012	5/7/2013	363		0	291	72	0	0	0	72
56	GATEWAY FUND - Y #1986	367829884		2/11/2013	4/16/2013	533		0	526	7	0	0	0	7
57	HARBOR CAPITAL APRCTION-INST 201	411511504		4/16/2012	6/25/2012	880		0	949	-69	0	0	0	-69
58	HARBOR CAPITAL APRCTION-INST 201	411511504		4/16/2012	10/17/2012	1 043		0	1 035	8	0	0	0	8
59	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	4/16/2013	1 413		0	1 380	33	0	0	0	33
60	HARBOR CAPITAL APRCTION INST #20	411511504		4/16/2012	5/1/2013	553		0	518	35	0	0	0	35
61	HARBOR CAPITAL APRCTION-INST #20	411511504		4/16/2012	5/7/2013	1 133		0	1 035	98	0	0	0	98
62	DODGE & COX INCOME FD COM 147	256210105		5/8/2012	6/19/2012	1 082		0	1 083	-1	0	0	0	-1
63	DODGE & COX INCOME FD COM 147	256210105		5/8/2012	6/25/2012	453		0	452	1	0	0	0	1
64	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	6/19/2012	1 046		0	1 138	92	0	0	0	-92
65	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	6/25/2012	387		0	417	-30	0	0	0	30
66	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	8/8/2012	4 608		0	5 233	-625	0	0	0	625
67	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	11/19/2012	390		0	442	-52	0	0	0	-52
68	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	2/7/2013	7 294		0	8 840	-1 546	0	0	0	-1 546
69	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	1 460		0	1 663	203	0	0	0	-203
70	ISHARES S & P 500 INDEX FUND	464287200		4/16/2012	6/19/2012	272		0	276	4	0	0	0	-4
71	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/7/2013	4 139		0	3 314	825	0	0	0	825
72	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/16/2012	5/1/2013	573		0	455	118	0	0	0	118
73	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		11/4/2011	6/19/2012	649		0	676	-27	0	0	0	27
74	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		11/4/2011	8/8/2012	3,549		0	3,675	126	0	0	0	-126
75	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/14/2012	2/7/2013	665		0	705	40	0	0	0	-40
76	MFS VALUE FUND-CLASS I 893	552983694		4/16/2012	6/19/2012	649		0	663	14	0	0	0	-14
77	MFS VALUE FUND CLASS I 893	552983694		4/16/2012	6/25/2012	420		0	442	22	0	0	0	-22
78	MFS VALUE FUND CLASS I 893	552983694		4/16/2012	8/8/2012	676		0	663	13	0	0	0	13
79	MFS VALUE FUND CLASS I 893	552983694		5/26/2011	10/17/2012	757		0	704	53	0	0	0	53
80	MFS VALUE FUND CLASS I #893	552983694		2/11/2013	4/16/2013	1 578		0	1 504	74	0	0	0	-74
81	MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	5/7/2013	231		0	213	18	0	0	0	18
82	MFS VALUE FUND CLASS I #893	552983694		4/16/2012	5/7/2013	657		0	545	112	0	0	0	112
83	MAINSTAY EP US EQUITY-INS 1204	56063J302		11/4/2011	8/8/2012	6 490		0	6 189	301	0	0	0	301
84	MERGER FD SH BEN INT 260	589509108		11/4/2011	6/19/2012	442		0	447	5	0	0	0	5

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

	Amount
Long Term CG Distributions	1,285
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						181,889	0	0	181,169	720	0	0	0	720
85	MERGER FD SH BEN INT #260	589509108		11/4/2011	5/7/2013	462		0	463	1	0	0	0	1
86	OPPENHEIMER DEVELOPING MKT Y 7	683974505		4/16/2012	8/8/2012	290		0	294	4	0	0	0	4
87	OPPENHEIMER DEVELOPING MKT-Y 7	683974505		8/26/2011	10/17/2012	862		0	777	85	0	0	0	85
88	OPPENHEIMER DEVELOPING MKT Y #7	683974505		2/11/2013	5/7/2013	542		0	536	6	0	0	0	6
89	PIMCO TOTAL RET FD-INST 35	693390700		5/8/2012	6/19/2012	1 163		0	1 161	2	0	0	0	2
90	PIMCO TOTAL RET FD INST 35	693390700		5/8/2012	6/25/2012	407		0	406	1	0	0	0	1
91	PIMCO TOTAL RET FD INST #35	693390700		11/21/2012	2/7/2013	14 944		0	15,451	-507	0	0	0	507
92	PIMCO TOTAL RET FD INST #35	693390700		8/10/2012	2/7/2013	5 142		0	5 257	-115	0	0	0	-115
93	PIMCO TOTAL RET FD INST #35	693390700		8/10/2012	4/16/2013	524		0	530	6	0	0	0	-6
94	PIMCO TOTAL RET FD INST #35	693390700		5/8/2012	4/16/2013	120		0	120	0	0	0	0	0
95	PIMCO TOTAL RET FD-INST #35	693390700		5/8/2012	5/1/2013	773		0	768	5	0	0	0	5
96	PIMCO TOTAL RET FD-INST #35	693390700		10/31/2008	5/1/2013	123		0	110	13	0	0	0	13
97	PIMCO FOREIGN BD FD USD H-INST 1	693390882		8/21/2007	6/19/2012	583		0	544	39	0	0	0	39
98	PIMCO FOREIGN BD FD USD H INST 1	693390882		8/21/2007	8/8/2012	3 624		0	3,303	321	0	0	0	321
99	PIMCO FOREIGN BD FD USD H INST #1	693390882		8/21/2007	2/7/2013	852		0	796	56	0	0	0	56
100	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/26/2011	6/19/2012	959		0	937	22	0	0	0	22
101	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/26/2011	6/25/2012	557		0	543	14	0	0	0	14
102	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/10/2012	11/19/2012	2 232		0	2 212	20	0	0	0	20
103	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/10/2012	2/7/2013	2 395		0	2 310	85	0	0	0	85
104	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	2/7/2013	1 396		0	1 284	112	0	0	0	112
105	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	4/16/2013	609		0	553	56	0	0	0	56
106	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	6/19/2012	927		0	929	2	0	0	0	-2
107	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	6/25/2012	378		0	378	0	0	0	0	0
108	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	8/8/2012	6,581		0	6 568	13	0	0	0	13
109	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	11/19/2012	1 998		0	1,994	4	0	0	0	4
110	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/16/2012	6/25/2012	732		0	763	-31	0	0	0	-31
111	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/16/2012	8/8/2012	194		0	182	12	0	0	0	12
112	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/24/2011	8/8/2012	736		0	687	49	0	0	0	49
113	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/24/2011	11/19/2012	804		0	723	81	0	0	0	81
114	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/24/2011	4/16/2013	1 568		0	1 265	303	0	0	0	303
115	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/24/2011	5/7/2013	833		0	651	182	0	0	0	182
116	TCW SMALL CAP GROWTH FUND I 472	87234N849		12/17/2010	10/17/2012	802		0	815	13	0	0	0	13
117	TCW SMALL CAP GROWTH FUND-I 472	87234N849		4/16/2012	11/19/2012	2 393		0	2 638	-245	0	0	0	-245
118	TCW SMALL CAP GROWTH FUND-I 472	87234N849		12/17/2010	11/19/2012	2,667		0	3 037	370	0	0	0	-370
119	TCW SMALL CAP GROWTH FUND-I 472	87234N849		12/17/2010	12/19/2012	5 625		0	6 101	-476	0	0	0	-476
120	TCW SMALL CAP GROWTH FUND I 472	87234N849		12/10/2010	12/19/2012	537		0	568	31	0	0	0	-31
121	TCW SMALL CAP GROWTH FUND I 472	87234N849		8/10/2012	12/19/2012	157		0	159	2	0	0	0	-2
122	VANGUARD FTSE EMERGING MARKET	922042858		12/10/2010	5/7/2013	400		0	430	-30	0	0	0	-30
123	VANGUARD REIT VIPER	922908553		4/16/2012	6/19/2012	1 160		0	1 139	21	0	0	0	21
124	VANGUARD REIT VIPER	922908553		4/16/2012	8/8/2012	66		0	63	3	0	0	0	3
125	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012	395		0	314	81	0	0	0	81
126	VANGUARD REIT VIPER	922908553		11/19/2012	2/7/2013	822		0	758	64	0	0	0	64
127	VANGUARD REIT VIPER	922908553		12/17/2010	2/7/2013	137		0	105	32	0	0	0	32
128	VANGUARD REIT VIPER	922908553		12/17/2010	4/16/2013	1 394		0	1 001	393	0	0	0	393
129	VANGUARD REIT VIPER	922908553		12/17/2010	5/7/2013	762		0	527	235	0	0	0	235

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

										6,559	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	6 559	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	84
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	10/1/2012	3	94
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	178

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	8,051
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	8,051

GEORGE A KOSTAKES CHARITABLE TRUST
56-6359854
5/31/2013

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Coast
Cash	1013241190	56-6359854			$0 00	0 00	$0 00
TOTAL					$0 00		$0 00
Invest - Other	1013241190	56-6359854	04314H204	ARTISAN INTERNATIONAL FUND #661	$21,639 70	809 87	$16,569 91
Invest - Other	1013241190	56-6359854	256210105	DODGE & COX INCOME FD COM #147	$15,883 16	1,150 12	$15,391 43
Invest - Other	1013241190	56-6359854	411511504	HARBOR CAPITAL APRCTION-INST #2012	$34,715 80	732 71	$27,360 61
Invest - Other	1013241190	56-6359854	589509108	MERGER FD SH BEN INT #260	$11,505 24	722 24	$11,474 60
Invest - Other	1013241190	56-6359854	693390700	PIMCO TOTAL RET FD-INST #35	$15,651 82	1,413 90	$14,336 90
Invest - Other	1013241190	56-6359854	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$2,552 28	237 86	$2,393 69
Invest - Other	1013241190	56-6359854	77957P105	T ROWE PRICE SHORT TERM BD FD #55	$5,639 40	1,170 00	$5,662 80
Invest - Other	1013241190	56-6359854	04314H600	ARTISAN MID CAP FUND-INS #1333	$16,570 20	372 36	$14,922 58
Invest - Other	1013241190	56-6359854	464287200	ISHARES CORE S & P 500 ETF	$15,444 20	94 00	$11,541 67
Invest - Other	1013241190	56-6359854	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	$2,498 72	233 74	$2,861 36
Invest - Other	1013241190	56-6359854	256206103	DODGE & COX INT'L STOCK FD #1048	$21,946 38	581 52	$15,871 61
Invest - Other	1013241190	56-6359854	552983694	MFS VALUE FUND-CLASS I #893	$23,922 46	801 15	$18,682 88
Invest - Other	1013241190	56-6359854	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	$14,262 08	976 86	$14,000 59
Invest - Other	1013241190	56-6359854	339128100	JP MORGAN MID CAP VALUE-I #758	$12,354 26	381 07	$8,960 21
Invest - Other	1013241190	56-6359854	922908553	VANGUARD REIT VIPER	$14,297 56	202 00	$10,640 89
Invest - Other	1013241190	56-6359854	483438206	KALMAR GR W/VAL SM CAP FD #2	$9,894 05	524 05	$9,039 84
Invest - Other	1013241190	56-6359854	922042858	VANGUARD FTSE EMERGING MARKETS ETF	$19,897 18	479 00	$21,443 08
Invest - Other	1013241190	56-6359854	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	$20,750 66	589 34	$19,040 51
Invest - Other	1013241190	56-6359854	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	$13,528 48	329 00	$11,671 88
Invest - Other	1013241190	56-6359854	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$15,631 35	754 05	$13,017 84
Invest - Other	1013241190	56-6359854	76628T645	RIDGEWORTH SEIX HY BD-I #5855	$15,299 46	1,486 83	$13,931 58
Invest - Other	1013241190	56-6359854	367829884	GATEWAY FUND - Y #1986	$15,543 69	550 80	$15,155 98
Invest - Other	1013241190	56-6359854	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$17,864 98	2,372 51	$21,139 97
Invest - Other	1013241190	56-6359854	487300808	KEELEY SMALL CAP VAL FD CL I #2251	$9,928 76	295 76	$7,386 88
TOTAL					$367,221 87		$322,499 29
Savings & Temp Inv	1013241190	56-6359854	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$10,276 79	10,276 79	$10,276 79
Savings & Temp Inv	1013241190	56-6359854	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$167 82	167 82	$167 82
TOTAL					$10,444 61		$10,444 61
TOTAL					$377,666 48		$332,943 90