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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 9/1/2012, and ending 8/31/2013

Name of foundation COLLINS FOUNDATION		A Employer identification number 74-2254030
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		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) \$ 1,613,881	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
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	45,131	44,943		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	45,831			
	b Gross sales price for all assets on line 6a	737,531			
	7 Capital gain net income (from Part IV, line 2)		45,831		
	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)	423	423			
12 Total. Add lines 1 through 11	91,385	91,197	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	23,088	17,316		5,772
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	571	571		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21	21		
	24 Total operating and administrative expenses. Add lines 13 through 23	24,280	17,908	0	6,372
	25 Contributions, gifts, grants paid	66,000			66,000
26 Total expenses and disbursements. Add lines 24 and 25	90,280	17,908	0	72,372	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,105				
b Net investment income (if negative, enter -0-)		73,289			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) COLLINS FOUNDATION

74-2254030

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	98,092	61,072	61,072
	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)	208,614	386,959	468,635
	c Investments—corporate bonds (attach schedule)	136,795		
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	942,300	946,550	1,084,174
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,385,801	1,394,581	1,613,881
	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. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,385,801	1,394,581	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,385,801	1,394,581	
	31 Total liabilities and net assets/fund balances (see instructions)	1,385,801	1,394,581	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,385,801
2	Enter amount from Part I, line 27a	2	1,105
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	8,042
4	Add lines 1, 2, and 3	4	1,394,948
5	Decreases not included in line 2 (itemize) ▶ Gain on CY Sales Not Settled at Year End	5	367
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,394,581

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			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	45,831
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	79,236	1,530,237	0.051780
2010	73,414	1,604,175	0.045764
2009	80,303	1,482,013	0.054185
2008	77,134	1,367,675	0.056398
2007	87,997	1,834,935	0.047956

2 Total of line 1, column (d)	2	0.256083
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	0.051217
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,596,142
5 Multiply line 4 by line 3	5	81,750
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	733
7 Add lines 5 and 6	7	82,483
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	72,372

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)	1	1,466
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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).		
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	1,466
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	1,466
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	511
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	511
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	955
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	0

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?		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 ☐ \$ _____ (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) ☐ CO		
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ►	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?	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? ☐ Yes ☐ No **N/A**
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	23,088		

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

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

Total number of other employees paid over \$50,000 ☐ **0**

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

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

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

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

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,550,609
b	Average of monthly cash balances	1b	69,840
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,620,449
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,620,449
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	24,307
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,596,142
6	Minimum investment return. Enter 5% of line 5	6	79,807

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	79,807
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,466
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,466
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,341
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	78,341
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	78,341

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	72,372
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	72,372
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,372

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				78,341
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
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			1,437	
d From 2010				
e From 2011			3,746	
f Total of lines 3a through e	5,183			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>72,372</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				72,372
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).)	5,183			5,183
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
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				786
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 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 <i>Paid during the year</i> See Attached Statement				
Total			3a	66,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

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

- | | | |
|---|--------------|-----------|
| 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? | Yes | No |
| 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. | | |

[illegible]

- 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 A. Salente SVP Wells Fargo Bank N.A.

11/4/2013
Date

SVP Wells Fargo Bank N.A.
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

JOSEPH J. CASTRIANO

Preparer's signature

Handwritten signature

Date _____

11/4/2013

Check ☒ if self-employed

PTIN

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
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							Balance Sheet Detail			
							COLLINS FOUNDATION			
							FYE 8/31/2013			
Account #	Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV			
1315284017	Savings & Temp Inv	74-2254030	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	1654.35	1,654.35	1,654.35			
1315284017	Savings & Temp Inv	74-2254030	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	59418	59,418.03	59,418.03			
				Total Savings & Temp Inv		61,072.38	61,072.38			
1315284017	Invest - Corp Bonds	74-2254030	20825CAS3	CONOCOPHILLIPS 4 750% 2/01/14	6000	6,186.00	6,105.12			
1315284017	Invest - Corp Bonds	74-2254030	263534BY4	EI DU PONT DE NEMOUR 3.250% 1/15/15	25000	25,788.38	25,905.75			
1315284017	Invest - Corp Bonds	74-2254030	91913YAQ3	VALERO ENERGY CORP 4.500% 2/01/15	25000	27,045.20	26,184.50			
1315284017	Invest - Corp Bonds	74-2254030	5893331AK3	MERCK & CO INC 4 750% 3/01/15	25000	26,400.00	26,545.75			
1315284017	Invest - Corp Bonds	74-2254030	35962GU69	GENERAL ELEC CAP COR 5 000% 1/08/16	25000	26,394.25	27,128.25			
1315284017	Invest - Corp Stock	74-2254030	008252108	AFFILIATED MANAGERS GROUP, INC COM	70	9,882.86	12,202.40			
1315284017	Invest - Corp Stock	74-2254030	037411105	APACHE CORP	90	7,630.25	7,711.20			
1315284017	Invest - Corp Stock	74-2254030	037833100	APPLE INC	28	8,422.44	13,642.05			
1315284017	Invest - Corp Stock	74-2254030	097023105	BOEING CO	65	4,771.15	6,754.80			
1315284017	Invest - Corp Stock	74-2254030	110122108	BRISTOL MYERS SQUIBB CO	210	4,948.36	8,754.90			
1315284017	Invest - Corp Stock	74-2254030	126650100	CVS/CAREMARK CORPORATION	125	5,619.88	7,256.25			
1315284017	Invest - Corp Stock	74-2254030	14040H105	CAPITAL ONE FINANCIAL CORP	130	6,646.73	8,391.50			
1315284017	Invest - Corp Stock	74-2254030	17275R102	CISCO SYSTEMS INC	480	9,818.90	11,188.80			
1315284017	Invest - Corp Stock	74-2254030	254687106	WALT DISNEY CO	185	9,553.03	11,253.55			
1315284017	Invest - Corp Stock	74-2254030	268648102	E M C CORP MASS	205	5,266.28	5,284.90			
1315284017	Invest - Corp Stock	74-2254030	278865100	ECOLAB INC	60	4,142.08	5,481.00			
1315284017	Invest - Corp Stock	74-2254030	375558103	GILEAD SCIENCES INC	160	3,313.60	9,643.20			
1315284017	Invest - Corp Stock	74-2254030	437076102	HOME DEPOT INC	75	1,870.42	5,586.75			
1315284017	Invest - Corp Stock	74-2254030	459200101	INTERNATIONAL BUSINESS MACHS CORP	30	2,711.10	5,468.10			
1315284017	Invest - Corp Stock	74-2254030	478366107	JOHNSON CONTROLS INC	245	7,341.33	9,929.85			
1315284017	Invest - Corp Stock	74-2254030	594918104	MICROSOFT CORP	150	5,259.87	5,010.00			
1315284017	Invest - Corp Stock	74-2254030	641069406	NESTLE S A REGISTERED SHARES - ADR	110	7,717.60	7,199.50			

Account #	Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
1315284017	Invest - Corp Stock	74-2254030	683891105	ORACLE CORPORATION	170	3,638.62	5,416.20
1315284017	Invest - Corp Stock	74-2254030	747525103	QUALCOMM INC	75	3,595.49	4,971.00
1315284017	Invest - Corp Stock	74-2254030	806857108	SCHLUMBERGER LTD	90	6,482.33	7,284.60
1315284017	Invest - Corp Stock	74-2254030	872540109	TIX COS INC NEW	120	5,425.19	6,326.40
1315284017	Invest - Corp Stock	74-2254030	883556102	THERMO FISHER SCIENTIFIC INC	90	6,687.83	7,994.70
1315284017	Invest - Corp Stock	74-2254030	89151E109	TOTAL S.A. - ADR	80	3,924.56	4,424.80
1315284017	Invest - Corp Stock	74-2254030	907818108	UNION PACIFIC CORP	70	6,752.43	10,747.80
1315284017	Invest - Corp Stock	74-2254030	913017109	UNITED TECHNOLOGIES CORP	55	3,572.25	5,505.50
1315284017	Invest - Corp Stock	74-2254030	191216100	COCA COLA CO	160	5,003.20	6,108.80
1315284017	Invest - Corp Stock	74-2254030	58155Q103	MCKESSON CORP	40	4,147.20	4,856.40
1315284017	Invest - Corp Stock	74-2254030	38141G104	GOLDMAN SACHS GROUP INC	40	6,069.20	6,085.20
1315284017	Invest - Corp Stock	74-2254030	404280406	HSBC - ADR	140	7,492.97	7,338.80
1315284017	Invest - Corp Stock	74-2254030	911312106	UNITED PARCEL SERVICE-CL B	75	6,198.74	6,418.50
1315284017	Invest - Corp Stock	74-2254030	30231G102	EXXON MOBIL CORPORATION	75	3,034.30	6,537.00
1315284017	Invest - Corp Stock	74-2254030	87612E106	TARGET CORP	130	7,786.12	8,230.30
1315284017	Invest - Corp Stock	74-2254030	91324P102	UNITEDHEALTH GROUP INC	170	7,346.19	12,195.80
1315284017	Invest - Corp Stock	74-2254030	189754104	COACH INC	115	6,404.60	6,073.15
1315284017	Invest - Corp Stock	74-2254030	46625H100	JPMORGAN CHASE & CO	195	6,982.87	9,853.35
1315284017	Invest - Corp Stock	74-2254030	902973304	US BANCORP DEL NEW	180	5,722.18	6,503.40
1315284017	Invest - Corp Stock	74-2254030	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	95	9,099.29	8,868.25
1315284017	Invest - Corp Stock	74-2254030	166764100	CHEVRON CORP	95	6,159.20	11,440.85
1315284017	Invest - Corp Stock	74-2254030	88579V101	3M CO	65	6,018.62	7,382.70
1315284017	Invest - Corp Stock	74-2254030	084670702	BERKSHIRE HATHAWAY INC.	120	11,256.30	13,346.40
1315284017	Invest - Corp Stock	74-2254030	20030N101	COMCAST CORP CLASS A	200	4,889.96	8,418.00
1315284017	Invest - Corp Stock	74-2254030	38259P508	GOOGLE INC	12	8,982.34	10,162.80
1315284017	Invest - Corp Stock	74-2254030	611740101	MONSTER BEVERAGE CORP	90	4,116.10	5,165.10
1315284017	Invest - Corp Stock	74-2254030	G29183103	EATON CORP PLC	100	5,144.44	6,332.00
1315284017	Invest - Corp Stock	74-2254030	12572Q105	CME GROUP INC	95	5,229.55	6,755.45
1315284017	Invest - Corp Stock	74-2254030	H0023R105	ACE LIMITED	60	3,067.19	5,263.20
				Total Invest - Corp Stock		386,958.97	468,634.57

Account #	Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
1315284017	Invest - Other	74-2254030	04314H204	ARTISAN INTERNATIONAL FUND #661	1985.8	51,750.00	53,318.78
1315284017	Invest - Other	74-2254030	264411505	DUKE REALTY CORPORATION	335	5,384.19	4,887.65
1315284017	Invest - Other	74-2254030	411511306	HARBOR INTERNATIONAL FD INST #2011	824.411	51,620.84	53,578.47
1315284017	Invest - Other	74-2254030	554382101	MACERICH CO COM	95	3,840.03	5,346.60
1315284017	Invest - Other	74-2254030	693390700	PIMCO TOTAL RET FD-INST #35	3842.72	43,614.84	40,924.94
1315284017	Invest - Other	74-2254030	693390841	PIMCO HIGH YIELD FD-INST #108	4040.4	37,050.51	38,101.01
1315284017	Invest - Other	74-2254030	693390882	PIMCO FOREIGN BD FD USD H-INST #103	2140.1	21,807.64	22,513.87
1315284017	Invest - Other	74-2254030	875465106	TANGER FACTORY OUTLET CTR	160	4,337.48	4,936.00
1315284017	Invest - Other	74-2254030	962166104	WEYERHAEUSER CO	190	5,332.94	5,202.20
1315284017	Invest - Other	74-2254030	828806109	SIMON PROPERTY GROUP INC	35	3,704.05	5,097.05
1315284017	Invest - Other	74-2254030	729251108	PLUM CREEK TIMBER CO INC	125	5,112.49	5,538.75
1315284017	Invest - Other	74-2254030	81721M109	SENIOR HOUSING PROP TRUST	210	6,020.82	4,777.50
1315284017	Invest - Other	74-2254030	81369Y100	AMEX MATERIALS SPDR	115	4,434.39	4,649.45
1315284017	Invest - Other	74-2254030	315920702	FID ADV EMER MKTS INC- CLI #607	2295.2	28,802.13	30,388.41
1315284017	Invest - Other	74-2254030	464287804	ISHARES CORE S&P SMALL-CAP E	560	18,716.12	52,780.00
1315284017	Invest - Other	74-2254030	46625H365	JP MORGAN ALERIAN MLP INDEX	455	16,893.47	20,356.70
1315284017	Invest - Other	74-2254030	003021714	ABERDEEN EMERG MKTS-INST #5840	3464.74	49,327.86	47,259.04
1315284017	Invest - Other	74-2254030	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	2780.53	41,984.80	37,620.56
1315284017	Invest - Other	74-2254030	262028855	DRIEHAUS ACTIVE INCOME FUND	4378.53	47,900.00	46,981.64
1315284017	Invest - Other	74-2254030	464286665	ISHARES MSCI PACIFIC EX JAPAN	580	14,279.43	25,694.00
1315284017	Invest - Other	74-2254030	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	470	42,699.75	101,261.50
1315284017	Invest - Other	74-2254030	277911491	EATON VANCE FLOATING RATE FD-I #924	4329.01	39,534.24	39,610.40
1315284017	Invest - Other	74-2254030	936793884	WASATCH EMERGING MKT S/C FD	8710.8	25,000.00	21,864.11
1315284017	Invest - Other	74-2254030	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	3992.9	45,000.00	44,920.15
1315284017	Invest - Other	74-2254030	464287234	ISHARES MSCI EMERGING MARKETS	1020	34,756.55	38,780.40
1315284017	Invest - Other	74-2254030	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	420	16,527.00	15,934.80
1315284017	Invest - Other	74-2254030	722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	692.977	6,971.35	6,902.05
1315284017	Invest - Other	74-2254030	78573L106	SABRA HEALTH CARE REIT -	220	5,708.51	4,864.20
1315284017	Invest - Other	74-2254030	30225T102	EXTRA SPACE STORAGE INC	150	5,123.99	6,184.50
1315284017	Invest - Other	74-2254030	922908553	VANGUARD REIT VIPER	330	19,941.67	21,285.00

Account #	Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
1315284017	Invest - Other	74-2254030	00203H859	AQR MANAGED FUTURES STR-I #15213	3137.86	30,200.94	31,755.14
1315284017	Invest - Other	74-2254030	922042866	VANGUARD FTSE PACIFIC ETF	450	25,262.96	25,213.50
1315284017	Invest - Other	74-2254030	88019R641	TEMPLETON FRONTIER MARKET-AD #674	987.224	17,000.00	16,565.62
1315284017	Invest - Other	74-2254030	03027X100	AMERICAN TOWER CORP	70	4,919.59	4,864.30
1315284017	Invest - Other	74-2254030	73935S105	POWERSHARES DB COMMODITY INDEX	1510	41,190.55	40,256.60
1315284017	Invest - Other	74-2254030	73935X195	POWERSHARES LISTED PRIVATE EQUITY	2880	24,923.99	32,486.40
1315284017	Invest - Other	74-2254030	26884U109	EPR PROPERTIES	105	5,449.67	5,142.90
1315284017	Invest - Other	74-2254030	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	840	28,273.02	32,650.80
1315284017	Invest - Other	74-2254030	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	1588.11	25,569.53	33,191.50
1315284017	Invest - Other	74-2254030	466001864	IVY ASSET STRATEGY FUND CLASS I #473	1762.22	40,582.58	50,487.72
				Total Invest - Other Investments		946,549.92	1,084,174.21
				Grand Total		1,394,581.27	1,613,881.16

COLLINS FOUNDATION

74-2254030 Page 1 of 1

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

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		66,000

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

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

Totals										Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss													
Long Term CG Distributions										Other sales		737,531		631,700		45,831													
Short Term CG Distributions										0		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	INVESCO INTL GROWTH-Y #8	00882532	-	-	5/20/2011	-	-	-	6/28/2013	-	-	-	-	-	-	40,233	40,000	-	-	-	-	-	-	-	-	-	233	
2	X	INVESCO INTL GROWTH-Y #8	00882532	-	-	2/8/2013	-	-	-	6/28/2013	-	-	-	-	-	-	11,423	11,608	-	-	-	-	-	-	-	-	-	-183	
3	X	AMERICAN CAMPUS CMNTYS	024635100	-	-	12/13/2012	-	-	-	12/13/2012	-	-	-	-	-	-	3,796	2,508	-	-	-	-	-	-	-	-	-	1,288	
4	X	AMERICAN CAMPUS CMNTYS	024635100	-	-	12/13/2012	-	-	-	6/5/2013	-	-	-	-	-	-	4,831	3,594	-	-	-	-	-	-	-	-	-	1,237	
5	X	AMERICAN TOWER CORP	03027X100	-	-	8/31/2012	-	-	-	12/13/2012	-	-	-	-	-	-	4,183	3,865	-	-	-	-	-	-	-	-	-	318	
6	X	AMGEN INC	031162100	-	-	11/2/2009	-	-	-	12/23/2013	-	-	-	-	-	-	1,659	1,051	-	-	-	-	-	-	-	-	-	608	
7	X	AMGEN INC	031162100	-	-	11/2/2009	-	-	-	2/11/2013	-	-	-	-	-	-	3,823	2,366	-	-	-	-	-	-	-	-	-	1,457	
8	X	ARBITRAGE FUND CLASS I	03875R205	-	-	3/7/2012	-	-	-	12/13/2012	-	-	-	-	-	-	24,773	25,000	-	-	-	-	-	-	-	-	-	-227	
9	X	BHP BILLITON LIMITED - ADR	088606108	-	-	2/11/2013	-	-	-	6/28/2013	-	-	-	-	-	-	4,327	5,813	-	-	-	-	-	-	-	-	-	-1,486	
10	X	BOSTON PROPERTIES INC CA	101121101	-	-	4/3/2012	-	-	-	12/13/2012	-	-	-	-	-	-	2,594	2,616	-	-	-	-	-	-	-	-	-	-22	
11	X	BOSTON PROPERTIES INC CA	101121101	-	-	4/3/2012	-	-	-	2/14/2013	-	-	-	-	-	-	5,324	5,232	-	-	-	-	-	-	-	-	-	92	
12	X	CARDINAL HEALTH INC COM	14149Y108	-	-	3/17/2010	-	-	-	12/13/2012	-	-	-	-	-	-	5,438	4,277	-	-	-	-	-	-	-	-	-	1,161	
13	X	CATERPILLAR FIN SERV 4 850	14912L3N9	-	-	12/12/2007	-	-	-	12/7/2012	-	-	-	-	-	-	25,000	24,981	-	-	-	-	-	-	-	-	-	19	
14	X	CELANESE CORP	150870103	-	-	7/15/2011	-	-	-	10/24/2012	-	-	-	-	-	-	4,216	5,865	-	-	-	-	-	-	-	-	-	-1,649	
15	X	COMPANHIA DE BEBIDAS-PR	20441W203	-	-	3/28/2011	-	-	-	3/15/2013	-	-	-	-	-	-	5,425	3,353	-	-	-	-	-	-	-	-	-	2,072	
16	X	COMPANHIA DE BEBIDAS-PR	20441W203	-	-	5/25/2011	-	-	-	3/15/2013	-	-	-	-	-	-	1,302	938	-	-	-	-	-	-	-	-	-	364	
17	X	COSTCO WHOLESALE CORP	22160K105	-	-	3/7/2012	-	-	-	11/15/2012	-	-	-	-	-	-	2,857	2,636	-	-	-	-	-	-	-	-	-	221	
18	X	COSTCO WHOLESALE CORP	22160K105	-	-	3/7/2012	-	-	-	3/15/2013	-	-	-	-	-	-	3,059	2,636	-	-	-	-	-	-	-	-	-	423	
19	X	DANAHER CORP	235851102	-	-	1/19/2010	-	-	-	10/22/2012	-	-	-	-	-	-	6,032	5,124	-	-	-	-	-	-	-	-	-	908	
20	X	DIAMOND HILL LONG-SHORT	25264S633	-	-	5/20/2011	-	-	-	2/8/2013	-	-	-	-	-	-	1,978	1,711	-	-	-	-	-	-	-	-	-	267	
21	X	DIGITAL RLTY TR INC	253668103	-	-	4/11/2011	-	-	-	12/13/2012	-	-	-	-	-	-	2,330	1,991	-	-	-	-	-	-	-	-	-	339	
22	X	DIGITAL RLTY TR INC	253668103	-	-	4/11/2011	-	-	-	5/13/2013	-	-	-	-	-	-	5,213	4,570	-	-	-	-	-	-	-	-	-	643	
23	X	EATON VANCE GLOBAL MAC	277923728	-	-	10/29/2010	-	-	-	12/13/2012	-	-	-	-	-	-	4,978	5,194	-	-	-	-	-	-	-	-	-	-216	
24	X	ISHARES CORE S&P SMALL-C	464287804	-	-	7/27/2009	-	-	-	12/13/2012	-	-	-	-	-	-	5,353	3,372	-	-	-	-	-	-	-	-	-	1,991	
25	X	ISHARES CORE S&P SMALL-C	464287804	-	-	6/3/2009	-	-	-	12/13/2012	-	-	-	-	-	-	1,147	666	-	-	-	-	-	-	-	-	-	461	
26	X	ISHARES CORE S&P SMALL-C	464287804	-	-	5/9/2013	-	-	-	2/8/2013	-	-	-	-	-	-	21,425	11,664	-	-	-	-	-	-	-	-	-	9,761	
27	X	ISHARES SILVER TRUST	46428Q109	-	-	5/9/2013	-	-	-	6/28/2013	-	-	-	-	-	-	2,545	3,109	-	-	-	-	-	-	-	-	-	-564	
28	X	JP MORGAN ALERIAN MLP IN	46625H365	-	-	5/20/2011	-	-	-	12/13/2012	-	-	-	-	-	-	11,180	10,953	-	-	-	-	-	-	-	-	-	227	
29	X	JOHNSON & JOHNSON	478160104	-	-	5/20/2011	-	-	-	12/29/2013	-	-	-	-	-	-	1,116	986	-	-	-	-	-	-	-	-	-	130	
30	X	MACERICH CO COM	554382101	-	-	4/26/2010	-	-	-	12/13/2012	-	-	-	-	-	-	2,315	1,694	-	-	-	-	-	-	-	-	-	621	
31	X	MCDONALDS CORP	580135101	-	-	11/2/2009	-	-	-	11/03/2013	-	-	-	-	-	-	1,371	885	-	-	-	-	-	-	-	-	-	486	
32	X	MCDONALDS CORP	580135101	-	-	11/2/2009	-	-	-	12/23/2013	-	-	-	-	-	-	4,192	2,655	-	-	-	-	-	-	-	-	-	1,537	
33	X	MEADOWS WACO CORP	563334107	-	-	12/17/2010	-	-	-	2/11/2013	-	-	-	-	-	-	5,687	4,026	-	-	-	-	-	-	-	-	-	1,631	
34	X	PIMCO TOTAL RET FD-INST #	693330700	-	-	12/13/2012	-	-	-	2/11/2013	-	-	-	-	-	-	11,225	11,385	-	-	-	-	-	-	-	-	-	-160	
35	X	PIMCO HIGH YIELD FD-INST #	693330841	-	-	4/26/2010	-	-	-	5/9/2013	-	-	-	-	-	-	10,217	10,000	-	-	-	-	-	-	-	-	-	217	
36	X	PIMCO HIGH YIELD FD-INST #	693330841	-	-	4/26/2010	-	-	-	5/9/2013	-	-	-	-	-	-	1,509	1,398	-	-	-	-	-	-	-	-	-	111	
37	X	PIMCO FOREIGN BD FD USD	693330882	-	-	4/26/2010	-	-	-	12/13/2012	-	-	-	-	-	-	4,757	4,509	-	-	-	-	-	-	-	-	-	248	
38	X	PIMCO FOREIGN BD FD USD	693330882	-	-	5/8/2012	-	-	-	12/13/2012	-	-	-	-	-	-	17,104	16,964	-	-	-	-	-	-	-	-	-	140	
39	X	PIMCO FOREIGN BD FD USD	693330882	-	-	2/18/2012	-	-	-	12/13/2012	-	-	-	-	-	-	3,434	3,192	-	-	-	-	-	-	-	-	-	242	
40	X	PIMCO FOREIGN BOND (UNH)	722005220	-	-	6/25/2010	-	-	-	12/13/2012	-	-	-	-	-	-	8,392	7,606	-	-	-	-	-	-	-	-	-	786	
41	X	PLUM CREEK TIMBER CO INC	729251108	-	-	8/31/2012	-	-	-	12/13/2012	-	-	-	-	-	-	3,633	3,476	-	-	-	-	-	-	-	-	-	157	
42	X	POWERSHARES DB COMMON	73935S105	-	-	12/13/2012	-	-	-	2/8/2013	-	-	-	-	-	-	1,426	1,368	-	-	-	-	-	-	-	-	-	58	
43	X	POWERSHARES LISTED PRIV	73935X195	-	-	12/13/2012	-	-	-	2/8/2013	-	-	-	-	-	-	2,621	2,368	-	-	-	-	-	-	-	-	-	235	
44	X	PROCTER & GAMBLE CO	742718109	-	-	2/16/2005	-	-	-	2/11/2013	-	-	-	-	-	-	6,441	4,551	-	-	-	-	-	-	-	-	-	1,890	
45	X	EATON VANCE GLOBAL MAC	277923728	-	-	5/20/2011	-	-	-	12/13/2012	-	-	-	-	-	-	9,795	10,140	-	-	-	-	-	-	-	-	-	-345	
46	X	EXTRA SPACE STORAGE INC	30225T102	-	-	8/31/2012	-	-	-	12/13/2012	-	-	-	-	-	-	3,503	3,416	-	-	-	-	-	-	-	-	-	87	
47	X	FIRST EAGLE OVERSEAS FD	32008F200	-	-	2/16/2010	-	-	-	2/8/2013	-	-	-	-	-	-	6,882	7,500	-	-	-	-	-	-	-	-	-	1,182	
48	X	FIRST EAGLE OVERSEAS FD	32008F200	-	-	4/26/2010	-	-	-	2/8/2013	-	-	-	-	-	-	16,120	14,984	-	-	-	-	-	-	-	-	-	1,136	
49	X	FORWARD INTL SMALL COS F	349913822	-	-	2/18/2010	-	-	-	2/8/2013	-	-	-	-	-	-	9,026	7,500	-	-	-	-	-	-	-	-	-	1,526	
50	X	FORWARD INTL SMALL COS F	349913822	-	-	4/26/2010	-	-	-	2/8/2013	-	-	-	-	-	-	15,911	14,699	-	-	-	-	-	-	-	-	-	1,212	
51	X	GATEWAY FUND - Y #1986	367629884	-	-	12/13/2012	-	-	-	6/28/2013	-	-	-	-	-	-	47,488	46,500	-	-	-	-	-	-	-	-	-	988	
52	X	GENERAL ELECTRIC CO	369604103	-	-	6/8/2010	-	-	-	12/6/2012	-	-	-	-	-	-	6,284	4,531	-	-	-	-	-	-	-	-	-	1,753	
53	X	GILEAD SCIENCES INC	375558103	-	-	10/24/2011	-	-	-	4/15/2013	-	-	-	-	-	-	4,599	1,864	-	-	-	-	-	-	-	-	-	2,735	
54	X	HCP INC	40414L109	-	-	8/31/2012	-	-	-	12/13/2012	-	-	-	-	-	-	2,889	2,961	-	-	-	-	-	-	-	-	-	-72	
55	X	HCP INC	40414L109	-	-	8/31/2012	-	-	-	2/8/2013	-	-	-	-	-	-	5,587	5,480	-	-	-	-	-	-	-	-	-	107	
56	X	HOME DEPOT INC	437076102	-	-	11/2/2009	-	-	-	11/07/2013	-	-	-	-	-	-	2,222	873	-	-	-	-	-	-	-	-	-	1,349	
57	X	HUSMAN STRATEGIC GROW	448108100	-	-	11/4/2008	-	-	-	12/13/2012	-	-	-	-	-	-	2,205	2,408	-	-	-	-	-	-	-	-	-	-203	
58	X	HUSMAN STRATEGIC GROW	448108100	-	-	3/24/2009	-	-	-	12/13/2012	-	-	-	-	-	-	19,461	22,651	-	-	-	-	-	-	-	-	-	-3,190	
59	X	HUSMAN STRATEGIC GROW	448108100	-	-	11/4/2009	-	-	-	12/13/2012	-	-	-	-	-	-	4,390	5,182	-	-	-	-	-	-	-	-	-	-792	
60	X	HUSMAN STRATEGIC GROW	448108100	-	-	5/20/2011	-	-	-	12/13/2012	-	-	-	-	-	-	9,436	10,622	-	-	-	-	-	-	-	-	-	-1,186	
61	X	HUSMAN STRATEGIC GROW	448108100	-	-	3/7/2012																							

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										1,915	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	Totals		
									Gross Sales	Cost or Other Basis	Net Gain or Loss
Capital Gains/Losses									737,531	691,700	45,831
Other sales									0	0	0
69	X	ISHARES GOLD TRUST			3/7/2012		6/28/2013	10,873	15,043	0	-4,170
70	X	ISHARES GOLD TRUST			12/13/2012		6/28/2013	3,208	4,458	0	-1,250
71	X	ISHARES INC MSCI PACIFIC E			4/13/2004		6/28/2013	5,387	3,231	0	2,166
72	X	ISHARES INC MSCI PACIFIC E			2/8/2013		6/28/2013	14,897	16,895	0	-1,998
73	X	ISHARES INC MSCI PACIFIC E			8/17/2004		6/28/2013	864	485	0	369
74	X	ISHARES TR MSCI EMERGING			12/13/2012		2/8/2013	10,295	10,152	0	143
75	X	CEF ISHARES S&P 500 GROW			7/23/2012		12/13/2012	23,186	22,347	0	839
76	X	CEF ISHARES S&P 500 GROW			7/23/2012		5/9/2013	6,890	5,862	0	1,028
77	X	PUBLIC SVC ENTERPRISE GR			9/14/2011		10/22/2012	4,841	4,990	0	-149
78	X	JP MORGAN ALERIAN MLP IN			5/20/2011		2/8/2013	2,579	2,228	0	351
79	X	JOHNSON & JOHNSON			1/22/2004		1/29/2013	5,950	4,229	0	1,721
80	X	QUALCOMM INC			747525103		2/25/2013	327	246	0	81
81	X	QUALCOMM INC			747525103		2/25/2013	1,963	1,438	0	525
82	X	SPDR DJ WILSHIRE INTERNA			11/24/2010		2/8/2013	4,984	4,997	0	-13
83	X	SPDR DJ WILSHIRE INTERNA			12/13/2012		5/9/2013	5,771	5,205	0	566
84	X	SPDR S&P MIDCAP 400 ETF			8/26/2011		12/13/2012	4,584	3,777	0	807
85	X	SPDR S&P MIDCAP 400 ETF			8/26/2011		2/8/2013	8,066	6,043	0	2,023
86	X	SIMON PROPERTY GROUP IN			2/8/2011		12/13/2012	3,840	2,646	0	1,194
87	X	MLN ELEMENTS ROGERS TO			10/29/2010		12/13/2012	42,457	41,858	0	599
88	X	TANGER FACTORY OUTLET C			875465106		12/13/2012	2,634	2,169	0	465
89	X	THERMO FISHER SCIENTIFIC			883556102		7/3/2013	853	743	0	110
90	X	THERMO FISHER SCIENTIFIC			883556102		8/28/2013	2,225	1,858	0	367
91	X	THORNBURG INTL VALUE FU			2/11/2013		12/13/2012	24,275	25,000	0	-725
92	X	THORNBURG INTL VALUE FU			5/20/2011		12/13/2012	6,867	7,458	0	-591
93	X	UNION PACIFIC CORP			12/16/2010		7/3/2013	776	460	0	316
94	X	UNITED TECHNOLOGIES COR			913017109		7/3/2013	1,299	1,900	0	-601
95	X	VANGUARD TOTAL BOND MA			921937835		2/8/2013	30,013	30,168	0	-155
96	X	VODAFONE GROUP PLC NEW			92857W209		1/10/2013	4,252	4,539	0	-287
97	X	WEYERHAEUSER CO			10/22/2012		12/13/2012	3,010	3,087	0	-77
98	X	ACCENTURE PLC			9/14/2011		1/22/2013	2,454	1,787	0	667
99	X	ACCENTURE PLC			9/14/2011		2/11/2013	4,387	3,063	0	1,324
100	X	ACE LIMITED			11/2/2009		2/25/2013	2,986	1,789	0	1,197

Part I, Line 11 (990-PF) - Other Income

		423	423	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	423	423	

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		571	571	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	571	571		

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

		21	21	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	7	7		
2	INVESTMENT EXPENSE	14	14		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

1	Description	Num. Shares/ Face Value	208,614		386,959		0		468,635	
			Book Value Beg. of Year	Book Value End of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	FMV End of Year	FMV End of Year	FMV End of Year
					386,959				468,635	

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

1		Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
				942,300	946,550	1,084,174

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

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

1	FEDERAL TAX REFUND	1	1,258
2	COST BASIS ADJUSTMENT	2	182
3	Gain on PY Sales Settled in CY	3	6,602
4	Total	4	8,042

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

1	Gain on CY Sales Not Settled at Year End	1	367
2	Total	2	367

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

[illegible]

Long Term CG Distributions	Amount		Short Term CG Distributions	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
	1915	0															
65	SPDR S&P MIDCAP 400 ETF TRUST	784877Y107					8/26/2011	2/8/2013	8,096			0	2,023	0	0	0	43,916
66	SIMON PROPERTY GROUP INC	828008109					2/20/2011	12/13/2012	3,840			0	2,646	1,194	0	0	1,194
67	MLN ELEMENTS ROGERS TOTAL RETU	870297801					10/28/2010	12/13/2012	42,457			0	41,856	599	0	0	569
68	TANGER FACTORY OUTLET CTR	875465106					2/6/2011	12/13/2012	2,634			0	2,159	465	0	0	465
69	FISHER SCIENTIFIC INC	863558102					2/11/2013	7/3/2013	853			0	743	110	0	0	110
70	THERMO FISHER SCIENTIFIC INC	863558102					2/11/2013	8/28/2013	2,225			0	1,856	367	0	0	367
71	THORNBURO INTL VALUE FUND-CL 2	865215566					12/14/2010	12/13/2012	24,275			0	25,000	-725	0	0	-725
82	THORNBURO INTL VALUE FUND-CL 1	865215566					5/20/2011	12/13/2012	6,867			0	7,456	-589	0	0	-589
93	UNION PACIFIC CORP	907618108					12/18/2010	7/3/2013	776			0	460	316	0	0	316
94	UNITED TECHNOLOGIES CORP	913017109					8/20/2008	7/3/2013	1,900			0	1,299	601	0	0	601
95	VANGUARD TOTAL BOND MARKET ETF	921373435					3/7/2012	2/6/2013	30,013			0	30,168	-155	0	0	-155
96	VODAFONE GROUP PLC NEW ADR	92857W209					10/22/2012	1/10/2013	4,252			0	4,539	-287	0	0	-287
97	WIEYERHAEUSER CO	982166104					10/18/2012	12/13/2012	3,010			0	3,087	-77	0	0	-77
98	ACCENTURE PLC	G151C101					9/14/2011	1/22/2013	2,454			0	1,787	667	0	0	667
99	ACCENTURE PLC	G151C101					9/14/2011	2/11/2013	4,367			0	3,063	1,324	0	0	1,324
100	ACE LIMITED	H002R105					11/2/2009	2/25/2013	2,986			0	1,789	1,197	0	0	1,197

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

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	511
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	511