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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 10/1/2012, and ending 9/30/2013

Name of foundation MILDRED R MCMAHAN		A Employer identification number 59-6802975
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 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 <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 532,012	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,524	13,453		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	7,647			
	b Gross sales price for all assets on line 6a 209,776				
	7 Capital gain net income (from Part IV, line 2)		7,647		
	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	21,171	21,100	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,694	6,521		2,173
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	847			847
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	189	111		
	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	9,730	6,632	0	3,020
	25 Contributions, gifts, grants paid	22,500			22,500
26 Total expenses and disbursements. Add lines 24 and 25	32,230	6,632	0	25,520	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,059				
b Net investment income (if negative, enter -0-)		14,468			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		14,729	16,378	16,378
	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)		473,578	460,649	515,634	
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)		488,307	477,027	532,012	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		488,307	477,027	
	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)		488,307	477,027	
	31	Total liabilities and net assets/fund balances (see instructions)		488,307	477,027	

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	488,307
2	Enter amount from Part I, line 27a	2	-11,059
3	Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	31
4	Add lines 1, 2, and 3	4	477,279
5	Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	252
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	477,027

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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) FMV 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	7,647
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

(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			0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	0

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 ☐ 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax 152 Refunded

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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? If "Yes," list the years 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b** N/A**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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**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	8,694		

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	511,313
b	Average of monthly cash balances	1b	20,989
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	532,302
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	532,302
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,985
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	524,317
6	Minimum investment return. Enter 5% of line 5	6	26,216

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	26,216
2a	Tax on investment income for 2012 from Part VI, line 5	2a	289
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	289
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,927
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,927
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	25,927

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	25,520
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	25,520
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	25,520

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.

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MILDRED R MCMAHAN

Part XIII Undistributed Income (see instructions)59-6802975 Page **9**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				25,927
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____			24,735	
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 ▶ \$ <u>25,520</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)			24,735	
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				785
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	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				
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)				25,142
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				

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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)

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

- b** 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test—enter

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test—enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

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

Form 990-PF (2012) MILDRED R MCMAHAN

59-6802975 Page **11****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	22,500
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	13,524	
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	7,647	
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		21,171	0
13 Total. Add line 12, columns (b), (d), and (e)				13	21,171

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | <table border="1"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </tbody> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X |
|---|--|----|-----|----|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[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. Silante SVP Wells Fargo Bank N.A.

12/20/2013
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

Preparer's signature

Date

JOSEPH J CASTRIANO

[Signature]

12/20/2013

Check ☒ if
self-employed

PTIN

P01251603

Firm's name	► PricewaterhouseCoopers, LLP
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Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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MILDRED R MCMAHAN

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

Recipient(s) paid during the year

Name

UNIVERSITY OF CENTRAL FLORIDA

Street

PO BOX 160114

City

ORLANDO

State

FL

Zip Code

32816-0114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,500

Name

UNIVERSITY OF FLORIDA

Street

222 CRISER HALL BOX 11400

City

GAINSVILLE

State

FL

Zip Code

32611

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

5,719

Name

FLORIDA STATE UNIVERSITY

Street

A1500 UNIVERSITY CENTER

City

TALLAHASSEE

State

FL

Zip Code

32306-2395

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

4,219

Name

SEMINOLE STATE COLLEGE

Street

100 WELDON BLVD

City

SANFORD

State

FL

Zip Code

32773

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

5,156

Name

UNIVERSITY OF MIAMI

Street

PO BOX 248106

City

CORAL GABLES

State

FL

Zip Code

33124

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,406

Name

UNIVERSITY OF SOUTH FLORIDA

Street

4202 E FOWLER AVENUE

City

TAMPA

State

FL

Zip Code

33620

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,500

MILDRED R MCMAHAN

59-6802975 Page 2 of 2

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

Recipient(s) paid during the year

Name

FULL SAIL UNIVERSITY

Street

3300 UNIVERSITY BLVD

City

WINTER PARK

State

FL

Zip Code

32792

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,500

Name

RHODES COLLEGE

Street

2000 N PARKWAY

City

MEMPHIS

State

TN

Zip Code

38112

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,500

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

Long Term CG Distributions										Amount		Totals										Net Gain or Loss	
Short Term CG Distributions										1,789		Capital Gains/Losses										7,847	
										0		208,776										202,129	
										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	DODGE & COX INTL STOCK F	256206103			2/11/2008		7/10/2013	507	550				0	-43									
2	DODGE & COX INTL STOCK F	256206103			2/11/2008		8/28/2013	1,285	1,371				0	-86									
3	DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	5,998	5,895				0	104									
4	DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	9,840	9,544				0	96									
5	DODGE & COX INCOME FD C	256210105			2/9/2007		11/19/2012	8,293	7,519				0	774									
6	DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	7,386	7,628				0	-242									
7	DODGE & COX INCOME FD C	256210105			2/11/2013		8/28/2013	915	943				0	-28									
8	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		11/19/2012	571	578				0	-7									
9	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	3,305	3,243				0	62									
10	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		2/7/2013	181	169				12	12									
11	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013		8/28/2013	515	516				0	-1									
12	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/28/2013	528	376				0	152									
13	GATEWAY FUND - Y #1988	367829884			8/10/2012		7/10/2013	13,252	12,954				0	288									
14	GATEWAY FUND - Y #1988	367829884			2/11/2013		7/10/2013	5,548	5,483				0	65									
15	HARBOR CAPITAL APRECTION	411511504			2/11/2013		7/10/2013	10,324	9,535				0	789									
16	HARBOR CAPITAL APRECTION	411511504			5/25/2011		7/10/2013	471	381				0	90									
17	HARBOR CAPITAL APRECTION	411511504			5/25/2011		8/28/2013	1,818	1,285				0	333									
18	HUSSMAN STRATEGIC GROW	448108100			12/8/2011		2/7/2013	7,721	8,476				0	-1,755									
19	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		7/10/2013	2,440	1,882				0	558									
20	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/28/2013	1,483	1,105				0	358									
21	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		8/28/2013	1,124	1,129				0	-5									
22	CREDIT SUISSE COMM RET S	22544R305			8/26/2011		8/28/2013	1,998	2,101				0	-403									
23	DIAMOND HILL LONG-SHORT	25264S833			12/8/2011		7/10/2013	4,146	3,324				0	822									
24	DODGE & COX INTL STOCK F	256206103			2/9/2007		11/19/2012	524	717				0	-193									
25	DODGE & COX INTL STOCK F	256206103			2/9/2007		7/10/2013	1,782	2,122				0	-360									
26	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	1,982	2,257				0	-275									
27	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/28/2013	539	435				0	104									
28	MERGER FD SH BEN INT #260	589509108			7/12/2013		8/28/2013	530	528				0	2									
29	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	5,711	5,839				0	-128									
30	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/10/2013	3,149	3,376				0	-227									
31	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		7/10/2013	3,605	3,801				0	-196									
32	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		8/28/2013	832	878				0	-46									
33	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		11/19/2012	836	595				0	41									
34	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		2/7/2013	248	245				0	3									
35	PIMCO FOREIGN BD FD USD	693390882			12/8/2011		2/7/2013	690	678				0	12									
36	ISHARES CORE S & P 500 ETF	464287200			8/24/2011		7/10/2013	11,111	7,861				0	3,250									
37	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	7,351	6,468				0	883									
38	RIDGEMOUTH SEIX HY BDI #	76628T845			8/26/2011		11/19/2012	2,540	2,399				0	141									
39	RIDGEMOUTH SEIX HY BDI #	76628T845			8/26/2011		2/7/2013	3,108	2,858				0	250									
40	RIDGEMOUTH SEIX HY BDI #	76628T845			7/12/2013		8/28/2013	568	573				0	-7									
41	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	7,377	7,362				0	15									
42	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		8/28/2013	521	528				0	-7									
43	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/19/2012	965	951				0	14									
44	TCW SMALL CAP GROWTH FU	87234N849			5/10/2012		11/19/2012	529	566				0	-37									
45	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		11/19/2012	4,988	5,654				0	-668									
46	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	6,739	6,294				0	445									
47	KALMAR GR VIVAL SM CAP F	483438208			2/11/2013		8/28/2013	788	696				0	112									
48	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/7/2013	5,944	4,760				0	1,184									
49	LAUDUS MONDRIAN INTL FFI	51855Q655			12/14/2012		2/7/2013	583	619				0	-38									
50	LAUDUS MONDRIAN INTL FFI	51855Q655			12/8/2011		2/7/2013	480	519				0	-39									
51	LAUDUS MONDRIAN INTL FFI	51855Q655			12/8/2011		8/28/2013	525	587				0	-62									
52	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	1,165	935				0	230									
53	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		7/10/2013	4,558	4,115				0	444									
54	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		7/10/2013	2,788	2,226				0	562									
55	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		12/19/2012	6,317	6,852				0	-535									
56	TCW SMALL CAP GROWTH FU	87234N849			12/6/2010		12/19/2012	393	422				0	-29									
57	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	822	758				0	64									
58	PIMCO TOTAL RET FD-INST #	693390700			11/21/2012		2/7/2013	28,752	29,708				0	-978									

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

		847	0	0	847
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	847			847

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

		189	111	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	111	111		
2	ESTIMATED EXCISE PAYMENTS	78			

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS - OTHER		473,578	460,649	515,634

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

Amount
1000

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	363
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	2/23/2013	3	78
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	441

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	24,735
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	24,735

Statement A

MILDRED R MCMAHAN

EIN: 59-6802975

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990PF to their office.

Name: MILDRED R MCMAHAN
Account # 4019863299
FYE: 09/30/2013

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
4019863299	TOTAL Cash	59-6802975				\$0.00	\$0.00
4019863299	Savings & Temp Inv	59-6802975	99999V944	SECURED MARKET DEPOSIT ACCOUNT	\$14,885.98	14,885.98	\$14,885.98
4019863299	Savings & Temp Inv	59-6802975	99999V944	SECURED MARKET DEPOSIT ACCOUNT	\$1,491.57	1,491.57	\$1,491.57
	TOTAL SAVINGS & TEMP INV				\$16,377.55	16,377.55	\$16,377.55
4019863299	Invest - Other	59-6802975	04314H204	ARTISAN INTERNATIONAL FUND #661	\$24,385.05	850.84	\$17,408.16
4019863299	Invest - Other	59-6802975	256210105	DODGE & COX INCOME FD COM #147	\$32,445.82	2,405.18	\$30,989.80
4019863299	Invest - Other	59-6802975	411511504	HARBOR CAPITAL APRCTION-INST #2012	\$36,911.30	705.90	\$26,464.62
4019863299	Invest - Other	59-6802975	589509108	MERGER FD SH BEN INT #260	\$15,516.17	958.97	\$15,287.09
4019863299	Invest - Other	59-6802975	693390700	PIMCO TOTAL RET FD-INST #35	\$32,807.81	3,032.15	\$31,137.88
4019863299	Invest - Other	59-6802975	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$10,572.44	1,001.18	\$10,209.54
4019863299	Invest - Other	59-6802975	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$22,703.99	4,739.87	\$22,857.41
4019863299	Invest - Other	59-6802975	04314H600	ARTISAN MID CAP FUND-INS #1333	\$22,450.28	442.37	\$17,758.62
4019863299	Invest - Other	59-6802975	464287200	ISHARES CORE S & P 500 ETF	\$9,796.20	58.00	\$7,690.35
4019863299	Invest - Other	59-6802975	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$10,368.48	955.62	\$11,286.36
4019863299	Invest - Other	59-6802975	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$5,144.54	546.13	\$5,270.15
4019863299	Invest - Other	59-6802975	256206103	DODGE & COX INT'L STOCK FD #1048	\$24,784.07	610.75	\$16,113.47
4019863299	Invest - Other	59-6802975	552983694	MFS VALUE FUND-CLASS I #893	\$23,800.35	770.24	\$17,754.13
4019863299	Invest - Other	59-6802975	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$26,990.28	1,907.44	\$27,322.12
4019863299	Invest - Other	59-6802975	262028855	DRIEHAUS ACTIVE INCOME FUND	\$20,520.42	1,919.59	\$20,360.03
4019863299	Invest - Other	59-6802975	339128100	JP MORGAN MID CAP VALUE-I #758	\$13,600.00	400.00	\$9,404.00
4019863299	Invest - Other	59-6802975	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	\$15,738.17	1,375.71	\$15,820.71
4019863299	Invest - Other	59-6802975	922908553	VANGUARD REIT VIPER	\$17,990.08	272.00	\$14,076.10
4019863299	Invest - Other	59-6802975	483438206	KALMAR GR W/VAL SM CAP FD #2	\$10,399.41	487.32	\$8,406.27
4019863299	Invest - Other	59-6802975	00203H859	AQR MANAGED FUTURES STR-I #15213	\$5,154.38	517.51	\$5,268.23
4019863299	Invest - Other	59-6802975	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$21,271.55	530.00	\$23,616.04
4019863299	Invest - Other	59-6802975	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$21,746.00	594.80	\$20,630.87
4019863299	Invest - Other	59-6802975	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$18,663.59	443.00	\$16,363.94
4019863299	Invest - Other	59-6802975	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$10,725.03	504.47	\$8,590.50
4019863299	Invest - Other	59-6802975	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$25,850.47	2,592.83	\$24,535.40
4019863299	Invest - Other	59-6802975	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$24,799.97	3,397.26	\$28,745.68
4019863299	Invest - Other	59-6802975	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$10,497.89	292.10	\$7,281.68
	TOTAL INVEST - OTHER				\$515,633.74	32,311.20	\$460,649.15
	GRAND TOTAL				\$532,011.29	48,688.75	\$477,026.70