12/6/2013 4 16 20 PM - 207623000 - 1807 - WWS - HARDING, JC ALMY T-U-W

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: J C ALMY HARDING TRUST 207623000	A Employer identification number: 95-6718923
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 ▶ ☐
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) ▶ $ 913,033 — J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(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	19,649	19,514		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	29,886			
	b	Gross sales price for all assets on line 6a 397,350				
	7	Capital gain net income (from Part IV, line 2)		29,886		
	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	49,535	49,400	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,249	9,187		3,062
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,144			1,144
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,022	400		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10			10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,425	9,587	0	4,216
	25	Contributions, gifts, grants paid	38,917			38,917
	26	**Total expenses and disbursements** Add lines 24 and 25	53,342	9,587	0	43,133
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,807			
	b	**Net investment income** (if negative, enter -0-)		39,813		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	25,382	30,040	30,040
	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)	777,515	768,429	882,993
	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)	802,897	798,469	913,033
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	802,897	798,469	
	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)	802,897	798,469	
	31	**Total liabilities and net assets/fund balances** (see instructions)	802,897	798,469	

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	802,897
2	Enter amount from Part I, line 27a	2	-3,807
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	799,090
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	621
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	798,469

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	29,886
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	38,960	836,512	0 046574
2010	44,462	894,070	0 049730
2009	27,763	808,461	0 034341
2008	26,452	696,217	0 037994
2007			0 000000

2	**Total** of line 1, column (d)	2	0 168639
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 042160
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	879,950
5	Multiply line 4 by line 3	5	37,099
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	398
7	Add lines 5 and 6	7	37,497
8	Enter qualifying distributions from Part XII, line 4	8	43,133

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	398
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	398
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	398
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 681		
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	681
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	283
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 283 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)			2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*			3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	12,249		

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	865,831
b	Average of monthly cash balances	1b	27,519
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	893,350
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	893,350
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	13,400
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	879,950
6	**Minimum investment return.** Enter 5% of line 5	6	43,998

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	43,998
2a	Tax on investment income for 2012 from Part VI, line 5	2a	398		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	398
3	Distributable amount before adjustments Subtract line 2c from line 1			3	43,600
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	43,600
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	43,600

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	43,133
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	43,133
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	398
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,735

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				43,600
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			19,978	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 43,133				
a	Applied to 2011, but not more than line 2a			19,978	
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				23,155
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	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				20,445
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	38,917
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,649	
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	29,886	
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		49,535	0

13 Total. Add line 12, columns (b), (d), and (e) 13 49,535

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Schulte SVP Wells Fargo Bank N.A. | 12/6/2013 | SVP Wells Fargo Bank N.A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO	[signature]	12/6/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
SAN DIEGO STATE UNIVERSITY FOUNDATION				
Street				
5250 CAMPANILE DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
SAN DIEGO	CA	92182-1948		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,242

Name				
SD SPACE & SCIENCE FOUNDATION				
Street				
PO BOX 33303				
City	**State**	**Zip Code**	**Foreign Country**	
SAN DIEGO	CA	92103		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				29,188

Name				
UNIVERSITY OF SOUTHERN CALIFORNIA				
Street				
TREASURER'S OFFICE BK402				
City	**State**	**Zip Code**	**Foreign Country**	
UNIVERSITY PARK	CA	90089-2541		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,243

Name				
ALLIANCE OF THE SAN DIEGO COUNTY				
Street				
640 LORING STREET				
City	**State**	**Zip Code**	**Foreign Country**	
SAN DIEGO	CA	92109-1754		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,244

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

	Amount
Long Term CG Distributions	3,542
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	397,350	367,464	29,886
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859			7/11/2013		9/25/2013	8,580	8,709				0	-129
2	X	INVESCO INTL GROWTH-Y #8	008882532			2/8/2012		2/8/2013	1,700	1,552				0	148
3	X	INVESCO INTL GROWTH-Y #8	008882532			2/8/2012		7/11/2013	1,368	1,225				0	143
4	X	INVESCO INTL GROWTH-Y #8	008882532			2/8/2012		9/25/2013	4,244	3,539				0	705
5	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		5/7/2013	1,340	1,191				0	149
6	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		7/11/2013	2,137	1,826				0	311
7	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		9/25/2013	3,318	2,620				0	698
8	X	CREDIT SUISSE COMM RET S	22544R305			8/11/2011		9/25/2013	4,120	5,156				0	-1,036
9	X	CREDIT SUISSE COMM RET S	22544R305			10/8/2010		9/25/2013	4,181	5,140				0	-959
10	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		2/8/2013	1,952	1,594				0	358
11	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		7/11/2013	20,300	15,504				0	4,796
12	X	DODGE & COX INCOME FD CC	256210105			5/9/2013		7/11/2013	7,697	7,954				0	-257
13	X	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		2/8/2013	8,381	8,143				0	238
14	X	HUSSMAN STRATEGIC GROW	448108100			5/8/2009		2/8/2013	248	301				0	-53
15	X	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		2/8/2013	7,889	9,922				0	-2,033
16	X	JP MORGAN MID CAP VALUE-	339128100			2/12/2013		7/11/2013	1,638	1,466				0	172
17	X	JP MORGAN MID CAP VALUE-	339128100			5/3/2010		7/11/2013	3,515	2,308				0	1,207
18	X	GATEWAY FUND - Y #1986	367829884			8/13/2012		7/11/2013	21,934	21,372				0	562
19	X	GATEWAY FUND - Y #1986	367829884			2/12/2013		7/11/2013	14,400	14,210				0	190
20	X	HUSSMAN STRATEGIC GROW	448108100			2/9/2009		2/8/2013	1,837	2,190				0	-353
21	X	HUSSMAN STRATEGIC GROW	448108100			10/19/2009		2/8/2013	2,058	2,536				0	-478
22	X	HUSSMAN STRATEGIC GROW	448108100			11/19/2010		2/8/2013	1,030	1,272				0	-242
23	X	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/8/2013	3,484	4,000				0	-516
24	X	HUSSMAN STRATEGIC GROW	448108100			4/28/2011		2/8/2013	654	761				0	-107
25	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2012		2/8/2013	2,756	3,148				0	-392
26	X	ISHARES RUSSELL 2000 GRO	464287648			11/16/2012		2/8/2013	15,353	13,045				0	2,308
27	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/8/2013	14,322	13,255				0	1,067
28	X	MERGER FD SH BEN INT #26	589509108			10/8/2010		7/11/2013	414	412				0	2
29	X	MERGER FD SH BEN INT #26	589509108			8/13/2012		7/11/2013	240	238				0	2
30	X	MERGER FD SH BEN INT #26	589509108			5/3/2010		7/11/2013	8,610	8,464				0	146
31	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		2/8/2013	1,683	1,657				0	26
32	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		7/11/2013	1,089	1,094				0	-5
33	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/12/2013		5/7/2013	2,458	2,321				0	137
34	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/12/2013		7/11/2013	14,538	13,039				0	1,499
35	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		12/19/2012	5,700	5,779				0	-79
36	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/8/2012		7/11/2013	3,791	2,996				0	795
37	X	TCW SMALL CAP GROWTH FI	87234N849			7/23/2010		12/19/2012	1,476	1,318				0	158
38	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/8/2012		9/25/2013	4,165	3,111				0	1,054
39	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		5/7/2013	1,203	1,079				0	124
40	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		5/7/2013	2,823	2,511				0	312
41	X	TCW SMALL CAP GROWTH FI	87234N849			5/11/2012		11/16/2012	2,191	2,367				0	-176
42	X	TCW SMALL CAP GROWTH FI	87234N849			8/13/2012		11/16/2012	431	458				0	-27
43	X	TCW SMALL CAP GROWTH FI	87234N849			8/11/2011		12/19/2012	6,962	6,692				0	270
44	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		11/16/2012	9,183	9,861				0	-678
45	X	TEMPLETON FOREIGN FD - A	880196506			2/8/2012		11/16/2012	1,882	1,989				0	-107
46	X	TEMPLETON FOREIGN FD - A	880196506			2/8/2012		2/8/2013	3,000	2,771				0	229
47	X	TEMPLETON FOREIGN FD - A	880196506			2/8/2012		7/11/2013	2,753	2,432				0	321
48	X	TEMPLETON FOREIGN FD - A	880196506			2/8/2012		9/25/2013	5,663	4,525				0	1,138
49	X	VANGUARD FTSE EMERGING	922042858			5/7/2013		9/25/2013	1,557	1,685				0	-128
50	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		9/25/2013	5,940	6,419				0	-479
51	X	WELLS FARGO ADV INTL BON	94985D582			7/23/2010		2/8/2013	1,911	1,864				0	47
52	X	VANGUARD REIT VIPER	922908553			11/16/2012		2/8/2013	1,368	1,243				0	125
53	X	WELLS FARGO ADV INTL BON	94985D582			7/23/2010		9/25/2013	1,050	1,056				0	-6
54	X	VANGUARD REIT VIPER	922908553			11/16/2012		5/7/2013	457	373				0	84
55	X	WELLS FARGO ADV HI INC-IN	949917538			3/12/2007		11/16/2012	4,191	4,316				0	-125
56	X	VANGUARD REIT VIPER	922908553			8/7/2009		5/7/2013	2,131	1,054				0	1,077
57	X	WF ADV INDEX FUND-ADMIN	94975G686			2/9/2009		2/8/2013	1,508	946				0	562
58	X	WF ADV INDEX FUND-ADMIN	94975G686			2/9/2009		5/7/2013	1,622	946				0	676
59	X	WF ADV INDEX FUND-ADMIN	94975G686			2/9/2009		7/11/2013	17,394	9,806				0	7,588
60	X	WF ADV C & B LARGE CAP VA	94975J268			2/12/2013		5/7/2013	3,041	2,820				0	221
61	X	WF ADV C & B LARGE CAP VA	94975J268			2/12/2013		7/11/2013	2,439	2,145				0	294
62	X	WF ADV C & B LARGE CAP VA	94975J268			5/3/2010		7/11/2013	10,876	8,058				0	2,818
63	X	WFA CORE BD FD-I #944	94975J581			11/16/2012		2/8/2013	6,925	7,282				0	-357
64	X	WFA CORE BD FD-I #944	94975J581			2/8/2012		5/7/2013	2,650	2,654				0	-4
65	X	WFA CORE BD FD-I #944	94975J581			8/13/2012		5/7/2013	3,524	3,625				0	-101
66	X	WFA CORE BD FD-I #944	94975J581			11/16/2012		5/7/2013	7,331	7,643				0	-312
67	X	WFA CORE BD FD-I #944	94975J581			2/4/2011		5/7/2013	1,250	1,195				0	55
68	X	WFA CORE BD FD-I #944	94975J581			2/4/2011		7/11/2013	6,505	6,478				0	27

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	3,542	Capital Gains/Losses	397,350	367,464	29,886
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	WELLS FARGO ADV SP S/C V	94975P447			8/13/2012		2/8/2013	8,456	7,394				0	1,062
70	X	WELLS FARGO ADV EMG MK	94975P751			11/19/2010		11/16/2012	442	480				0	-38
71	X	WELLS FARGO ADV EMG MK	94975P751			10/8/2010		11/16/2012	526	566				0	-40
72	X	WELLS FARGO ADV EMG MK	94975P751			2/12/2013		9/25/2013	7,974	8,106				0	-132
73	X	WELLS FARGO ADV HI INC-IN	949917538			3/12/2007		2/8/2013	6,935	7,032				0	-97
74	X	WF ADV GOVT SECURITIES- I	949917579			5/4/2010		11/16/2012	1,126	1,058				0	68
75	X	WF ADV GOVT SECURITIES- I	949917579			2/8/2012		11/16/2012	1,760	1,725				0	35
76	X	WF ADV GOVT SECURITIES- I	949917579			8/13/2012		11/16/2012	3,896	3,886				0	10
77	X	WF ADV GOVT SECURITIES- I	949917579			2/4/2011		11/16/2012	7,289	6,838				0	451
78	X	WF ADV GOVT SECURITIES- I	949917579			2/4/2011		2/8/2013	9,023	8,762				0	261
79	X	WF ADV GOVT SECURITIES- I	949917579			8/12/2009		2/8/2013	1,737	1,676				0	61
80	X	WF ADV GOVT SECURITIES- I	949917579			7/18/2008		5/7/2013	1,135	1,048				0	87
81	X	WF ADV GOVT SECURITIES- I	949917579			8/12/2009		5/7/2013	15,958	15,327				0	631
82	X	WF ADV SHORT-TERM BOND	949917652			2/12/2013		7/11/2013	1,616	1,623				0	-7
83	X	WFA SMALL COMPANY GROV	949921571			2/12/2013		9/25/2013	1,574	1,282				0	292

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,144	0	0	1,144
1	TAX PREP FEE	1,144			1,144

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,022	400	0	0
	Description				
1	FOREIGN TAX WITHHELD	400	400		
2	ESTIMATED EXCISE PAYMENTS	622			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10	0	0	10
	Description				
1	STATE AG FEES	10	0		10

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

			777,515	768,429	882,993
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	TOTAL OTHER INVESTMENTS		777,515	768,429	882,993

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

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

1	COST BASIS ADJUSTMENT	1	157
2	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	464
3	Total	3	621

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

	Amount
Long Term CG Distributions	3,542
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						393,808	0	0	367,464	28,344	0	0	0	26,344
1	AQR MANAGED FUTURES STR-I #1521	00203H859		7/11/2013	9/25/2013	8,580		0	8,709	-129	0	0	0	-129
2	INVESCO INTL GROWTH-Y #8516	008882532		2/8/2012	2/8/2013	1,700		0	1,552	148	0	0	0	148
3	INVESCO INTL GROWTH-Y #8516	008882532		2/8/2012	7/11/2013	1,368		0	1,225	143	0	0	0	143
4	INVESCO INTL GROWTH-Y #8516	008882532		2/8/2012	9/25/2013	4,244		0	3,539	705	0	0	0	705
5	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	5/7/2013	1,340		0	1,191	149	0	0	0	149
6	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	7/11/2013	2,137		0	1,826	311	0	0	0	311
7	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	9/25/2013	3,318		0	2,620	698	0	0	0	698
8	CREDIT SUISSE COMM RET ST-I #2156	22544R305		8/11/2011	9/25/2013	4,120		0	5,156	-1,036	0	0	0	-1,036
9	CREDIT SUISSE COMM RET ST-I #2156	22544R305		10/8/2010	9/25/2013	4,181		0	5,140	-959	0	0	0	-959
10	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/3/2010	2/8/2013	1,952		0	1,594	358	0	0	0	358
11	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/3/2010	7/11/2013	20,300		0	15,504	4,796	0	0	0	4,796
12	DODGE & COX INCOME FD COM #147	256210105		5/9/2013	7/11/2013	7,697		0	7,954	-257	0	0	0	-257
13	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		10/8/2010	2/8/2013	8,381		0	8,143	238	0	0	0	238
14	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/8/2009	2/8/2013	248		0	301	-53	0	0	0	-53
15	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/11/2009	2/8/2013	7,889		0	9,922	-2,033	0	0	0	-2,033
16	JP MORGAN MID CAP VALUE-I #758	339128100		2/12/2013	7/11/2013	1,638		0	1,466	172	0	0	0	172
17	JP MORGAN MID CAP VALUE-I #758	339128100		5/3/2010	7/11/2013	3,515		0	2,308	1,207	0	0	0	1,207
18	GATEWAY FUND - Y #1986	367829884		8/13/2012	7/11/2013	21,934		0	21,372	562	0	0	0	562
19	GATEWAY FUND - Y #1986	367829884		2/12/2013	7/11/2013	14,400		0	14,210	190	0	0	0	190
20	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/9/2009	2/8/2013	1,837		0	2,190	-353	0	0	0	-353
21	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/19/2009	2/8/2013	2,058		0	2,536	-478	0	0	0	-478
22	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/19/2010	2/8/2013	1,030		0	1,272	-242	0	0	0	-242
23	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/4/2011	2/8/2013	3,484		0	4,000	-516	0	0	0	-516
24	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/28/2011	2/8/2013	654		0	761	-107	0	0	0	-107
25	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/8/2012	2/8/2013	2,756		0	3,148	-392	0	0	0	-392
26	ISHARES RUSSELL 2000 GROWTH	464287648		11/16/2012	2/8/2013	15,353		0	13,045	2,308	0	0	0	2,308
27	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/8/2013	14,322		0	13,255	1,067	0	0	0	1,067
28	MERGER FD SH BEN INT #260	589509108		10/8/2010	7/11/2013	414		0	412	2	0	0	0	2
29	MERGER FD SH BEN INT #260	589509108		8/13/2012	7/11/2013	240		0	238	2	0	0	0	2
30	MERGER FD SH BEN INT #260	589509108		5/3/2010	7/11/2013	8,610		0	8,464	146	0	0	0	146
31	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	2/8/2013	1,683		0	1,657	26	0	0	0	26
32	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	7/11/2013	1,089		0	1,094	-5	0	0	0	-5
33	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/12/2013	5/7/2013	2,458		0	2,321	137	0	0	0	137
34	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/12/2013	7/11/2013	14,538		0	13,039	1,499	0	0	0	1,499
35	TCW SMALL CAP GROWTH FUND-I 472	87234N849		5/3/2010	12/19/2012	5,700		0	5,779	-79	0	0	0	-79
36	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/8/2012	7/11/2013	3,791		0	2,996	795	0	0	0	795
37	TCW SMALL CAP GROWTH FUND-I 472	87234N849		7/23/2010	12/19/2012	1,476		0	1,318	158	0	0	0	158
38	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/8/2012	9/25/2013	4,165		0	3,111	1,054	0	0	0	1,054
39	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	5/7/2013	1,203		0	1,079	124	0	0	0	124
40	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	5/7/2013	2,823		0	2,511	312	0	0	0	312
41	TCW SMALL CAP GROWTH FUND-I 472	87234N849		5/11/2012	11/16/2012	2,191		0	2,367	-176	0	0	0	-176
42	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/13/2012	11/16/2012	431		0	458	-27	0	0	0	-27
43	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/11/2011	12/19/2012	6,962		0	6,692	270	0	0	0	270
44	TCW SMALL CAP GROWTH FUND-I 472	87234N849		5/3/2010	11/16/2012	9,183		0	9,861	-678	0	0	0	-678
45	TEMPLETON FOREIGN FD - ADV 604	880196506		2/8/2012	11/16/2012	1,882		0	1,989	-107	0	0	0	-107
46	TEMPLETON FOREIGN FD - ADV #604	880196506		2/8/2012	2/8/2013	3,000		0	2,771	229	0	0	0	229
47	TEMPLETON FOREIGN FD - ADV #604	880196506		2/8/2012	7/11/2013	2,753		0	2,432	321	0	0	0	321
48	TEMPLETON FOREIGN FD - ADV #604	880196506		2/8/2012	9/25/2013	5,663		0	4,525	1,138	0	0	0	1,138
49	VANGUARD FTSE EMERGING MARKET	922042858		5/7/2013	9/25/2013	1,557		0	1,685	-128	0	0	0	-128
50	VANGUARD FTSE EMERGING MARKET	922042858		2/8/2013	9/25/2013	5,940		0	6,419	-479	0	0	0	-479
51	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/23/2010	2/8/2013	1,911		0	1,864	47	0	0	0	47
52	VANGUARD REIT VIPER	922908553		11/16/2012	2/8/2013	1,368		0	1,243	125	0	0	0	125
53	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/23/2010	9/25/2013	1,050		0	1,056	-6	0	0	0	-6
54	VANGUARD REIT VIPER	922908553		11/16/2012	5/7/2013	457		0	373	84	0	0	0	84
55	WELLS FARGO ADV HI INC INS 3110	949917538		3/12/2007	11/16/2012	4,191		0	4,316	-125	0	0	0	-125
56	VANGUARD REIT VIPER	922908553		8/7/2009	5/7/2013	2,131		0	1,054	1,077	0	0	0	1,077
57	WF ADV INDEX FUND-ADMIN #88	94975G686		2/9/2009	2/8/2013	1,508		0	946	562	0	0	0	562
58	WF ADV INDEX FUND-ADMIN #88	94975G686		2/9/2009	5/7/2013	1,622		0	946	676	0	0	0	676
59	WF ADV INDEX FUND-ADMIN #88	94975G686		2/9/2009	7/11/2013	17,394		0	9,806	7,588	0	0	0	7,588
60	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/12/2013	5/7/2013	3,041		0	2,820	221	0	0	0	221
61	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/12/2013	7/11/2013	2,439		0	2,145	294	0	0	0	294
62	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		5/3/2010	7/11/2013	10,876		0	8,058	2,818	0	0	0	2,818
63	WFA CORE BD FD-I #944	94975J581		11/16/2012	2/8/2013	6,925		0	7,282	-357	0	0	0	-357
64	WFA CORE BD FD-I #944	94975J581		2/8/2012	5/7/2013	2,650		0	2,654	-4	0	0	0	-4
65	WFA CORE BD FD-I #944	94975J581		8/13/2012	5/7/2013	3,524		0	3,625	-101	0	0	0	-101
66	WFA CORE BD FD-I #944	94975J581		11/16/2012	5/7/2013	7,331		0	7,643	-312	0	0	0	-312
67	WFA CORE BD FD-I #944	94975J581		2/4/2011	5/7/2013	1,250		0	1,195	55	0	0	0	55
68	WFA CORE BD FD I #944	94975J581		2/4/2011	7/11/2013	6,505		0	6,478	27	0	0	0	27
69	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		8/13/2012	2/8/2013	8,456		0	7,394	1,062	0	0	0	1,062
70	WELLS FARGO ADV EMG MK E-INS 41	94975P751		11/19/2010	11/16/2012	442		0	480	-38	0	0	0	-38
71	WELLS FARGO ADV EMG MK E-INS 41	94975P751		10/8/2010	11/16/2012	526		0	566	-40	0	0	0	-40
72	WELLS FARGO ADV EMG MK E-INS #41	94975P751		2/12/2013	9/25/2013	7,974		0	8,106	-132	0	0	0	-132
73	WELLS FARGO ADV HI INC-INS #3110	949917538		3/12/2007	2/8/2013	6,935		0	7,032	-97	0	0	0	-97
74	WF ADV GOVT SECURITIES- I 3101	949917579		5/4/2010	11/16/2012	1,126		0	1,058	68	0	0	0	68
75	WF ADV GOVT SECURITIES- I 3101	949917579		2/8/2012	11/16/2012	1,760		0	1,725	35	0	0	0	35
76	WF ADV GOVT SECURITIES- I 3101	949917579		8/13/2012	11/16/2012	3,896		0	3,886	10	0	0	0	10
77	WF ADV GOVT SECURITIES- I 3101	949917579		2/4/2011	11/16/2012	7,289		0	6,838	451	0	0	0	451
78	WF ADV GOVT SECURITIES- I #3101	949917579		2/4/2011	2/8/2013	9,023		0	8,762	261	0	0	0	261
79	WF ADV GOVT SECURITIES- I #3101	949917579		8/12/2009	2/8/2013	1,737		0	1,676	61	0	0	0	61
80	WF ADV GOVT SECURITIES- I #3101	949917579		7/18/2008	5/7/2013	1,135		0	1,048	87	0	0	0	87
81	WF ADV GOVT SECURITIES- I #3101	949917579		8/12/2009	5/7/2013	15,958		0	15,327	631	0	0	0	631
82	WF ADV SHORT-TERM BOND FUND-I#3	949917652		2/12/2013	7/11/2013	1,616		0	1,623	-7	0	0	0	-7
83	WFA SMALL COMPANY GROWTH -I#31	949921571		2/12/2013	9/25/2013	1,574		0	1,282	292	0	0	0	292

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										12,249	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	12,249	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	59
2	First quarter estimated tax payment	2/11/2013	2	111
3	Second quarter estimated tax payment	4/3/2013	3	170
4	Third quarter estimated tax payment	6/10/2013	4	170
5	Fourth quarter estimated tax payment	9/9/2013	5	171
6	Other payments		6	0
7	Total		7	681

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	19,978
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,978

Name HARDING, JC ALMY T/U/W
Account # 207623000
FYE: 9

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
207623000	Savings & Temp Inv	95-6718923	VP0528308	FEDERATED TREAS OBL FD 68	1,809 49	1,809 49	1,809 49
207623000	Savings & Temp Inv	95-6718923	VP0528308	FEDERATED TREAS OBL FD 68	28,230 42	28,230 42	28,230 42
				TOTAL SAVINGS & TEMP INV	**30,039.91**		**30,039.91**
207623000	Invest - Other	95-6718923	256210105	DODGE & COX INCOME FD COM #147	33,669 64	2,495 90	34,528 29
207623000	Invest - Other	95-6718923	589509108	MERGER FD SH BEN INT #260	18,223 49	1,126 30	17,748 23
207623000	Invest - Other	95-6718923	693390882	PIMCO FOREIGN BD FD USD H-INST #103	4,611 68	436 71	4,637 88
207623000	Invest - Other	95-6718923	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	69,638 68	1,215 76	51,803 50
207623000	Invest - Other	95-6718923	880196506	TEMPLETON FOREIGN FD - ADV #604	50,010 19	6,189 38	39,944 17
207623000	Invest - Other	95-6718923	94975G686	WF ADV INDEX FUND-ADMIN #88	21,125 11	374 76	11,816 13
207623000	Invest - Other	95-6718923	04314H600	ARTISAN MID CAP FUND-INS #1333	39,781 86	783 88	31,474 20
207623000	Invest - Other	95-6718923	008882532	INVESCO INTL GROWTH-Y #8516	50,080 02	1,541 40	41,930 94
207623000	Invest - Other	95-6718923	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	45,747 42	3,233 03	47,197 16
207623000	Invest - Other	95-6718923	262028855	DRIEHAUS ACTIVE INCOME FUND	27,450 49	2,567 87	27,509 70
207623000	Invest - Other	95-6718923	339128100	JP MORGAN MID CAP VALUE-I #758	26,647 57	783 75	17,299 16
207623000	Invest - Other	95-6718923	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	35,816 32	3,130 80	35,941 55
207623000	Invest - Other	95-6718923	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	4,578 79	410 29	4,607 51
207623000	Invest - Other	95-6718923	94975J581	WFA CORE BD FD-I #944	33,908 19	2,719 18	33,478 17
207623000	Invest - Other	95-6718923	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	45,999 56	2,085 20	46,120 11
207623000	Invest - Other	95-6718923	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	46,946 29	4,326 85	27,435 05
207623000	Invest - Other	95-6718923	922908553	VANGUARD REIT VIPER	33,995 96	514 00	17,553 64
207623000	Invest - Other	95-6718923	00203H859	AQR MANAGED FUTURES STR-I #15213	9,086 05	912 25	9,259 38
207623000	Invest - Other	95-6718923	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	25,882 52	848 05	19,352 52
207623000	Invest - Other	95-6718923	922042858	VANGUARD FTSE EMERGING MARKETS ETF	45,472.95	1,133 00	45,870 41
207623000	Invest - Other	95-6718923	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	23,813 27	2,709 13	23,632 93
207623000	Invest - Other	95-6718923	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	37,495 70	890 00	30,616 30
207623000	Invest - Other	95-6718923	74925K581	ROBECO BP LNG/SHRT RES-INS	27,456 08	2,026 28	26,949 51
207623000	Invest - Other	95-6718923	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	18,230 28	857 49	14,595 91
207623000	Invest - Other	95-6718923	949917538	WELLS FARGO ADV HI INC-INS #3110	44,848 98	5,908 96	42,845 68
207623000	Invest - Other	95-6718923	949921571	WFA SMALL COMPANY GROWTH -I#3162	25,783 40	634 12	20,849 92
207623000	Invest - Other	95-6718923	22544R305	CREDIT SUISSE COMM RET ST-I #2156	36,692 60	5,026 38	43,430 92
				TOTAL INVEST - OTHER	**882,993.09**		**768,428.87**
				GRAND TOTAL	**913,033 00**		**798,468.78**