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 11/1/2012 **, and ending** 10/31/2013

Name of foundation: THE GUILLIAM H CLAMER FOUNDATION

A Employer identification number: 23-6678246

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)* ▶ $ 15,999,731

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)	56,341			
	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	374,294	374,294		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	472,792			
	b	Gross sales price for all assets on line 6a 5,085,758				
	7	Capital gain net income (from Part IV, line 2)		472,792		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,418	4,418		
	12	**Total.** Add lines 1 through 11	907,845	851,504		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	109,684	82,263		27,241
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11,184	6,213		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,196	2,196		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	123,064	90,672	0	27,241
	25	Contributions, gifts, grants paid	481,000			481,000
	26	**Total expenses and disbursements** Add lines 24 and 25	604,064	90,672	0	508,241
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	303,781			
	b	**Net investment income** (if negative, enter -0-)		760,832		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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HTA

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	361,143	381,719	381,719
	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)	7,999,013		
	c	Investments—corporate bonds (attach schedule)	388,577		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,424,500	13,088,439	15,618,012
	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)	13,173,233	13,470,158	15,999,731
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		13,470,158	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,173,233		
	30	**Total net assets or fund balances** (see instructions)	13,173,233	13,470,158	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,173,233	13,470,158	

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	13,173,233
2	Enter amount from Part I, line 27a	2	303,781
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,477,014
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	6,856
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,470,158

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	472,792
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	500,637	14,165,737	0 035341
2010	498,674	14,351,397	0 034747
2009	551,518	13,150,471	0 041939
2008	779,724	11,330,514	0 068816
2007			0 000000

2 **Total** of line 1, column (d)	2	0 180843
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 045211
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,003,468
5 Multiply line 4 by line 3	5	678,322
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,608
7 Add lines 5 and 6	7	685,930
8 Enter qualifying distributions from Part XII, line 4	8	508,241

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 ▶ ☐ and enter 1% of Part I, line 27b	1	15,217
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	15,217
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	15,217
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,520		
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	6,520
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	8,697
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ PA			
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** X (No)

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	109,684		

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	14,778,308
b	Average of monthly cash balances			1b	453,639
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	15,231,947
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	15,231,947
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	228,479
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	15,003,468
6	**Minimum investment return.** Enter 5% of line 5			6	750,173

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	750,173
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,217		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,217
3	Distributable amount before adjustments Subtract line 2c from line 1			3	734,956
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	734,956
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	734,956

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	508,241
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	508,241
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	508,241

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					734,956
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				273,803	
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 ▶ $ 508,241					
a	Applied to 2011, but not more than line 2a				273,803	
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					234,438
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					500,518
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 (a) 2012	Prior 3 years (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 ▶ ☒ 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**				481,000
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	374,294	
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	472,792	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FEE REBATES			01	4,418	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		851,504	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 851,504

(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 Sebastian SVP Wells Fargo Bank N.A. | 12/30/2013 | ▶ 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		12/30/2013		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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE GUILLIAM H CLAMER FOUNDATION	23-6678246

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE GUILLIAM H CLAMER FOUNDATION	23-6678246

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GUILLIAM H CLAMER TRUST #2 1525 W WT HARRIS BLVD CHARLOTTE NC 28288 Foreign State or Province Foreign Country	$ 56,341	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province. Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province· Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province. Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province: Foreign Country·	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country·	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

Recipient(s) paid during the year

Name				
URSINUS COLLEGE				
Street				
PO BOX 1000				
City	**State**	**Zip Code**	**Foreign Country**	
COLLEGEVILLE	PA	19426-1000		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				240,000

Name				
UNIVERSITY OF PENNSYLVANIA ALUMNI ANNUAL GIVING FUND				
Street				
100 COLLEGE HALL				
City	**State**	**Zip Code**	**Foreign Country**	
PHILADELPHIA	PA	19104		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
THE FRANKLIN INSTITUTE				
Street				
1730 PENNSYLVANIA N W SUITE 250				
City	**State**	**Zip Code**	**Foreign Country**	
WASHINGTON	DC	20006		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				240,000

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

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

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

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

	Amount
Long Term CG Distributions	86,075
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	5,085,758	4,612,966	472,792
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	WELLS FARGO ADV SP S/C V	94975P447			11/21/2002		4/18/2013	74	52				0	22
2	X	WELLS FARGO ADV SP S/C V	94975P447			11/21/2002		4/18/2013	2,288	1,609				0	679
3	X	WELLS FARGO ADV SP S/C V	94975P447			11/21/2002		4/18/2013	4,129	2,904				0	1,225
4	X	WELLS FARGO ADV SP S/C V	94975P447			11/19/2008		4/18/2013	89	45				0	44
5	X	WELLS FARGO ADV SP S/C V	94975P447			12/7/2012		4/18/2013	0	0				0	0
6	X	WELLS FARGO ADV INTL BON	94985D582			12/7/2005		7/2/2013	593	582				0	11
7	X	WELLS FARGO ADV INTL BON	94985D582			1/31/2005		7/2/2013	367,772	383,356				0	-15,584
8	X	WELLS FARGO ADV INTL BON	94985D582			12/10/2010		7/2/2013	2,469	2,605				0	-136
9	X	WELLS FARGO ADV INTL BON	94985D582			12/9/2011		7/2/2013	1,896	2,034				0	-138
10	X	WELLS FARGO ADV INTL BON	94985D582			12/7/2012		7/2/2013	2,636	2,852				0	-216
11	X	ABERDEEN TOTAL RETURN B	04315J209			11/24/2010		7/2/2013	42,477	45,361				0	-2,884
12	X	ABERDEEN TOTAL RETURN B	04315J209			9/11/2006		7/2/2013	480,089	475,695				0	4,394
13	X	EII INTERNATIONAL PROPER	26852M105			5/19/2009		7/2/2013	91,000	57,721				0	33,279
14	X	THE ENDOWMENT TEI FUND	29299D444			1/28/2011		3/31/2013	18,121	18,218				0	-97
15	X	THE ENDOWMENT TEI FUND	29299D444			1/28/2011		6/30/2013	15,636	16,489				0	-853
16	X	THE ENDOWMENT TEI FUND	29299D444			1/28/2011		9/30/2013	13,883	14,351				0	-468
17	X	GATEWAY FUND - Y #1986	367829884			4/5/2013		7/2/2013	199,857	200,000				0	-143
18	X	HUSSMAN STRATEGIC GROW	448108100			3/26/2012		4/5/2013	273,177	300,000				0	-26,823
19	X	ISHARES CORE TOTAL US BC	464287226			12/4/2008		4/5/2013	334,710	299,986				0	34,724
20	X	ISHARES CORE TOTAL US BC	464287226			8/29/2008		4/5/2013	1,100,840	997,737				0	103,103
21	X	KEELEY SMALL CAP VAL FD C	487300808			4/18/2013		7/2/2013	89,000	82,415				0	6,585
22	X	ABERDEEN TOTAL RETURN B	04315J209			11/3/2006		7/2/2013	250,765	250,000				0	765
23	X	ABERDEEN TOTAL RETURN B	04315J209			9/25/2006		7/2/2013	44,669	44,737				0	-68
24	X	LAZARD EMERGING MKTS PT	52106N889			12/15/2008		7/2/2013	190,348	125,000				0	65,348
25	X	LAZARD EMERGING MKTS PT	52106N889			8/11/2009		7/2/2013	397,984	353,264				0	44,720
26	X	OPPENHEIMER COM STR TR	68380Y409			2/13/2009		7/2/2013	56,464	50,000				0	6,464
27	X	OPPENHEIMER COM STR TR	68380Y409			12/8/2008		7/2/2013	175,740	200,000				0	-24 260
28	X	PIMCO FOREIGN BD FD USD	693390882			10/5/2010		7/2/2013	35,231	36,571				0	-1,340
29	X	PIMCO FOREIGN BD FD USD	693390882			11/24/2010		7/2/2013	18,769	19,126				0	-357
30	X	TCW SMALL CAP GROWTH FU	87234N849			2/19/2010		4/18/2013	356,992	300,000				0	56,992
31	X	VANGUARD DEVELOPED MKT	921909701			11/21/2011		4/5/2013	60,000	50,355				0	9,645
32	X	WELLS FARGO ADV SP S/C V	94975P447			11/16/2007		4/18/2013	8,235	6,901				0	1,334
33	X	WELLS FARGO ADV SP S/C V	94975P447			5/30/2003		4/18/2013	227,721	173,000				0	54,721
34	X	WELLS FARGO ADV SP S/C V	94975P447			8/2/2002		4/18/2013	136,029	100,000				0	36,029

Name. THE GUILLIAM H CLAMER FOUNDATION
Account # 1513076199
FYE 10

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
1513076199	Invest - Other	23-6678246	411511306	HARBOR INTERNATION FD INST #2011	613,459 13	8,665 90	433,381 68
1513076199	Invest - Other	23-6678246	413838103	OAKMARK FUND - I #110	967,187 15	15,514 71	674,579 35
1513076199	Invest - Other	23-6678246	589509108	MERGER FD SH BEN INT #260	306,871 38	18,861 18	300,000 00
1513076199	Invest - Other	23-6678246	61744J408	MORGN STANLY INSTL FD INTL EQ #8063	339,602.33	20,202 40	242,630 81
1513076199	Invest - Other	23-6678246	693390304	PIMCO LOW DURATION FD I #36	1,006,185 23	97,309 98	1,025,000 00
1513076199	Invest - Other	23-6678246	693390882	PIMCO FOREIGN BD FD USD H-INST #103	304,292 18	28,625 79	300,874 22
1513076199	Invest - Other	23-6678246	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	1,670,992 18	27,628 84	1,293,000.00
1513076199	Invest - Other	23-6678246	779547108	T ROWE PRICE EQUITY INCOME #71	759,429 82	23,381 46	580,351 71
1513076199	Invest - Other	23-6678246	693390593	PIMCO MODERATE DURATION-INST #120	840,109 99	78,368 47	855,000 00
1513076199	Invest - Other	23-6678246	04315J209	ABERDEEN TOTAL RETURN BD FD-I #1524	125,645 00	9,569 31	124,305 30
1513076199	Invest - Other	23-6678246	921909701	VANGUARD DEVELOPED MKTS INDEX #227	333,763 58	28,747 94	244,644 97
1513076199	Invest - Other	23-6678246	464287648	ISHARES RUSSELL 2000 GROWTH ETF	478,623 54	3,741 00	385,022 22
1513076199	Invest - Other	23-6678246	44980Q518	ING INTERNATIONAL REAL EST-I #2664	293,476 18	30,349 14	213,712 67
1513076199	Invest - Other	23-6678246	256206103	DODGE & COX INT'L STOCK FD #1048	622,938 76	14,685 03	528,952 64
1513076199	Invest - Other	23-6678246	003021714	ABERDEEN EMERG MARKETS-INST #5840	664,719 89	43,417 37	620,000 00
1513076199	Invest - Other	23-6678246	262028855	DRIEHAUS ACTIVE INCOME FUND	150,981 31	14,018 69	150,000 00
1513076199	Invest - Other	23-6678246	29299D444	THE ENDOWMENT TEI FUND LP	197,703 52	3,554 67	202,710 10
1513076199	Invest - Other	23-6678246	GRA994205	GRAHAM ALT INV FD II BLEND CL 0 (RF)	226,430 75	1,940 34	275,000 00
1513076199	Invest - Other	23-6678246	693391559	PIMCO EMERG MKTS BD-INST #137	759,323 91	66,432 54	739,000 00
1513076199	Invest - Other	23-6678246	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	537,737 47	17,273 93	369,834 86
1513076199	Invest - Other	23-6678246	92934R769	CRM MID CAP VALUE FD-INSTL #32	350,267 28	9,215 14	211,083 58
1513076199	Invest - Other	23-6678246	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	377,483 26	66,811 20	470,000 00
1513076199	Invest - Other	23-6678246	922042858	VANGUARD FTSE EMERGING MARKETS ETF	284,221 48	6,789 00	293,299 83
1513076199	Invest - Other	23-6678246	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	767,439 53	93,362 47	577,108 37
1513076199	Invest - Other	23-6678246	26852M105	EII INTERNATIONAL PROPERTY-I #30	108,034 80	5,239 32	62,976 64
1513076199	Invest - Other	23-6678246	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	703,000 91	18,568 43	620,000 00
1513076199	Invest - Other	23-6678246	922908512	VANGUARD MID-CAP VALUE INDEX	236,922 25	3,095 00	153,465 58
1513076199	Invest - Other	23-6678246	78464A607	SPDR DOW JONES REIT ETF	732,166 12	9,649 00	362,804 84
1513076199	Invest - Other	23-6678246	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	117,195 40	2,716 00	100,115 02
1513076199	Invest - Other	23-6678246	22544R305	CREDIT SUISSE COMM RET ST-I #2156	375,957 12	52,143 85	377,000 00
1513076199	Invest - Other	23-6678246	487300808	KEELEY SMALL CAP VAL FD CL I #2251	365,850 70	9,748 22	302,584 74
				TOTAL INVEST - OTHER	**15,618,012.15**		**13,088,439.13**
1513076199	Savings & Temp Inv	23-6678246	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	351,555 44	351,555 44	351,555 44
1513076199	Savings & Temp Inv	23-6678246	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	30,163 14	30,163.14	30,163.14
				TOTAL SAVINGS & TEMP INV	**381,718.58**		**381,718.58**
				GRAND TOTAL	**15,999,730.73**		**13,470,157.71**

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		4,418	4,418	0
	Description			
1	FEE REBATES	4,413	4,413	
2	OTHER PORTFOLIO INCOME	5	5	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		11,184	6,213	0	0
1	ESTIMATED EXCISE PAYMENTS	4,971	0		
2	FOREIGN TAX WITHHELD	6,213	6,213		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,196	2,196	0	0
1	PARTNERSHIP EXPENSES	2,196	2,196		

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

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			7,999,013	0	9,021,381	0
1	TOTAL CORPORATE STOCK		7,999,013		9,021,381	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				388,577	0	406,426	0
1	TOTAL CORPORATE BONDS			388,577		406,426	

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

	Amount
Long Term CG Distributions	86,075
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
						4,999,683	0	0	4,612,968	386,717	0	0	0	386,717
1	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		11/21/2002	4/18/2013	74		0	52	22	0	0	0	22
2	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		11/21/2002	4/18/2013	2,288		0	1,609	679	0	0	0	679
3	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		11/21/2002	4/18/2013	4,129		0	2 904	1,225	0	0	0	1,225
4	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		11/19/2008	4/18/2013	89		0	45	44	0	0	0	44
5	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		12/7/2012	4/18/2013	0		0	0	0	0	0	0	0
6	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/7/2005	7/2/2013	593		0	582	11	0	0	0	11
7	WELLS FARGO ADV INTL BOND-IS #470	94985D582		1/31/2005	7/2/2013	367 772		0	383,356	-15,584	0	0	0	-15,584
8	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/10/2010	7/2/2013	2,469		0	2,605	-136	0	0	0	-136
9	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/9/2011	7/2/2013	1,896		0	2 034	-138	0	0	0	-138
10	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/7/2012	7/2/2013	2,636		0	2 852	-216	0	0	0	-216
11	ABERDEEN TOTAL RETURN BD FD-I #1	04315J209		11/24/2010	7/2/2013	42,477		0	45 361	-2 884	0	0	0	-2,884
12	ABERDEEN TOTAL RETURN BD FD-I #1	04315J209		9/11/2006	7/2/2013	480,089		0	475 695	4,394	0	0	0	4,394
13	EII INTERNATIONAL PROPERTY-I #30	26852M105		5/19/2009	7/2/2013	91 000		0	57,721	33,279	0	0	0	33,279
14	THE ENDOWMENT TEI FUND LP	29299D444		1/28/2011	3/31/2013	18 121		0	18,218	-97	0	0	0	-97
15	THE ENDOWMENT TEI FUND LP	29299D444		1/28/2011	6/30/2013	15 636		0	16,489	-853	0	0	0	-853
16	THE ENDOWMENT TEI FUND LP	29299D444		1/28/2011	9/30/2013	13,883		0	14,351	-468	0	0	0	-468
17	GATEWAY FUND - Y #1986	367829884		4/5/2013	7/2/2013	199,857		0	200 000	-143	0	0	0	-143
18	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/26/2012	4/5/2013	273,177		0	300 000	-26 823	0	0	0	-26,823
19	ISHARES CORE TOTAL US BOND M	464287226		12/4/2008	4/5/2013	334,710		0	299,986	34,724	0	0	0	34,724
20	ISHARES CORE TOTAL US BOND M	464287226		8/29/2008	4/5/2013	1 100 840		0	997,737	103,103	0	0	0	103,103
21	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/18/2013	7/2/2013	89 000		0	82,415	6,585	0	0	0	6,585
22	ABERDEEN TOTAL RETURN BD FD-I #1	04315J209		11/3/2006	7/2/2013	250 765		0	250,000	765	0	0	0	765
23	ABERDEEN TOTAL RETURN BD FD-I #1	04315J209		9/25/2006	7/2/2013	44,669		0	44 737	-68	0	0	0	-68
24	LAZARD EMERGING MKTS PTFL #638	52106N889		12/15/2008	7/2/2013	190,348		0	125 000	65,348	0	0	0	65,348
25	LAZARD EMERGING MKTS PTFL #638	52106N889		8/11/2009	7/2/2013	397,984		0	353 264	44 720	0	0	0	44,720
26	OPPENHEIMER COM STR TR FD Y #739	68380Y409		2/13/2009	7/2/2013	56 464		0	50,000	6 464	0	0	0	6,464
27	OPPENHEIMER COM STR TR FD Y #739	68380Y409		12/8/2008	7/2/2013	175 740		0	200,000	-24,260	0	0	0	-24,260
28	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/5/2010	7/2/2013	35 231		0	36,571	-1,340	0	0	0	-1 340
29	PIMCO FOREIGN BD FD USD H-INST #1	693390882		11/24/2010	7/2/2013	18 769		0	19,126	-357	0	0	0	-357
30	TCW SMALL CAP GROWTH FUND-I #47	87234N849		2/18/2010	4/18/2013	356,992		0	300 000	56,992	0	0	0	56 992
31	VANGUARD DEVELOPED MKTS INDEX	921909701		11/21/2011	4/5/2013	60,000		0	50 355	9,645	0	0	0	9 645
32	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		11/16/2007	4/18/2013	8,235		0	6 901	1,334	0	0	0	1,334
33	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		5/30/2003	4/18/2013	227,721		0	173 000	54,721	0	0	0	54,721
34	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		8/2/2002	4/18/2013	136 029		0	100,000	36,029	0	0	0	36,029

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
										109,684	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	109,684	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	1,549
2	First quarter estimated tax payment	3/11/2013	2	81
3	Second quarter estimated tax payment	4/9/2013	3	1,630
4	Third quarter estimated tax payment	7/9/2013	4	1,630
5	Fourth quarter estimated tax payment	10/9/2013	5	1,630
6	Other payments		6	0
7	Total		7	6,520

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	273,803
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	273,803