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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

11/1/2012

, and ending

10/31/2013

Name of foundation

TW LUCY C HARRIS-GFIC

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

A Employer identification number

58-6163827

City or town, state, and ZIP code

Winston Salem

NC

27101-3818

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 833,477 (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 Other (specify) _____

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A) check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

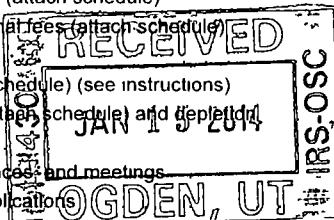
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	22,329	22,329		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	16,564			
b Gross sales price for all assets on line 6a	335,183			
7 Capital gain net income (from Part IV, line 2)		16,564		
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	38,893	38,893	0	
13 Compensation of officers, directors, trustees, etc	15,386	11,540		3,846
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,130			1,130
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	447	306		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	309	309		
24 Total operating and administrative expenses.	17,272	12,155	0	4,976
Add lines 13 through 23				
25 Contributions, gifts, grants paid	26,575			26,575
26 Total expenses and disbursements Add lines 24 and 25	43,847	12,155	0	31,551
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-4,954			
b Net investment income (if negative, enter -0-)		26,738		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)



OGDEN, UT

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Assets	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
	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	18,614	12,885	12,885
	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)		50,000	49,892
	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)	754,350	706,258	770,700
	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)	772,964	769,143	833,477
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 ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.		
	25 Unrestricted			
	26 Temporarily restricted			
	27 Permanently restricted			
	28 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.		
	29 Capital stock, trust principal, or current funds	772,964	769,143	
	30 Paid-in or capital surplus, or land, bldg , and equipment fund			
	31 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	772,964	769,143	
	31 Total liabilities and net assets/fund balances (see instructions)	772,964	769,143	

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	772,964
2 Enter amount from Part I, line 27a	2	-4,954
3 Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	3	1,133
4 Add lines 1, 2, and 3	4	769,143
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	769,143

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	16,564
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	39,936	768,375	0 051975
2010	36,411	795,230	0 045787
2009	35,739	732,196	0 048811
2008	31,393	627,792	0 050005
2007			0 000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 592

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

7 592

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 57

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

57

Refunded

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1a 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

1b X

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?

2 X

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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?

5 X

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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) ►

GA

8b X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 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

10 X

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				5b N/A
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	12,309		
Mr. Lon Rice PO BOX 727 WINDER, GA 30680	CO-TRUSTEE 1 00	3,077		

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	792,489
b	Average of monthly cash balances	1b	17,898
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	810,387
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	810,387
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,156
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	798,231
6	Minimum investment return Enter 5% of line 5	6	39,912

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	39,912
2a	Tax on investment income for 2012 from Part VI, line 5	2a	535
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	535
3	Distributable amount before adjustments Subtract line 2c from line 1	3	39,377
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,377
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	39,377

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	31,551
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	31,551
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	31,551
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				39,377
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				0
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	124			
f Total of lines 3a through e	124			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 31,551				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				31,551
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))	124			124
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b	0			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013	0			7,702
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	►				
		<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
		Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
						0
						0
						0
						0
						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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	26,575
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
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					
5 Net rental income or (loss) from real estate				14	22,329
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	16,564
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		38,893
13 Total Add line 12, columns (b), (d), and (e)			0		38,893

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

**Paid
Preparer
Use Only**

12/31/2015 SVP Wells Fargo Bank NA
Signature of officer or trustee Date Title
Print/Type: President's name President's signature Date

SVP Wells Fargo Bank N A

Date _____ Title _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		12/31/2013		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**

GEORGIA INDEPENDENT COLLEGES ASSOCIATION

Street

ONE GEORGIA CENTER STE 1510 600 WEST PEACHTREE STREET NW

City

ATLANTA

State

GA

Zip Code

30308

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

26,575

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

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	Cost, Other Basis and Expenses		Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	
	Long Term CG Distributions	Amount 2,375											Net Gain or Loss 16,564
	Short Term CG Distributions	0											0
1 X	ENERGEN CORP	29255N108			3/13/2012		12/20/2012	229		237			-28
2 X	ENERGEN CORP	29255N108			5/15/2012		2/25/2013	2,610	2,831				-221
3 X	EXXON MOBIL CORPORATION	30223G102			3/13/2012		7/3/2013	475	449				26
4 X	FID ADV EMER MARKETS INC - C/L	315920702			12/20/2012		7/2/2013	2,714	2,515				139
5 X	GATEWAY FUND - Y #1986	367829804			8/23/2012		7/2/2013	3,100	3,467				-367
6 X	GENERAL DYNAMICS CORP	369550108			3/13/2012		12/20/2012	8,825	8,654				171
7 X	GENERAL DYNAMICS CORP	369550108			3/13/2012		12/20/2012	696	720				24
8 X	GENERAL DYNAMICS CORP	369550108			3/13/2012		2/1/2013	1,978	2,161				-183
9 X	GENERAL DYNAMICS CORP	369550108			5/9/2012		2/1/2013	659	668				-9
10 X	GENUINE PARTS CO	372460105			3/13/2012		7/3/2013	3,779	2,830				949
11 X	GRANGER N.W. INC.	384802104			3/13/2012		7/3/2013	3,780	3,223				557
12 X	GREIF INC-C/L	397624107			2/1/2013		2/1/2013	2,607	2,823				-216
13 X	HARBOR INTERNATIONAL FD IN	411511306			12/20/2012		7/2/2013	700	700				0
14 X	HELMERICH & PAYNE INC	423452101			9/26/2012		7/3/2013	3,191	2,305				886
15 X	ENSCO PLC-CL/A	63157S106			3/13/2012		7/3/2013	2,280	2,280				53
16 X	ENSCO PLC-CL/A	63157S106			3/19/2013		7/3/2013	1,140	1,155				-15
17 X	TEVA PHARMACEUTICAL IND	8016244209			5/15/2012		12/19/2012	768	810				-42
18 X	TEXAS INSTRUMENTS INC	882508104			7/20/2012		7/3/2013	3,135	2,481				654
19 X	PARTNERRE LTD COM	68852T105			3/13/2012		12/20/2012	403	326				77
20 X	PARTNERRE LTD COM	68852T105			3/13/2012		4/8/2013	3,190	2,285				905
21 X	WILLIS GROUP HOLDINGS PL	772366105			7/23/2012		7/3/2013	3,246	2,948				298
22 X	ACE LIMITED	H0023R105			3/13/2012		12/20/2012	405	361				44
23 X	AQR MANAGED FUTURES ST	H0023R105			3/13/2012		7/3/2013	3,102	2,529				573
24 X	AIR PRODS & CHEMS INC CO	009158106			3/10/2011		12/20/2012	16,217	16,000				217
25 X	AIR PRODS & CHEMS INC CO	009158106			3/13/2012		7/3/2013	3,191	2,587				604
26 X	AIR PRODS & CHEMS INC CO	009158106			3/13/2012		12/20/2012	419	448				-29
27 X	AIR PRODS & CHEMS INC CO	009158106			3/13/2012		7/3/2013	2,269	2,260				25
28 X	AIR PRODS & CHEMS INC CO	009158106			5/15/2012		7/3/2013	906	929				77
29 X	ALBENARLE CORP COM	012653101			3/13/2012		7/3/2013	2,822	2,822				0
30 X	AMERICAN EXPRESS CO	025816109			3/29/2012		7/3/2013	3,700	2,872				828
31 X	BAXTER INT'L INC	071813109			9/14/2012		7/3/2013	2,793	2,439				354
32 X	BLACKROCK INC	09247X101			3/13/2012		12/20/2012	1,036	981				55
33 X	BLACKROCK INC	09247X101			7/3/2013		7/3/2013	2,536	1,982				574
34 X	BLACKROCK INC	09247X101			5/9/2012		7/3/2013	1,268	905				383
35 X	CHEVRON CORP	166764100			3/10/2011		7/3/2013	1,191	990				201
36 X	CHEVRON CORP	166764100			3/13/2012		7/3/2013	1,787	1,646				141
37 X	DARCEY RESTAURANTS INC	237194105			4/10/2012		3/11/2013	2,729	2,962				233
38 X	DIAMOND HILL LONG-SHORT IT	252265S333			12/20/2012		7/2/2013	3,350	3,026				324
39 X	DIGITAL RITY TR INC	253868103			3/11/2013		7/3/2013	3,006	3,420				-412
40 X	DING REAL ESTATE FUND CL-I	464981Y705			3/27/2008		7/2/2013	5,350	4,381				969
41 X	ISHARES CORE S&P MIDCAP	464981Y705			7/2/2012		7/3/2013	48,207	40,038				8,169
42 X	JOHNSON & JOHNSON	478160104			3/10/2011		7/3/2013	3,452	2,402				1,050
43 X	LAZARD EMERGING MKTS FUT	52106N489			3/27/2008		7/2/2013	4,875	6,166				-1,291
44 X	ELILLY & CO COM	532357108			3/10/2011		12/20/2012	489	349				-40
45 X	ELILLY & CO COM	532357108			3/10/2011		7/3/2013	3,119	2,166				953
46 X	LINEAR TECHNOLOGY CORP	535678106			3/13/2012		7/3/2013	2,932	2,678				254
47 X	M.D.C.HLDGS INC COM	552576108			1/2/2012		7/3/2013	1,591	1,774				-183
48 X	MERCK & CO INC NEW	569333Y05			1/5/2012		12/20/2012	211	194				17
49 X	MERCK & CO INC NEW	569333Y05			1/5/2012		7/3/2013	3,201	2,681				520
50 X	MICROSOFT CORP	564918104			3/13/2012		12/20/2012	2,906	2,900				126
51 X	PIMCO MODERATE DURATION	564918104			3/19/2013		7/2/2013	672	562				110
52 X	NORFOLK SOUTHERN CORP	655844103			12/19/2012		12/20/2012	311	312				-1
53 X	PAYCHEX INC	704326107			3/13/2012		3/8/2013	3,057	2,849				130
54 X	PEPSICO INC	713448103			3/10/2011		12/19/2012	1,122	1,014				433
55 X	PEPSICO INC	713448103			3/13/2012		12/19/2012	2,104					108
56 X	PIMCO EMERGING LOCAL BO	72201F116			9/27/2011		12/20/2012	18,051	16,525				174
57 X	PIMCO EMERGING LOCAL BO	72201F116			3/5/2012		12/20/2012	5,120	5,000				1526
58 X	PIMCO TOTAL RET-FD-INST #	693390700			5/9/2008		7/2/2013	8,750	8,880				120
59 X	PAYCHEX INC	704326107			3/13/2012		3/8/2013	3,057	2,849				208
60 X	PEPSICO INC	713448103			3/10/2011		12/19/2012	1,122	1,014				433
61 X	PEPSICO INC	713448103			3/13/2012		12/19/2012	2,104					108
62 X	PIMCO EMERGING LOCAL BO	72201F116			9/27/2011		12/20/2012	18,051	16,525				174
63 X	PIMCO EMERGING LOCAL BO	72201F116			3/5/2012		12/20/2012	5,120	5,000				1526
64 X	PIMCO EMERGING LOCAL BO	72201F116			8/7/2012		12/20/2012	10,348	10,000				520
65 X	PIONEER HIGH YIELD FUND	72369Ba06			3/5/2012		12/20/2012	452	436				348
66 X	PIONEER HIGH YIELD FUND	72369Ba06			8/7/2012		12/20/2012	225	213				16
67 X	PIONEER HIGH YIELD FUND	72369Ba06			7/7/2013		7/7/2013	313	313				12
68 X	T ROWE PRICE GROUP INC	74144T103			3/13/2012		12/20/2012	329	313				16

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

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	Depreciation	Totals			
											Capital Gains/Losses Other sales	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions											318,619	318,619	0
	Short Term CG Distributions	0						0				0	0	0
69	X TROWE PRICE GROUP INC	74144T108			3/13/2012		7/3/2013	3,305	2,814					16,564
70	X PROCTER & GAMBLE CO	742718109			3/10/2011		7/3/2013	1,798	1,415					491
71	X PROCTER & GAMBLE CO	742718109			3/13/2012		7/3/2013	1,563	1,357					383
72	X QUALCOMM INC	747525103			5/10/2013		7/3/2013	3,036	3,227					206
73	X T ROWE PRICE BLUE CHIP GF	77954Q106			8/7/2012		12/20/2012	5,000	4,836					-191
74	X STRYKER CORP	863667101			3/13/2012		12/20/2012	560	529					164
75	X STRYKER CORP	863667101			3/13/2012		7/3/2013	3,207	2,643					31
76	X TARGET CORP	87612E106			3/13/2012		7/3/2013	3,458	2,898					564
77	X TEVA PHARMACEUTICAL IND	881624209			3/13/2012		12/19/2012	2,305	2,676					-371
78	X TOUCHSTONE SMALL CAP CO	89155H256			8/7/2012		7/2/2013	5,375	4,532					1,043
79	X UNITED PARCEL SERVICE-CL	911312106			3/13/2012		7/3/2013	3,448	3,113					335
80	X UNITED TECHNOLOGIES COR	911301710			2/1/2013		7/3/2013	2,805	2,695					110
81	X WALGREEN CO	931442210			12/19/2012		7/3/2013	3,514	3,008					506
82	X WELLS FARGO ADV INTL BON	94985D582			5/9/2008		12/20/2012	10,082	10,400					-318
83	X WELLS FARGO ADV INTL BON	94985D582			1/6/2010		12/20/2012	1,543	1,500					43
84	X WELLS FARGO ADV INTL BON	94985D582			3/27/2008		12/20/2012	1,315	1,302					-67
85	X WELLS FARGO ADV INTL BON	94985D582			2/25/2011		12/20/2012	5,087	5,000					87
86	X WILLIAMS COS INC	969457100			2/25/2013		7/3/2013	2,955	3,108					-153
								0						0

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

	1,130	0	0	1,130
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 ACCOUNTING FEES	1,130			1,130

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

	447	306	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAXES PAID	306	306		
2 ESTIMATED TAX PAYMENTS	141			

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

		309	309	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	309	309		

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

Amount	Long Term CGD Distributions \$	2375	Short Term CGD Distributions \$	0	332,208	0	0	318,619	13,589
Description of Property Sold	CLIPS #		How Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Adjusted Basis as of 12/31/69
1 ENERGEN CORP	29265N108			3/13/2012	12/20/2012	229		257	28
2 ENERGEN CORP	29265N108			3/13/2012	2/25/2013	2,610		2,331	-221
3 ENERGEN CORP	29265N108			5/15/2012	2/25/2013	475		449	-26
4 EXXONMOBIL CORPORATION	30231G102			3/13/2012	7/7/2013	2,714		2,775	139
5 FID ADV ENERG MTS INC-CL1 #637	3159100102			12/20/2012	7/7/2013	2,100		2,367	-139
6 STATEWAY FUND Y	#196			6/23/2012	7/7/2013	8,825		8,854	-367
7 GENERAL DYNAMICS CORP	365501003			3/13/2012	12/20/2012	996		701	171
8 GENERAL DYNAMICS CORP	365501003			3/13/2012	2/17/2013	1,978		720	0
9 GENERAL DYNAMICS CORP	365501003			3/13/2012	2/17/2013	591		2,161	-183
10 GENUINE PARTS CO	372461005			3/13/2012	7/7/2013	3,779		668	-9
11 GINGERBREAD W INC	384802104			3/13/2012	7/7/2013	3,780		2,330	949
12 GRIFF INC-CL A	397624107			3/13/2012	7/7/2013	2,507		2,223	557
13 HARBOR INTERNATIONAL ED INST #2011	411511008			12/20/2012	7/7/2013	750		2,000	216
14 HELMERIC'S FAYNE INC	422442101			5/15/2012	7/7/2013	3,951		2,005	886
15 HESCO PLC-CL A	631575105			3/13/2012	7/7/2013	2,800		2,227	53
16 HESCO PLC-CL A	631575105			3/19/2013	7/7/2013	1,140		1,155	-15
17 HEVA PHARMACEUTICAL INDUSTRIES	881751062			5/15/2012	12/19/2012	768		610	0
18 TEXAS INSTRUMENTS INC	882508104			7/10/2012	7/7/2013	3,135		2,381	-42
19 PARTNER LTD COM	G68521105			3/13/2012	12/20/2012	403		326	654
20 PARTNER LTD COM	G68521105			3/13/2012	4/8/2013	3,190		2,985	905
21 WILLIS GROUP HOLDINGS PLC	G96865105			7/7/2012	7/7/2013	3,246		2,448	44
22 ACE LIMITED	G9235105			3/13/2012	12/20/2012	405		0	0
23 ACR MANAGED FUTURE'S STR-1	40225105			3/6/2012	7/7/2013	3,102		2,229	573
24 AIR PRODS & CHEMS INC COM	009158106			3/10/2011	12/20/2012	16,237		16,000	217
25 AIR PRODS & CHEMS INC COM	009158106			3/10/2011	7/7/2013	3,191		2,587	604
26 AIR PRODS & CHEMS INC COM	009158106			3/13/2012	12/20/2012	419		448	29
27 AIR PRODS & CHEMS INC COM	009158106			3/13/2012	7/7/2013	2,655		2,440	25
28 ALBEMARLE CORP COM	016551101			5/15/2012	7/7/2013	906		629	77
29 AMERICAN EXPRESS CO	028616109			3/13/2012	7/7/2013	2,822		2,222	0
30 AMERICAN EXPRESS CO	028616109			7/19/2012	7/7/2013	3,200		2,872	828
31 AMXER INTL INC	071811109			9/14/2012	7/7/2013	2,793		2,339	354
32 BLACKROCK INC	09247X101			3/13/2012	7/7/2013	1,036		55	0
33 BLACKROCK INC	09247X101			3/10/2011	7/7/2013	2,536		1,962	574
34 BLACKROCK INC	09247X101			5/9/2012	7/7/2013	1,688		905	363
35 CIEVENON CORP	166765100			3/10/2011	7/7/2013	1,191		990	201
36 CIEVENON CORP	166765100			3/13/2012	7/7/2013	1,781		1,546	141
37 CIEVENON CORP	237194105			4/10/2012	7/7/2013	2,729		2,062	23
38 DIAMOND HILL ING-SHOR FD CL #1	25264-S33			12/20/2012	7/7/2013	3,350		3,026	324
39 DIGITAL RUTTER INC	253886103			3/11/2013	7/7/2013	3,008		3,120	412
40 ING REAL ESTATE FUND CL #2190	44981V706			3/27/2008	7/7/2013	5,350		4,381	969
41 IS HARIS CORE S&P MDCAPI ETF	454287307			3/5/2012	7/7/2013	407		40,038	8,169
42 JOHNSON & JOHNSON	478160104			3/10/2011	7/7/2013	3,452		2,102	1,050
43 LABORATORY CORP	52101N889			3/27/2008	7/7/2013	4,875		6,166	-1,291
44 ELLILILY & CO COM	532487103			3/10/2011	12/20/2012	4,880		349	140
45 ELLILILY & CO COM	532487103			3/10/2011	7/7/2013	3,119		2,166	-933
46 LINEAR TECHNOLOGY CORP	539581036			3/13/2012	7/7/2013	2,932		2,578	-254
47 MDC HOLDINGS INC COM	552676103			12/20/2012	7/7/2013	1,591		1,774	-183
48 MERCK & CO INC NEW	58333Y105			1/5/2012	12/20/2012	2,111		194	17
49 MERCK & CO INC NEW	58333Y105			1/5/2012	7/7/2013	2,881		520	520
51 MICROSOFT CORP	59491Y104			3/13/2012	7/7/2013	3,026		2,900	128
52 MICROSOFT CORP	59491Y104			3/19/2012	7/7/2013	672		562	110
53 NORFOLK SOUTHERN CORP	595841103			12/19/2012	7/7/2013	311		212	1
54 NORTHERN TRUST CORP	625331103			12/20/2012	7/7/2013	2,242		2,039	433
55 OMNICOMM GROUP	738191906			4/6/2013	7/7/2013	3,497		3,330	267
56 OPPENHEIMER COM STR TR FDY #739	738191909			3/13/2012	7/7/2013	3,719		2,226	793
57 PIMCO TOTAL RETD INST #11	738191909			3/27/2006	12/20/2012	7,700		19,778	-12,278
58 PIMCO TOTAL RETD INST #35	738191909			3/15/2012	7/7/2013	7,250		7,366	116
59 PIMCO TOTAL RETD INST #35	738191909			3/19/2012	7/7/2013	8,480		8,880	130
60 PIPSONIC INC	738191909			10/12/2011	12/19/2012	3,052		2,112	1
61 PIPSONIC INC	738191909			3/15/2012	7/7/2013	2,242		1,930	174
62 PIPSONIC INC	738191909			3/13/2012	12/20/2012	2,104		1,525	491
63 PIPSONIC INC	738191909			3/15/2012	7/7/2013	1,805		0	0
64 PIPSONIC INC	738191909			3/13/2012	12/20/2012	5,120		5,000	120
65 PIONEER HIGH YIELD FUND Y	724			3/13/2012	12/20/2012	17,020		17,500	0
66 PIONEER HIGH YIELD FUND Y	724			3/17/2012	12/20/2012	452		4,249	208
67 PIONEER HIGH YIELD FUND Y	724			3/13/2012	12/20/2012	2,256		212	12
68 PIPSONIC INC	738191909			3/13/2012	7/7/2013	1,590		1,144	108
69 PIPSONIC INC	738191909			3/13/2012	12/20/2012	2,104		1,313	16
70 PROCTER & GAMBLE CO	7471718103			3/13/2012	7/7/2013	1,798		2,314	491
71 PROCTER & GAMBLE CO	7471718103			3/13/2012	7/7/2013	1,563		1,115	383
72 QIACOMM INC	747525103			5/13/2012	7/7/2013	3,036		3,227	206
73 TROWNE PRICE BLUE CHIP GROWTH	931755G106			3/17/2012	12/20/2012	8,750		3,448	191
74 STRYKER CORP	365657101			3/13/2012	12/20/2012	5,000		4,336	164
75 STRYKER CORP	365657101			3/13/2012	7/7/2013	560		522	31
76 TROWNE PRICE GROUP INC	71144103			3/13/2012	12/20/2012	3,207		2,443	584
77 TROWNE PHARMACEUTICAL INDUSTRIES	712145106			3/13/2012	7/7/2013	3,458		2,998	360
78 TOUCHSTONE SNL CAP CORE IN	5891390593			3/17/2012	12/20/2012	2,305		2,276	-371
79 UNITED PARCEL SERVICE CL 3	911312108			3/13/2012	7/7/2013	0		4,332	1043
80 UNITED TECHNOLOGIES CORP	912017109			3/17/2012	7/7/2013	0		3,113	335
81 WALGREEN CO	931755G106			3/13/2012	12/20/2012	0		2,995	110
82 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		506	0
83 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
84 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		10,000	0
85 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
86 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		10,000	0
87 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
88 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		10,000	0
89 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
90 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		10,000	0
91 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
92 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	7/7/2013	0		10,000	0
93 WELLS FARGO ADV INTL BOND-5	10494856552			3/13/2012	12/20/2012	0		10,000	0
94 WELLS FARGO									

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

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
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	12,309	0	0
2	Mr. Lon Rice		PO BOX 727	WINDER	GA	30680		CO-TRUSTEE	1 00	3,077	0	0
										15,386	0	0

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

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

	Date	Amount
1		451
2		
3		3
4	11/5/2013	141
5		
6		0
7		592

Account #	Security Type	IN	CUSIP	Asset Name	FMV	Units	Fed Cost
3013000439	Savings & Temp Inv	58-6163827	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11,688.78	11,688.78	
3013000439	Savings & Temp Inv	58-6163827	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,196.67	1,196.67	
3013000439	Cash	58-6163827		Total Cash, Savings and Temp Investments	12,885.45	12,885.45	
3013000439	Invest - Other	58-6163827	411511306	HARBOR INTERNATION FD INST #2011	71,816.81	1,014.51	59,300.11
3013000439	Invest - Other	58-6163827	52106N889	LAZARD EMERGING MKTS PTFL #638	36,047.28	1,793.40	26,668.88
3013000439	Invest - Other	58-6163827	693390304	PIMCO LOW DURATION FD I #36	35,921.27	3,474.01	35,886.54
3013000439	Invest - Other	58-6163827	693390700	PIMCO TOTAL RET FD-INST #35	34,989.04	3,210.00	34,904.13
3013000439	Invest - Other	58-6163827	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	72,872.53	1,204.90	55,663.90
3013000439	Invest - Other	58-6163827	693390593	PIMCO MODERATE DURATION-INST #120	16,676.48	1,555.64	16,769.82
3013000439	Invest - Other	58-6163827	315920702	FID ADV EMER MKTS INC- CL I #607	33,044.37	2,408.48	36,633.02
3013000439	Invest - Other	58-6163827	68380Y409	OPPENHEIMER COM STR TR FD Y #739	19,423.98	6,518.12	23,011.95
3013000439	Invest - Other	58-6163827	44980Q518	ING INTERNATIONAL REAL EST-1#2664	24,329.78	2,516.01	23,695.38
3013000439	Invest - Other	58-6163827	262028855	DRIEHAUS ACTIVE INCOME FUND	24,634.57	2,287.33	24,400.00
3013000439	Invest - Other	58-6163827	902641646	E-TRACS ALEXIAN MLP INFRASTRUCTURE	12,759.50	325.00	10,704.60
3013000439	Invest - Other	58-6163827	89155H256	TOUCHSTONE SMALL CAP CORE-IN #555	43,737.26	2,124.20	32,967.57
3013000439	Invest - Other	58-6163827	722005220	PIMCO FOREIGN BOND (UNHEGED) #1853	25,009.36	2,442.32	26,650.00
3013000439	Invest - Other	58-6163827	44983V706	ING REAL ESTATE FUND CL-I #2190	33,880.67	1,859.53	27,834.24
3013000439	Invest - Other	58-6163827	88019R690	TEMPLETON EMER MKTS/C-ADV #626	8,672.76	719.73	8,025.00
3013000439	Invest - Other	58-6163827	00203H859	AQR MANAGED FUTURES STR I #15213	31,128.69	3,094.30	31,500.00
3013000439	Invest - Other	58-6163827	90470K826	CRAWFORD DIVIDEND GRWTH-I	48,210.96	3,802.13	46,500.00
3013000439	Invest - Other	58-6163827	74233Q416	PRINCIPAL PREFERRED SEC-INS #4929	39,670.87	3,885.49	40,000.00
3013000439	Invest - Other	58-6163827	74925K581	ROBECO BP LNG/SHRT RES-INS	25,105.74	1,812.69	24,000.00
3013000439	Invest - Other	58-6163827	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	24,621.62	1,122.74	20,623.99
3013000439	Invest - Other	58-6163827	723698406	PIONEER HIGH YIELD FUND-Y #724	42,133.66	3,802.68	37,673.03
3013000439	Invest - Other	58-6163827	367829884	GATEWAY FUND - Y #1986	23,746.55	831.46	21,845.52
3013000439	Invest - Other	58-6163827	89155H793	TOUCHSTONE MID CAP FD Y #354	42,266.63	1,948.67	41,000.00
				Total Other Investments	770,700.38	53,753.33	706,257.68
3013000439	Invest - US & State	58-6163827	GTY995004	ASGI AGILITY INCOME FUND	49,892.42	47.70	50,000.00
				Total US and State Obligations	49,892.42	47.70	50,000.00
				Grand Total			769,143.13
					833,478.25		66,686.49