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

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/1/2012 , **and ending** 11/30/2013

Name of foundation TUW FRED NOYES FBO NOYES MUSEUM		A Employer identification number 22-6457516
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Winston Salem NC 27101-3818		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,524,399	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	39,198	39,099		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	28,713			
b Gross sales price for all assets on line 6a 132,917				
7 Capital gain net income (from Part IV, line 2)		28,713		
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	67,911	67,812	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	21,429	16,071		5,358
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) 14	2,850			2,850
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	483	483		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	24,762	16,554	0	8,208
25 Contributions, gifts, grants paid	85,055			85,055
26 Total expenses and disbursements. Add lines 24 and 25	109,817	16,554	0	93,263
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-41,906			
b Net investment income (if negative, enter -0-)		51,258		
c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	60,192	40,701	40,701
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,167,201	1,144,773	1,483,698	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,227,393	1,185,474	1,524,399	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		1,185,474	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,227,393			
30	Total net assets or fund balances (see instructions)	1,227,393	1,185,474		
31	Total liabilities and net assets/fund balances (see instructions)	1,227,393	1,185,474		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,227,393
2	Enter amount from Part I, line 27a	2	-41,906
3	Other increases not included in line 2 (itemize) FEDERAL TAX REFUND	3	264
4	Add lines 1, 2, and 3	4	1,185,751
5	Decreases not included in line 2 (itemize) See Attached Statement	5	277
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,185,474

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	28,713
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	114,110	1,380,539	0.082656
2010	162,513	1,469,885	0.110562
2009	97,366	1,311,758	0.074226
2008	64,058	1,253,564	0.051101
2007	91,874	1,588,936	0.057821

2 Total of line 1, column (d)	2	0.376366
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	0.075273
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,425,439
5 Multiply line 4 by line 3	5	107,297
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	513
7 Add lines 5 and 6	7	107,810
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	93,263

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,025	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3 Add lines 1 and 2	3	1,025	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,025	
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	264	
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	264	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	761	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be credited to 2013 estimated tax. Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 ▶ <input type="checkbox"/>	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

(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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

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

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

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

5b	N/A	
6b		X
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	21,429	

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as: the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,383,321
b	Average of monthly cash balances	1b	63,825
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,447,146
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,447,146
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,707
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,425,439
6	Minimum investment return. Enter 5% of line 5	6	71,272

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	71,272
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,025
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,025
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,247
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,247
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	70,247

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	93,263
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	93,263
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	93,263

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				70,247
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	13,265			
b From 2008	2,074			
c From 2009	32,300			
d From 2010	90,189			
e From 2011	45,611			
f Total of lines 3a through e	183,439			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 93,263				
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				70,247
e Remaining amount distributed out of corpus	23,016			
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	206,455			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	13,265			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	193,190			
10 Analysis of line 9				
a Excess from 2008	2,074			
b Excess from 2009	32,300			
c Excess from 2010	90,189			
d Excess from 2011	45,611			
e Excess from 2012	23,016			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	85,055
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

NOYES MUSEUM

Street

733 LILLY LAKE ROAD

City

OCEANVILLE

State

NJ

Zip Code

08231

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT

Amount

85,055

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

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	Totals		
														Capital Gains/Losses	Net Gain or Loss	
													Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount												132,817	104,204	28,713
	Short Term CG Distributions	0												0	0	0
1	X DREYFUS/THE BOSTON CA S	26203EB51			11/19/2008		4/2/2013	8,415	3,000					0	3,415	
2	X DREYFUS/THE BOSTON CA S	26203EB51			12/14/2007		4/2/2013	3,043	2,306					0	737	
3	X DREYFUS/THE BOSTON CA S	26203EB51			12/14/2007		4/2/2013	921	697					0	224	
4	X DREYFUS/THE BOSTON CA S	26203EB51			2/8/2007		4/2/2013	36,927	33,179					0	3,748	
5	X DREYFUS/THE BOSTON CA S	26203EB51			11/12/2010		4/2/2013	1,333	1,000					0	333	
6	X ISHARES TR RUSSELL MIDCA	464287409			12/5/2011		4/26/2013	18,765	15,604					0	4,161	
7	X ISHARES RUSSELL 2000 GRC	464287646			12/5/2011		4/26/2013	20,140	16,410					0	3,730	
8	X T ROWE PRICE REAL ESTATE	778919109			12/18/2007		4/26/2013	2,502	1,974					0	528	
9	X T ROWE PRICE REAL ESTATE	778919109			8/10/2006		4/26/2013	25,536	24,226					0	1,310	
10	X T ROWE PRICE REAL ESTATE	778919109			10/30/2008		4/26/2013	11,982	5,808					0	6,154	

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

		2,850	0	0	2,850
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,850			2,850

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

		483	483	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	483	483		

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

		1,167,201	1,144,773	1,483,698
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS	1,167,201	1,144,773	1,483,698

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

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

1	FEDERAL TAX REFUND	1	264
2	Total	2	264

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

1	COST BASIS ADJUSTMENT	1	53
2	PY RETURN OF CAPITAL ADJUSTMENT	2	224
3	Total	3	277

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

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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess or FMV Over Adjusted Basis or Losses	Amount	
														Long Term CG Distributions	Short Term CG Distributions
														24,340	24,340
1 DREYFUS/THE BOSTON CA SIC - I 1619426203E851			11/19/2008	4/22/2013	6,415			3,000	3,415					3,415	
2 DREYFUS/THE BOSTON CA SIC - I 1619426203E851			12/14/2007	4/22/2013	3,043			2,308	737					737	
3 DREYFUS/THE BOSTON CA SIC - I 1619426203E851			12/14/2007	4/22/2013	621			697	224					224	
4 DREYFUS/THE BOSTON CA SIC - I 1619426203E851			2/8/2007	4/22/2013	36,627			33,179	3,748					3,748	
5 DREYFUS/THE BOSTON CA SIC - I 1619426203E851			11/12/2010	4/22/2013	1,333			1,000	333					333	
6 I SHARES TR RUSSELL MIDCAP INDEX F	484287469		12/5/2011	4/26/2013	19,765			15,604	4,161					4,161	
7 I SHARES RUSSELL 2000 GROWTH	484287648		12/5/2011	4/26/2013	20,140			16,410	3,730					3,730	
8 T ROWE PRICE REAL ESTATE FD #122	778919108		12/19/2007	4/26/2013	2,502			1,874	528					528	
9 T ROWE PRICE REAL ESTATE FD #122	778919108		8/10/2006	4/26/2013	25,536			24,226	1,310					1,310	
10 T ROWE PRICE REAL ESTATE FD #122	778919108		10/30/2008	4/26/2013	11,962			5,808	6,154					6,154	

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	21,429	0	0
2												
										21,429	0	0

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

	Date	Amount
1 Credit from prior year return		264
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		0
7 Total		264

TUW FRED NOYES FBO NOYES MUSEUM

22-6457516

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

NJ does not require a copy of Form 990-PF to be filed if gross contributions are less than \$10,000

Account Statement For:

TUW FRED NOYES FBO NOYES MUSEUM

Period Covered: November 1, 2013 - November 30, 2013

Account Number 2513840022



ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

SECURED MARKET DEPOSIT ACCOUNT
Asset held in Invested Income Portfolio

Total Money Market

Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SECURED MARKET DEPOSIT ACCOUNT	40,701.370		\$40,701.37	\$40,701.37	\$0.00	\$4.07	0.01%
Total Money Market			\$40,701.37	\$40,701.37	\$0.00	\$4.07	0.01%
Total Cash & Equivalents			\$40,701.37	\$40,701.37	\$0.00	\$4.07	0.01%

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

DODGE & COX INCOME FD COM #147
SYMBOL: DODIX CUSIP: 256210105

PIMCO HIGH YIELD FUND
INSTITUTIONAL SHARES #108
SYMBOL: PH1YX CUSIP: 693390841

PIMCO LOW DURATION FUND
CLASS I #36
SYMBOL: PTLDX CUSIP: 693390304

PIMCO TOTAL RETURN FUND
INSTITUTIONAL SHARES #35
SYMBOL: PTRRX CUSIP: 693390700

Total Domestic Mutual Funds

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DODGE & COX INCOME FD COM #147	13,909.613	\$13.650	\$189,866.22	\$175,956.60	\$13,909.62	\$5,619.48	2.96%
PIMCO HIGH YIELD FUND	9,837.281	9.620	94,634.64	96,853.16	- 2,218.52	5,676.11	6.00
PIMCO LOW DURATION FUND	4,202.483	10.380	43,621.77	44,000.00	- 378.23	882.52	2.02
PIMCO TOTAL RETURN FUND	5,756.414	10.880	62,629.78	59,521.32	3,108.46	1,669.36	2.66
Total Domestic Mutual Funds			\$390,752.41	\$376,331.08	\$14,421.33	\$13,847.47	3.54%



Account Statement For:
TUV FRED NOYES FBO NOYES MUSEUM

Period Covered: November 1, 2013 - November 30, 2013

Account Number 2513840022

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

INTERNATIONAL MUTUAL FUNDS

PIMCO EMERGING MARKETS BOND FUND-
INSTL #137

SYMBOL: PEBIX CUSIP: 693391559

PIMCO FOREIGN BOND FUND

USD HEDGED INSTL #103

SYMBOL: PFORX CUSIP: 693390882

Total International Mutual Funds

Total Fixed Income

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
PIMCO EMERGING MARKETS BOND FUND- INSTL #137	4,580.687	\$11.080	\$50,754.01	\$50,554.35	\$199.66	\$2,693.44	5.31%
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103	2,214.379	10.670	23,627.42	23,221.28	406.14	553.59	2.34
Total International Mutual Funds			\$74,381.43	\$73,775.63	\$605.80	\$3,247.03	4.37%
Total Fixed Income			\$465,133.84	\$450,106.71	\$15,027.13	\$17,094.50	

ASSET DESCRIPTION

Equities

DOMESTIC MUTUAL FUNDS

DIAMOND HILL LONG-SHORT FUND CLASS I

#11

SYMBOL: DHLX CUSIP: 252645833

HARBOR CAPITAL APPRECIATION FUND

CLASS INST #2012

SYMBOL: HACAX CUSIP: 411511504

ISHARES CORE S & P 500 ETF

SYMBOL: IW CUSIP: 464287200

ISHARES RUSSELL MID-CAP ETF

SYMBOL: IWR CUSIP: 464287499

ISHARES RUSSELL 2000 GROWTH ETF

SYMBOL: IWO CUSIP: 464287648

ISHARES SELECT DIVIDEND ETF

SYMBOL: DVY CUSIP: 464287168

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DIAMOND HILL LONG-SHORT FUND CLASS I #11	1,104.418	\$22.250	\$24,573.30	\$22,000.00	\$2,573.30	\$70.67	0.29%
HARBOR CAPITAL APPRECIATION FUND CLASS INST #2012	1,626.406	56.520	91,924.47	45,918.80	46,005.67	274.86	0.30
ISHARES CORE S & P 500 ETF	771.000	181.960	140,291.16	83,576.32	56,714.84	2,556.64	1.82
ISHARES RUSSELL MID-CAP ETF	300.000	146.340	43,902.00	30,201.00	13,701.00	646.80	1.47
ISHARES RUSSELL 2000 GROWTH ETF	225.000	133.230	29,976.75	19,433.25	10,543.50	329.40	1.10
ISHARES SELECT DIVIDEND ETF	1,336.000	70.170	93,747.12	70,941.60	22,805.52	2,921.83	3.12

Account Statement For:
TUV FRED NOYES FBO NOYES MUSEUM

Period Covered: November 1, 2013 - November 30, 2013

Account Number 2513840022



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
DOMESTIC MUTUAL FUNDS (continued)							
JP MORGAN MID CAP VALUE FUND-CLASS I #758 SYMBOL: FLMVX CUSIP: 339128100	2,360.802	36.040	85,083.30	53,000.00	32,083.30	958.49	1.13
KEELEY SMALL CAP VALUE FUND CLASS I #2251 SYMBOL: KSCIX CUSIP: 487300808	926.784	38.550	35,727.52	30,000.00	5,727.52	151.07	0.42
LORD ABBETT INTERNATIONAL CORE EQUITY FUND CLASS I #1422 SYMBOL: LICYX CUSIP: 543915599	3,047.163	14.260	43,452.54	31,873.32	11,579.22	914.15	2.10
WELLS FARGO ADVANTAGE ALLOCATION FUND CLASS INS #3169 SYMBOL: EAAIX CUSIP: 94987W745	2,749.309	14.310	39,342.61	31,000.00	8,342.61	1,107.97	2.82
Total Domestic Mutual Funds			\$628,020.77	\$417,944.29	\$210,076.48	\$9,931.88	1.58%
INTERNATIONAL MUTUAL FUNDS							
HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL #2011 SYMBOL: HAINX CUSIP: 411511306	959.141	\$71.040	\$68,137.38	\$50,000.00	\$18,137.38	\$1,204.68	1.77%
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505	2,591.513	37.580	97,389.06	80,000.00	17,389.06	645.29	0.66
TWEEDY BROWNE FD INC GLOBAL VALUE FUND #1 SYMBOL: TBGVX CUSIP: 901165100	1,181.933	27.520	32,526.80	28,000.00	4,526.80	413.68	1.27
Total International Mutual Funds			\$198,053.24	\$158,000.00	\$40,053.24	\$2,263.65	1.14%
Total Equities			\$826,074.01	\$575,944.29	\$250,129.72	\$12,195.53	1.48%

Account Statement For:

TUW FRED NOYES FBO NOYES MUSEUM

Period Covered: November 1, 2013 - November 30, 2013

Account Number 2513840022

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Complementary Strategies

OTHER

DRIEHAUS ACTIVE INCOME FUND
SYMBOL: LCMAX CUSIP: 262028855

Total Other

Total Complementary Strategies

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DRIEHAUS ACTIVE INCOME FUND	2,780.352	\$10.790	\$30,000.00	\$30,000.00	\$0.00	\$608.90	2.03%
Total Other			\$30,000.00	\$30,000.00	\$0.00	\$608.90	2.03%
Total Complementary Strategies			\$30,000.00	\$30,000.00	\$0.00	\$608.90	2.03%

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

CREDIT SUISSE COMMODITY RETURN
STRATEGY FUND CLASS-I #2156
SYMBOL: CRSOX CUSIP: 22544R305

SPDR DJ WILSHIRE INTERNATIONAL REAL
ESTATE ETF

SYMBOL: RWX CUSIP: 78463X863

T ROWE PRICE REAL ESTATE FUND #122

SYMBOL: TRREX CUSIP: 779919109

Total Real Asset Funds

Total Real Assets

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CREDIT SUISSE COMMODITY RETURN STRATEGY FUND CLASS-I #2156	2,453.988	\$7.160	\$17,570.55	\$20,000.00	-\$2,429.45	\$0.00	0.00%
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	1,190.000	42.260	50,289.40	40,530.09	9,759.31	3,109.47	6.18
T ROWE PRICE REAL ESTATE FUND #122	2,537.818	21.250	53,928.63	28,191.82	25,736.81	1,218.15	2.26
Total Real Asset Funds			\$121,788.58	\$88,721.91	\$33,066.67	\$4,327.62	3.55%
Total Real Assets			\$121,788.58	\$88,721.91	\$33,066.67	\$4,327.62	3.55%

TOTAL ASSETS

ACCOUNT VALUE AS OF 11/30/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
\$1,483,697.80	\$1,185,474.28	\$298,223.52	\$34,230.62