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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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

12/1/2012

, and ending

11/30/2013

Name of foundation

HALL, FOREST & PAULINE CHAR T/U/A

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

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

A Employer identification number

75-6287809

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 ► 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) ► \$ 614,103 (Part I, column (d) must be on cash basis)

J Accounting method. Cash Accrual Other (specify) _____

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	12,887	12,802		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	17,403			
b Gross sales price for all assets on line 6a	224,269			
7 Capital gain net income (from Part IV, line 2)		17,403		
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	30,290	30,205	0	

Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	8,112	6,084		2,028
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	600			600
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	403	153		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	32	32		
24 Total operating and administrative expenses.				
Add lines 13 through 23	9,147	6,269	0	2,628
25 Contributions, gifts, grants paid	26,000			26,000
26 Total expenses and disbursements. Add lines 24 and 25.	35,147	6,269	0	28,628
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-4,857			
b Net investment income (if negative, enter -0-)		23,936		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

R. L. W.

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		37,502	19,824	19,824
	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 ►	1			
	Less accumulated depreciation (attach schedule) ►	1	1	1	1
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		436,975	449,685	594,278
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (descnbe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		474,478	469,510	614,103
	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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		474,478	469,510	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		474,478	469,510	
	31 Total liabilities and net assets/fund balances (see instructions)		474,478	469,510	

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	474,478
2 Enter amount from Part I, line 27a	2	-4,857
3 Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	3	198
4 Add lines 1, 2, and 3	4	469,819
5 Decreases not included in line 2 (itemize) ► PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	5	308
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	469,511

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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	17,403
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	29,827	567,182	0.052588
2010		565,866	0.000000
2009		514,868	0.000000
2008		447,800	0.000000
2007		530,938	0.000000

2 Total of line 1, column (d) 2 0.052588

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 0.010518

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 593,509

5 Multiply line 4 by line 3 5 6,243

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 239

7 Add lines 5 and 6 7 6,482

8 Enter qualifying distributions from Part XII, line 4 8 28,628

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

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2 Refunded ► 11 0

1	239
2	0
3	239
4	
5	239

6a	241
6b	
6c	
6d	

7	241
8	
9	0
10	2
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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	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. Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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"/>
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?		
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"/>	<input checked="" type="checkbox"/>
	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"/>	<input checked="" type="checkbox"/>
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** **N/A****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	8,112	
.....				
.....				
.....				
.....				

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		

Part IX-A Summary of Direct Charitable Activities

Summary of Direct Charitable Activities		Expenses
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.		
1	NONE	
2		
3		
4		

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

Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
3	NONE	
All other program-related investments See instructions		
Total. Add lines 1 through 3		►

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	560,257
b	Average of monthly cash balances	1b	42,290
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	602,547
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	602,547
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,038
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	593,509
6	Minimum investment return. Enter 5% of line 5	6	29,675

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	29,675
2a	Tax on investment income for 2012 from Part VI, line 5	2a	239
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	239
3	Distributable amount before adjustments Subtract line 2c from line 1	3	29,436
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,436
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	29,436

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	28,628
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	28,628
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	239
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,389

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 Distrbutable amount for 2012 from Part XI, line 7				29,436
2 Undistrbutable income, if any, as of the end of 2012				
a Enter amount for 2011 only				23,778
b Total for prior years 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 28,628				
a Applied to 2011, but not more than line 2a				23,778
b Applied to undistrbutable income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distrbutable amount				4,850
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistrbutable income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistrbutable 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 Undistrbutable income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistrbutable income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distrbuted 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)				24,586
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 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 Paid during the year See Attached Statement				
Total			► 3a	26,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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		30,290	0
13 Total. Add line 12, columns (b), (d), and (e)				13	30,290

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

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

Recipient(s) paid during the year

Name

BLOODCARE

Street

2205 HIGHWAY 121

City BEDFORD	State TX	Zip Code 76021	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship

NONE Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 26,000
--	------------------

Name

Street

City	State	Zip Code	Foreign Country
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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

Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
								224,269		206,866		0	
								0					
Check "X" to include in Part IV	Description	CLUSIP #	Purchaser	Check "X" if Purchaser is a Business		Date Acquired	Date Sold	Gross Sales	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FUND	04314H204			3/3/2009	7/10/2013	1,856	620				1,036
2	X	ARTISAN MID CAP FUND-NS	04314H800			4/10/2012	7/10/2013	1,984	1,707				257
3	X	ARTISAN MID CAP FUND-NS	04314H800			4/10/2012	10/9/2013	1,860	1,509				351
4	X	AQR MANAGED FUTURES ST	00203H859			7/12/2013	10/9/2013	5,112	5,294				-182
5	X	ARTISAN INTERNATIONAL FUND	04314H204			3/3/2009	2/17/2013	1,789	632				967
6	X	CREDIT SUISSE COMM RET S	22544R305			8/12/2011	10/9/2013	1,869	2,482				-493
7	X	CREDIT SUISSE COMM RET S	22544R305			10/2/2010	10/9/2013	3,060	3,762				-702
8	X	DIAMOND HILL LONG-SHORT	25294SB333			8/10/2012	8/8/2013	886	805				81
9	X	DIAMOND HILL LONG-SHORT	25294SB333			5/4/2010	7/10/2013	12,784	9,837				2,857
10	X	DODGE & COX INT'L STOCK F	25826103			2/5/2010	2/7/2013	1,830	1,522				308
11	X	DODGE & COX INT'L STOCK F	25826103			5/10/2012	7/10/2013	1,800	1,320				280
12	X	DODGE & COX INT'L STOCK F	25826103			5/10/2012	10/9/2013	60	46				14
13	X	DODGE & COX INT'L STOCK F	25826103			2/5/2010	10/8/2013	1,823	1,359				664
14	X	DODGE & COX INCOME FD CL	258210105			2/11/2013	5,385	5,385	5,385				-177
15	X	DREYFUS EMG Mkt DEBT LO	261980494			10/8/2010	2/7/2013	4,885	4,765				0
16	X	DREYFUS EMG Mkt DEBT LO	261980494			10/8/2010	10/10/2013	3,899	4,237				-239
17	X	DREYFUS EMG Mkt DEBT LO	261980494			10/12/2011	10/10/2013	4,482	4,694				-212
18	X	JP MORGAN MID CAP VALUE	339128100			2/11/2013	7/10/2013	1,454	1,311				143
19	X	JP MORGAN MID CAP VALUE	339128100			8/12/2011	7/10/2013	1,910	1,265				645
20	X	GATEWAY FUND - #1886	307828984			8/10/2012	7/10/2013	13,337	13,337				0
21	X	HARBOR CAPITAL APCTN	411511504			2/11/2013	7/10/2013	10,708	9,890				818
22	X	HARBOR CAPITAL APCTN	411511504			11/19/2012	7/10/2013	428	366				62
23	X	HARBOR CAPITAL APCTN	411511504			11/19/2012	10/9/2013	233	233				0
24	X	HARBOR CAPITAL APCTN	411511504			3/3/2009	10/9/2013	1,582	654				938
25	X	HUSSMAN STRATEGIC GROW	448108100			3/3/2009	2/7/2013	2,346	2,616				-470
26	X	HUSSMAN STRATEGIC GROW	448108100			5/19/2009	2/7/2013	926	1,153				-225
27	X	HUSSMAN STRATEGIC GROW	448108100			8/16/2009	2/7/2013	3,638	4,542				-908
28	X	HUSSMAN STRATEGIC GROW	448108100			2/5/2010	2/7/2013	208	256				-48
29	X	HUSSMAN STRATEGIC GROW	448108100			11/19/2010	2/7/2013	410	505				-95
30	X	HUSSMAN STRATEGIC GROW	448108100			2/4/2011	2/7/2013	2,009	2,300				-291
31	X	HUSSMAN STRATEGIC GROW	448108100			4/28/2011	2/7/2013	517	600				-83
32	X	GATEWAY FUND - #1886	307828984			2/11/2013	7/10/2013	9,359	9,248				111
33	X	HARBOR CAPITAL APCTN	411511504			8/10/2012	7/10/2013	623	537				86
34	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012	2/7/2013	2,409	2,747				-335
35	X	ISHARES CORE S & P 500 ET	484287200			8/8/2012	2/7/2013	1,398	1,266				102
36	X	ISHARES CORE S & P 500 ET	484287200			2/8/2012	7/10/2013	7,287	6,187				0
37	X	ISHARES CORE S & P 500 ET	484287200			2/27/2009	7/10/2013	3,312	1,931				2,381
38	X	ISHARES RUSSELL 2000 GRO	484287546			11/19/2012	2/7/2013	9,597	8,445				1,152
39	X	ISHARES RUSSELL 2000 GRO	484287546			12/19/2012	2/7/2013	8,985	8,392				593
40	X	KEELEY SMALL CAP VAL FD CL	487308008			8/12/2011	2/7/2013	2,747	2,747				0
41	X	KEELEY SMALL CAP VAL FD CL	487308008			5/10/2012	2/7/2013	595	483				126
42	X	KEELEY SMALL CAP VAL FD CL	487308008			5/19/2009	2/7/2013	2,009	1,508				1,405
43	X	LAUDIUS MONDRIAN INT'L FUND	511850655			7/23/2010	2/7/2013	778	791				-15
44	X	MFS VALUE FUND-CLASS #8	522983694			5/10/2012	7/10/2013	1,472	1,181				261
45	X	MFS VALUE FUND-CLASS #8	522983694			2/11/2013	7/10/2013	3,412	3,079				333
46	X	OPPENHEIMER DEVELOPING	6833974505			2/14/2012	7/10/2013	533	533				0
47	X	OPPENHEIMER DEVELOPING	6833974505			2/11/2013	10/9/2013	4,645	4,519				126
48	X	MERGER FD-SH BEN INT #260	5689509108			11/19/2012	2/7/2013	21,541	22,330				-789
49	X	MERGER FD-SH BEN INT #260	5689509108			2/4/2011	2/7/2013	5,729	5,857				0
50	X	MERGER FD-SH BEN INT #260	5689509108			8/10/2012	7/10/2013	350	349				0
51	X	OPPENHEIMER DEVELOPING	6833974505			5/3/2010	7/10/2013	4,738	4,669				69
52	X	OPPENHEIMER DEVELOPING	6833974505			11/19/2010	10/9/2013	73	69				4
53	X	RIDGEWORTH SEIX HY BD-1 #	768287845			2/4/2011	10/8/2013	533	500				33
54	X	RIDGEWORTH SEIX HY BD-1 #	768287845			6/21/2007	2/7/2013	406	400				6
55	X	RIDGEWORTH SEIX HY BD-1 #	768287845			6/3/2010	2/7/2013	316	304				12
56	X	TCW SMALL CAP GROWTH FUND	872341N849			5/3/2010	12/19/2012	3,522	3,571				-49
57	X	TCW SMALL CAP GROWTH FUND	872341N849			7/27/2010	12/19/2012	805	719				0
58	X	TCW SMALL CAP GROWTH FUND	872341N849			8/22/2011	12/19/2012	4,496	4,374				0

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

		Amount											
Long Term CG Distributions		3,715											
Short Term CG Distributions		0											
Check "X" to include in Part IV													

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

		600	0	0	600
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREPARATION FEE	600			600

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

		403	153	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	153	153		
2	PRIOR YEAR EXCISE TAX DUE	250			

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1 OMG OTHER ROYAL EXPENSES	32	32			

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		1	0	1	1	1	1
	Asset Description	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	OTHER ASSETS	1	0	1	1	1	1

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		436,975	449,685	594,278

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

	Amount	3,715	0	220,554	0	0	0	206,868	13,684	0	0	0
Long Term CG Distributions	Short Term CG Distributions			Date	Data Sold	Gross Sales Price	Depreciation Allowed	Adjustments	F M V as of 12/31/09	Cost or Other Basis Plus Expense of Sale	Gain or Loss	Gain Minus Excess of FMV Over Adjusted Basis or Lessee
1 ARTISAN INTERNATIONAL FUND #861	0234149200	3/25/2009	7/1/2013	1,858	1,858	0	0	820	1,707	237	1,034	1,344
2 ARTISAN MID CAP FUND-INS #1333	043141H600	4/1/2012	7/1/2013	1,984	1,984	0	0	1,030	535	351	255	351
3 ARTISAN MID CAP FUND-INS #1333	043141H600	4/1/2012	10/9/2013	1,980	5,112	0	0	5,294	-182	0	0	-182
4 ADR MANAGED FUTURES STR-INS #861	023100203H859	7/1/2013	10/9/2013	1,799	0	0	0	832	907	0	0	987
5 ARTISAN INTERNATIONAL FUND #861	03141H204	8/1/2008	2/17/2013	1,963	0	0	0	2,462	-493	0	0	-493
6 CREDIT SUISSE COMMAN RET ST-1 #156	22544R305	8/1/2008	10/9/2013	1,969	0	0	0	3,762	-702	0	0	-702
7 CREDIT SUISSE COMMAN RET ST-1 #156	22544R305	8/1/2008	10/9/2013	3,060	0	0	0	805	4	0	0	81
8 DIAMOND HILL LONG-TERM EDCL #225264S33	023264S33	8/1/2012	7/1/2013	895	0	0	0	9,637	2,697	0	0	2,697
9 DIAMOND HILL LONG-TERM EDCL #225264S33	023264S33	5/2/2010	7/1/2013	12,784	0	0	0	1,522	308	0	0	308
10 DODGE & COX INTL STOCK FD #1048	2983208103	5/20/2012	7/1/2013	1,830	0	0	0	1,320	280	0	0	280
11 DODGE & COX INTL STOCK FD #1048	2983208103	5/10/2012	10/9/2013	1,600	0	0	0	0	0	0	0	0
12 DODGE & COX INTL STOCK FD #1048	2983208103	5/10/2012	10/9/2013	80	0	0	0	48	14	0	0	14
13 DODGE & COX INTL STOCK FD #1048	2983208103	2/26/2010	10/9/2013	1,823	0	0	0	1,359	484	0	0	484
14 DODGE & COX INTL STOCK FD #1048	2983208103	2/11/2013	7/1/2013	5,385	0	0	0	5,582	-177	0	0	-177
15 DREYFUS ENG MKT DEBT LOC C #8506	2918840494	10/8/2010	10/10/2013	4,895	0	0	0	4,755	130	0	0	130
16 DREYFUS ENG MKT DEBT LOC C #8506	2918840494	8/1/2011	10/10/2013	3,969	0	0	0	4,237	-238	0	0	-238
17 DREYFUS ENG MKT DEBT LOC C #8506	2918840494	2/17/2013	7/1/2013	1,454	0	0	0	4,684	-212	0	0	-212
18 I.P. MORGAN MID CAP VALUE-#758	3391281100	2/11/2010	7/1/2013	1,910	0	0	0	1,311	143	0	0	143
19 I.P. MORGAN MID CAP VALUE-#758	3391281100	8/1/2011	7/1/2013	13,644	0	0	0	0	0	0	0	0
20 GATEWAY FUND Y #1886	3676298864	8/1/2012	7/1/2013	0	0	0	0	13,337	307	0	0	307
21 HARBER CAPITAL APPRENTION INST-#20	4115115204	2/11/2013	7/1/2013	10,708	0	0	0	9,850	619	0	0	619
22 HARBOR CAPITAL APPRENTION-INST #20	411511504	11/19/2012	7/1/2013	428	0	0	0	386	62	0	0	62
23 HARBOR CAPITAL APPRENTION-INST #20	411511504	11/19/2012	10/9/2013	287	0	0	0	233	54	0	0	54
24 HARBOR CAPITAL APPRENTION-INST #20	411511504	10/8/2010	10/10/2013	1,592	0	0	0	654	938	0	0	938
25 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	3/26/2009	10/9/2013	-	1,346	0	0	2,816	-470	0	0	-470
26 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	3/27/2009	2/17/2013	929	0	0	0	1,153	-225	0	0	-225
27 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	8/1/2008	2/17/2013	3,636	0	0	0	4,542	-906	0	0	-906
28 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	2/26/2010	2/17/2013	208	0	0	0	258	9	0	0	9
29 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	11/19/2010	2/17/2013	410	0	0	0	505	-93	0	0	-93
30 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	2/4/2011	2/17/2013	2,068	0	0	0	2,300	-281	0	0	-281
31 HUSSMAN STRATEGIC GROWTH FUND #20	4481041000	4/28/2011	2/17/2013	517	0	0	0	800	-83	0	0	-83
32 GATEWAY FUND Y #1886	3676298864	12/19/2012	7/1/2013	9,359	0	0	0	9,248	111	0	0	111
33 HARBOR CAPITAL APPRENTION-INST #20	411511504	8/1/2012	7/1/2013	623	0	0	0	537	88	0	0	88
34 HARBOR CAPITAL APPRENTION-INST #20	411511504	2/14/2012	2/17/2013	2,408	0	0	0	2,744	-335	0	0	-335
35 SHARE-CORE 8.8 P 500 EIT	464282200	8/1/2012	2/17/2013	1,388	0	0	0	1,268	102	0	0	102
36 SHARE-CORE 8.8 P 500 EIT	464282200	8/1/2012	2/17/2013	7,287	0	0	0	6,167	1,110	0	0	1,110
37 SHARE-CORE 8.8 P 500 EIT	464282200	2/27/2008	7/1/2013	4,312	0	0	0	1,931	2,381	0	0	2,381
38 SHARES RUSSELL 2000 GROWTH	4642827848	11/19/2012	2/17/2013	9,597	0	0	0	8,445	1,522	0	0	1,522
39 SHARES RUSSELL 2000 GROWTH	4642827848	12/19/2012	2/17/2013	9,985	0	0	0	8,352	593	0	0	593
40 KEELEY SMALL CAP VALUE ED CL #2251	4673006208	8/1/2011	2/17/2013	2,747	0	0	0	759	0	0	0	0
41 KEELEY SMALL CAP VALUE ED CL #2251	4673006208	5/10/2012	2/17/2013	596	0	0	0	493	112	0	0	112
42 KEELEY SMALL CAP VALUE ED CL #2251	4673006208	5/10/2012	2/17/2013	2,015	0	0	0	1,508	1,405	0	0	1,405
43 LAUDS FONDRE INFL FINS #28441	5118551000	8/1/2012	2/17/2013	2,913	0	0	0	0	0	0	0	0
44 LMFS VALUE FUND-CLASS A #853	5229836594	5/1/2012	7/1/2013	710	0	0	0	1,181	-15	0	0	-15
45 LMFS VALUE FUND-CLASS A #853	5229836594	5/1/2012	10/9/2013	1,472	0	0	0	1,010	281	0	0	281
46 LMFS VALUE FUND-CLASS A #853	5229836594	2/14/2012	7/1/2013	3,412	0	0	0	3,079	333	0	0	333
47 MERGER FD SH BEN INT #250	5682051008	10/8/2010	7/1/2013	4,507	0	0	0	3,583	924	0	0	924
48 MERGER FD SH BEN INT #250	5682051008	2/4/2011	7/1/2013	527	0	0	0	526	1	0	0	1
49 MERGER FD SH BEN INT #250	5682051008	2/4/2011	7/1/2013	211	0	0	0	211	0	0	0	0
50 MERCO TOTAL RET ED INST #255	6032306200	8/1/2012	2/17/2013	5,720	0	0	0	5,657	128	0	0	128
51 MERCO TOTAL RET ED INST #255	6032306200	9/10/2012	7/1/2013	3,505	0	0	0	3,419	-78	0	0	-78
52 MERGEWORTH SIXX HY BD-1 #855	6033090700	5/1/2012	7/1/2013	4,738	0	0	0	4,669	69	0	0	69
53 MERGEWORTH SIXX HY BD-1 #855	6033090700	11/19/2012	7/1/2013	73	0	0	0	1,181	281	0	0	281
54 MERGEWORTH SIXX HY BD-1 #855	6033090700	2/11/2013	7/1/2013	533	0	0	0	0	0	0	0	0
55 MERCO TOTAL RET ED INST #255	6032306200	11/19/2012	2/17/2013	4,845	0	0	0	4,519	33	0	0	33
56 MERCO TOTAL RET ED INST #255	6032306200	11/19/2012	12/19/2012	21,541	0	0	0	22,350	-769	0	0	-769
57 MERGEWORTH SIXX HY BD-1 #855	6033090700	8/1/2012	2/17/2013	5,720	0	0	0	5,657	128	0	0	128
58 PIMCO TOTAL RET FD-INST #35	6033090700	9/1/2012	7/1/2013	4,068	0	0	0	3,419	-179	0	0	-179
59 PIMCO TOTAL RET FD-INST #35	6033090700	4/28/2011	7/1/2013	1,768	0	0	0	1,626	58	0	0	58
60 RIDGEWORTH SIXX HY BD-1 #855	6032102010	6/2/2007	7/1/2013	748	0	0	0	639	37	0	0	37
61 RIDGEWORTH SIXX HY BD-1 #855	6032102010	3/1/2008	2/17/2013	876	0	0	0	874	20	0	0	20
62 RIDGEWORTH SIXX HY BD-1 #855	6032102010	5/27/2008	2/17/2013	894	0	0	0	670	43	0	0	43
63 RIDGEWORTH SIXX HY BD-1 #855	6032102010	8/1/2011	12/19/2012	4,486	0	0	0	4,374	60	0	0	60
64 RIDGEWORTH SIXX HY BD-1 #855	6032102010	11/19/2010	10/9/2013	410	0	0	0	965	1	0	0	1
65 VANGUARD FEDERAL EDU MAST #1	6033090700	8/1/2011	7/1/2013	922	0	0	0	925	0	0	0	0
66 VANGUARD FEDERAL EDU MAST #1	6033090700	8/1/2011	8/1/2011	79	0	0	0	79	0	0	0	0
67 VANGUARD FEDERAL EDU MAST #1	6033090700	2/27/2013	3,973	0	0	0	0	0	0	0	0	0
68 VANGUARD FEDERAL EDU MAST #1	6033090700	11/19/2012	7/1/2013	685	0	0	0	622	63	0	0	63

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

Item 1 (300-1) - Compensation of Officers, Directors, Trustees and Foundation Members						
	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	Wells Fargo Bank N A Trust Tax C	1 W 4th St 4th Floor MAC D4000-04	Winston Salem	NC	27101-3818	
2						

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

	Date	Amount
1 Credit from prior year return	1	241
2 First quarter estimated tax payment	2	_____
3 Second quarter estimated tax payment	3	_____
4 Third quarter estimated tax payment	4	_____
5 Fourth quarter estimated tax payment	5	_____
6 Other payments	6	0
7 Total	7	241

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	23,778
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	23,778

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
01-0276-00	Invest - Other	75-6287809	00203H859	AQR MANAGED FUTURES STR-I#15213	6273.89	6129.39
01-0276-00	Invest - Other	75-6287809	04314H204	ARTISAN INTERNATIONAL FUND #661	35768.1	14038.92
01-0276-00	Invest - Other	75-6287809	04314H600	ARTISAN MID CAP FUND-INS #1333	24452.67	20332.45
01-0276-00	Invest - Other	75-6287809	22544R305	CREDIT SUISSE COMM RET ST-I#2156	23161.6	27699.94
01-0276-00	Invest - Other	75-6287809	2526453833	DIAMOND HILL LONG-SHORT FD CL #11	12154.82	9207.14
01-0276-00	Invest - Other	75-6287809	256206103	DODGE & COX INT'L STOCK FD #1048	34690.73	24070.64
01-0276-00	Invest - Other	75-6287809	256210105	DODGE & COX INCOME FD COM #147	23484.25	22985.43
01-0276-00	Invest - Other	75-6287809	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	20480.23	21103.88
01-0276-00	Invest - Other	75-6287809	262028855	DRIEHAUS ACTIVE INCOME FUND	18019.48	17907.16
01-0276-00	Invest - Other	75-6287809	315920702	FID ADV EMER MKTS INC- CL I #607	8785.56	8943.62
01-0276-00	Invest - Other	75-6287809	339128100	JP MORGAN MID CAP VALUE-I #758	18083.75	9619.68
01-0276-00	Invest - Other	75-6287809	411511504	HARBOR CAPITAL APRTION-INST #2012	49197.83	18148.88
01-0276-00	Invest - Other	75-6287809	464287200	ISHARES CORE S & P 500 ETF	14556.8	5941.53
01-0276-00	Invest - Other	75-6287809	483438305	KALMAR GR W/VAL SM CAP-INS #4	18428.82	14029.47
01-0276-00	Invest - Other	75-6287809	487300808	KEELEY SMALL CAP VAL FD CL I #2251	17424.14	6842.74
01-0276-00	Invest - Other	75-6287809	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	3572.14	3747.92
01-0276-00	Invest - Other	75-6287809	522983694	MFS VALUE FUND-CLASS I #893	32143.25	23067.11
01-0276-00	Invest - Other	75-6287809	589509108	MERGER FD SH BEN INT #260	11685.84	11296.64
01-0276-00	Invest - Other	75-6287809	638721885	ASG GLOBAL ALTERNATIVES-Y #1993	24985.68	24067.07
01-0276-00	Invest - Other	75-6287809	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	30832.47	25629.84
01-0276-00	Invest - Other	75-6287809	693390700	PIMCO TOTAL RET FD-INST #35	23371.93	23344.02
01-0276-00	Invest - Other	75-6287809	693390882	PIMCO FOREIGN BDF FD USD H-INST #103	2894.75	2875.76
01-0276-00	Invest - Other	75-6287809	74925K581	ROBECO BP LNG/SHRT RES-INS	18202.27	17133.81
01-0276-00	Invest - Other	75-6287809	766287645	RIDGEWORTH SEIX HY BD-I #5855	30163.72	27630.3
01-0276-00	Invest - Other	75-6287809	77957P105	T ROWE PRICE SHORT TERM BD FD #55	13141.59	13109.24
01-0276-00	Invest - Other	75-6287809	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	24088.2	17611.91
01-0276-00	Invest - Other	75-6287809	922042858	VANGUARD FTSE EMERGING MARKETS ETF	30653.72	23477.81
01-0276-00	Invest - Other	75-6287809	922908553	VANGUARD REIT VIPER	23580	9692.36
01-0276-00	Invest - Other	75-6287809	MIX062852	OK PAYNE 1/160 M.I.	1	1
01-0276-00	Other Assets			TOTAL OTHER SECURITIES	594279.23	449685.66
01-0276-00	Savings & Temp Inv	75-6287809	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	19473.61	19473.61
01-0276-00	Savings & Temp Inv	75-6287809	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	350.01	350.01
01-0276-00	Cash	75-6287809			0	0
					19823.62	19823.62
				TOTAL CASH, SAVINGS AND TEMP		
				GRAND TOTAL	614102.85	469509.28