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

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

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		A Employer identification number 75-6287809
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		
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
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 checked="" 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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 614,103	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"/>

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)
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	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		

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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	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶	1	1	1
	Less accumulated depreciation (attach schedule) ▶			
	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 (describe ▶)			
	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	
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	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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	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 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	28,628

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	239
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	239
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	239
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	241	
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	241	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	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)? 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		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 <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 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? 2a If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 2c 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? 3a	<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)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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		
.....		
.....		
.....		
.....		
.....		

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	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 Distributable amount for 2012 from Part XI, line 7				29,436
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			23,778	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 28,628				
a Applied to 2011, but not more than line 2a			23,778	
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				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' 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				24,586
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	12,887	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	17,403	
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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|--------------|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | 1a(1) | X |
| (2) Other assets | | 1a(2) | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | | 1b(3) | X |
| (4) Reimbursement arrangements | | 1b(4) | X |
| (5) Loans or loan guarantees | | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

John A. Salante SVP Wells Fargo Bank N.A.

1/27/2014
Date

SVP Wells Fargo Bank N.A.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

JOSEPH J CASTRIANO

22

1/27/2014

Check ☒ if self-employed

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶	13-4008324
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Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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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

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	Totals			Net Gain or Loss	
								Capital Gains/Losses			Other sales	
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	ARTISAN INTERNATIONAL FU	04314H204		3/2/2009		7/10/2013	1,856	820			1,036
2	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		7/10/2013	1,864	1,707			257
3	X	ARTISAN MID CAP FUND-INS	04314H600		7/10/2012		10/9/2013	1,960	1,509			351
4	X	AOR MANAGED FUTURES ST	00203H859		7/12/2013		10/9/2013	5,112	5,284			-182
5	X	ARTISAN INTERNATIONAL FU	04314H204		3/2/2009		2/7/2013	1,799	832			967
6	X	CREDIT SUISSE COMM RET S	22544R305		8/12/2011		10/9/2013	1,969	2,482			-483
7	X	CREDIT SUISSE COMM RET S	22544R305		10/8/2010		10/9/2013	3,060	3,762			-702
8	X	DIAMOND HILL LONG-SHORT	25244S833		8/10/2012		2/7/2013	886	805			81
9	X	DIAMOND HILL LONG-SHORT	25244S833		5/3/2010		7/10/2013	12,794	9,837			2,957
10	X	DODGE & COX INT'L STOCK F	256206103		2/5/2010		2/7/2013	1,830	1,522			308
11	X	DODGE & COX INT'L STOCK F	256206103		5/10/2012		7/10/2013	1,600	1,320			280
12	X	DODGE & COX INT'L STOCK F	256206103		5/10/2012		10/9/2013	60	46			14
13	X	DODGE & COX INCOME FDC	256206103		2/5/2010		10/9/2013	1,823	1,359			464
14	X	DODGE & COX INCOME FDC	256206103		2/11/2013		7/10/2013	5,385	5,562			-177
15	X	DREYFUS EMG MKT DEBT LO	261980494		10/9/2010		2/7/2013	4,895	4,785			130
16	X	DREYFUS EMG MKT DEBT LO	261980494		10/9/2010		10/10/2013	3,999	4,237			-238
17	X	DREYFUS EMG MKT DEBT LO	261980494		8/12/2011		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 - Y #1886	367229884		8/10/2012		7/10/2013	13,644	13,337			307
21	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		7/10/2013	10,708	9,890			818
22	X	HARBOR CAPITAL APRTION	411511504		11/19/2012		7/10/2013	428	368			62
23	X	HARBOR CAPITAL APRTION	411511504		11/19/2012		10/9/2013	287	233			54
24	X	HARBOR CAPITAL APRTION	411511504		3/2/2009		10/9/2013	1,592	654			938
25	X	HUSSMAN STRATEGIC GROW	44808100		3/2/2009		2/7/2013	2,346	2,816			-470
26	X	HUSSMAN STRATEGIC GROW	44808100		5/19/2008		2/7/2013	928	1,153			-225
27	X	HUSSMAN STRATEGIC GROW	44808100		8/18/2009		2/7/2013	3,638	4,542			-906
28	X	HUSSMAN STRATEGIC GROW	44808100		2/5/2010		2/7/2013	208	256			-48
29	X	HUSSMAN STRATEGIC GROW	44808100		11/19/2010		2/7/2013	410	505			-95
30	X	HUSSMAN STRATEGIC GROW	44808100		2/4/2011		2/7/2013	2,009	2,300			-291
31	X	HUSSMAN STRATEGIC GROW	44808100		4/28/2011		2/7/2013	517	600			-83
32	X	GATEWAY FUND - Y #1886	367229884		7/10/2013		7/10/2013	9,359	9,248			111
33	X	HARBOR CAPITAL APRTION	411511504		8/10/2012		7/10/2013	623	537			86
34	X	HUSSMAN STRATEGIC GROW	44808100		2/14/2012		2/7/2013	2,409	2,744			-335
35	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		7/10/2013	1,368	1,266			102
36	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		7/10/2013	7,287	6,187			1,110
37	X	ISHARES CORE S & P 500 ETF	464287200		2/27/2009		7/10/2013	4,312	1,931			2,381
38	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	9,597	8,445			1,152
39	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/7/2013	8,985	8,392			593
40	X	KEELEY SMALL CAP VAL FDC	487300808		8/12/2011		2/7/2013	2,747	1,988			759
41	X	KEELEY SMALL CAP VAL FDC	487300808		5/19/2009		2/7/2013	595	483			112
42	X	KEELEY SMALL CAP VAL FDC	487300808		5/19/2009		2/7/2013	2,813	1,508			1,405
43	X	LAUDUS MONDRIAN INTL FHI	518550655		7/23/2010		2/7/2013	778	791			-15
44	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012		7/10/2013	1,472	1,181			291
45	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	3,412	3,079			333
46	X	MFS VALUE FUND-CLASS I #8	552983694		2/14/2012		7/10/2013	4,507	3,583			924
47	X	MERGER FD SH BEN INT #260	589509108		10/8/2010		7/10/2013	527	528			1
48	X	MERGER FD SH BEN INT #260	589509108		2/4/2011		7/10/2013	211	211			0
49	X	MERGER FD SH BEN INT #260	589509108		8/10/2012		7/10/2013	350	349			1
50	X	MERGER FD SH BEN INT #260	589509108		5/2/2010		7/10/2013	4,738	4,669			69
51	X	OPPENHEIMER DEVELOPING	683974505		11/19/2010		10/9/2013	73	69			4
52	X	OPPENHEIMER DEVELOPING	683974505		2/4/2011		10/9/2013	533	500			33
53	X	OPPENHEIMER DEVELOPING	683974505		2/11/2012		10/9/2013	4,645	4,519			126
54	X	PIMCO TOTAL RET FD-INST #	693390700		11/19/2012		2/7/2013	21,541	22,330			-789
55	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		2/7/2013	5,729	5,857			-128
56	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	3,300	3,479			-179
57	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	1,078	1,156			-78
58	X	PIMCO TOTAL RET FD-INST #	693390700		4/28/2011		7/10/2013	1,768	1,828			-58
59	X	RIDGEMORTH SEIX HY BDI #	766281645		6/21/2007		2/7/2013	749	787			-38
60	X	RIDGEMORTH SEIX HY BDI #	766281645		3/11/2008		2/7/2013	876	839			37
61	X	RIDGEMORTH SEIX HY BDI #	766281645		5/27/2008		2/7/2013	894	874			20
62	X	RIDGEMORTH SEIX HY BDI #	766281645		5/3/2010		2/7/2013	713	670			43
63	X	RIDGEMORTH SEIX HY BDI #	766281645		10/8/2010		2/7/2013	862	637			25
64	X	RIDGEMORTH SEIX HY BDI #	766281645		2/4/2011		2/7/2013	406	400			6
65	X	RIDGEMORTH SEIX HY BDI #	766281645		8/10/2012		2/7/2013	318	304			12
66	X	TCW SMALL CAP GROWTH FUND	87234N849		5/3/2010		12/19/2012	3,522	3,571			-49
67	X	TCW SMALL CAP GROWTH FUND	87234N849		7/23/2010		12/19/2012	805	719			86
68	X	TCW SMALL CAP GROWTH FUND	87234N849		8/12/2011		12/19/2012	4,496	4,374			122

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

Totals									
Capital Gains/Losses									
Other sales									
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
69	X VANGUARD FTSE EMERGING	922042858			11/19/2010		10/9/2013	410	470
70	X PIMCO FOREIGN BD FD USD	693390882			8/12/2011		2/7/2013	982	985
71	X PIMCO FOREIGN BD FD USD	693390882			8/12/2011		7/10/2013	749	753
72	X VANGUARD FTSE EMERGING	922042858			2/7/2013		10/9/2013	3,973	4,268
73	X VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	885	922
								Gross Sales	224,269
								Cost, Other Basis and Expenses	206,866
								Expense of Sale and Cost of Improvements	0
								Valuation Method	0
								Depreciation	0
								Adjustments	0
								Net Gain or Loss	17,403
								Net Gain or Loss	0

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

		32	32	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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

		436,975		449,685		594,278
Asset Description		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

Long Term CG Distributions										3,715		Short Term CG Distributions										220,554		0										208,866		13,688										0		Gains Minus Expenses of FMV Over Adjusted Basis or Losses										13,688	
Description of Property Sold										CUSIP #		How Acquired		Date Sold		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expenses of Sale		Gain or Loss		F M V as of 12/31/89		Adjusted Basis as of 12/31/89		Excess of FMV Over Adj Basis		Gains Minus Expenses of FMV Over Adjusted Basis or Losses																									
1 ARTISAN INTERNATIONAL FUND #661										043104H204		3/20/2006		7/10/2013		1,856		0		0		620		1,038		0		0		0		1,038		0																									
2 ARTISAN MID CAP FUND-INS #1333										043104H600		4/10/2012		10/6/2013		1,864		0		0		1,707		0		0		0		0		0		1,707		0																							
3 ARTISAN MID CAP FUND-INS #1333										043104H600		4/10/2012		10/6/2013		1,864		0		0		1,590		0		0		0		0		0		1,590		0																							
4 AOR MANAGED FUTURES STR #1571										040203H859		3/2/2009		2/7/2013		5,112		0		0		5,284		0		0		0		0		0		5,284		0																							
5 ARTISAN INTERNATIONAL FUND #661										043104H204		3/2/2009		2/7/2013		1,799		0		0		632		0		0		0		0		0		632		0																							
6 CREDIT SUISSE COMM RET ST #12156										22544R305		8/12/2011		10/6/2013		1,989		0		0		2,462		0		0		0		0		0		2,462		0																							
7 CREDIT SUISSE COMM RET ST #12156										22544R305		8/12/2011		10/6/2013		1,989		0		0		3,762		0		0		0		0		0		3,762		0																							
8 DIAMOND HILL LONG-SHORT FD CL #1										25264S333		8/10/2012		7/10/2013		888		0		0		605		0		0		0		0		0		605		0																							
9 DIAMOND HILL LONG-SHORT FD CL #1										25264S333		8/10/2012		7/10/2013		12,794		0		0		9,637		0		0		0		0		0		9,637		0																							
10 DODGE & COX INTL STOCK FD #1048										25620B103		2/5/2010		2/7/2013		1,830		0		0		1,522		0		0		0		0		0		1,522		0																							
11 DODGE & COX INTL STOCK FD #1048										25620B103		2/5/2010		2/7/2013		1,830		0		0		1,320		0		0		0		0		0		1,320		0																							
12 DODGE & COX INTL STOCK FD #1048										25620B103		2/5/2010		2/7/2013		1,830		0		0		46		0		0		0		0		0		46		0																							
13 DODGE & COX INTL STOCK FD #1048										25620B103		2/5/2010		2/7/2013		1,830		0		0		1,823		0		0		0		0		0		1,823		0																							
14 DODGE & COX INCOME FD COM #147										256210105		2/11/2013		7/10/2013		5,395		0		0		5,962		0		0		0		0		0		5,962		0																							
15 DREYFUS EMG MKT DEBT LOC C-#606										2818R0454		10/6/2010		10/10/2013		4,895		0		0		4,765		0		0		0		0		0		4,765		0																							
16 DREYFUS EMG MKT DEBT LOC C-#606										2818R0454		10/6/2010		10/10/2013		3,989		0		0		4,237		0		0		0		0		0		4,237		0																							
17 DREYFUS EMG MKT DEBT LOC C-#606										2818R0454		10/6/2010		10/10/2013		4,482		0		0		4,694		0		0		0		0		0		4,694		0																							
18 JP MORGAN MID CAP VALUE #1758										33912B100		1/1/2013		7/10/2013		1,454		0		0		1,311		0		0		0		0		0		0		1,311		0																					
19 JP MORGAN MID CAP VALUE #1758										33912B100		1/1/2013		7/10/2013		1,454		0		0		1,265		0		0		0		0		0		0		1,265		0																					
20 GATEWAY FUND - Y #1986										387829B84		8/10/2012		7/10/2013		13,644		0		0		13,337		0		0		0		0		0		0		13,337		0																					
21 HARBOR CAPITAL APRECTION-INST #20										411511504		8/10/2012		7/10/2013		10,708		0		0		9,860		0		0		0		0		0		0		9,860		0																					
22 HARBOR CAPITAL APRECTION-INST #20										411511504		8/10/2012		7/10/2013		10,708		0		0		9,860		0		0		0		0		0		0		9,860		0																					
23 HARBOR CAPITAL APRECTION-INST #20										411511504		8/10/2012		7/10/2013		10,708		0		0		9,860		0		0		0		0		0		0		9,860		0																					
24 HARBOR CAPITAL APRECTION-INST #20										411511504		8/10/2012		7/10/2013		10,708		0		0		9,860		0		0		0		0		0		0		9,860		0																					
25 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2009		10/6/2013		287		0		0		233		0		0		0		0		0		233		0																							
26 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2009		10/6/2013		1,592		0		0		654		0		0		0		0		0		654		0																							
27 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2009		10/6/2013		2,346		0		0		2,816		0		0		0		0		0		2,816		0																							
28 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2009		10/6/2013		828		0		0		1,153		0		0		0		0		0		1,153		0																							
29 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2009		10/6/2013		3,368		0		0		4,442		0		0		0		0		0		4,442		0																							
30 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2010		2/7/2013		410		0		0		505		0		0		0		0		0		505		0																							
31 HUSSMAN STRATEGIC GROWTH FUND										44810B100		3/2/2011		2/7/2013		2,009		0		0		2,300		0		0		0		0		0		2,300		0																							
32 HUSSMAN STRATEGIC GROWTH FUND										44810B100		4/26/2011		2/7/2013		823		0		0		900		0		0		0		0		0		900		0																							
33 HARBOR CAPITAL APRECTION-INST #20										411511504		8/10/2012		7/10/2013		9,359		0		0		9,248		0		0		0		0		0		0		9,248		0																					
34 HUSSMAN STRATEGIC GROWTH FUND										44810B100		8/10/2012		2/7/2013		2,408		0		0		2,744		0		0		0		0		0		2,744		0																							
35 SHARES CORE S & P 500 ETF										4642B7200		8/6/2012		2/7/2013		1,368		0		0		1,266		0		0		0		0		0		1,266		0																							
36 SHARES CORE S & P 500 ETF										4642B7200		8/6/2012		2/7/2013		7,297		0		0		6,187		0		0		0		0		0		6,187		0																							
37 SHARES CORE S & P 500 ETF										4642B7200		8/6/2012		2/7/2013		4,312		0		0		1,531		0		0		0		0		0		1,531		0																							
38 SHARES RUSSELL 2000 GROWTH										4642B7648		2/27/2009		7/10/2013		8,597		0		0		8,445		0		0		0		0		0		8,445		0																							
39 SHARES RUSSELL 2000 GROWTH										4642B7648		12/19/2012		2/7/2013		8,885		0		0		8,392		0		0		0		0		0		8,392		0																							
40 KEELLY SMALL CAP VAL FD CL #1 #2251										487300R08		5/10/2012		2/7/2013		2,747		0		0		1,886		0		0		0		0		0		1,886		0																							
41 KEELLY SMALL CAP VAL FD CL #1 #2251										487300R08		5/10/2012		2/7/2013		595		0		0		483		0		0		0		0		0		483		0																							
42 KEELLY SMALL CAP VAL FD CL #1 #2251										487300R08		5/10/2012		2/7/2013		2,913		0		0		1,508		0		0		0		0		0		1,508		0																							
43 LAUDIS MONDRIAN INTL FUND #2945										51855Q855		7/23/2010		2/7/2013		776		0		0		781		0		0		0		0		0		781		0																							
44 MFS VALUE FUND-CLASS I #693										552883694		5/10/2012		7/10/2013		1,472		0		0		1,181		0		0		0		0		0		1,181		0																							
45 MFS VALUE FUND-CLASS I #693										552883694		5/10/2012		7/10/2013		3,412		0		0		3,076		0		0		0		0		0		3,076		0																							
46 MFS VALUE FUND-CLASS I #693										552883694		5/10/2012		7/10/2013		4,507		0		0		3,583		0		0		0		0		0		3,583		0																							
47 MERGER FD SH BEN INT #260										548509108		10/6/2010		2/7/2013		527		0		0		528		0		0		0		0		0		528		0																							
48 MERGER FD SH BEN INT #260										548509108		2/4/2011		7/10/2013		211		0		0		211		0		0		0		0		0		211		0																							
49 MERGER FD SH BEN INT #260										548509108		8/10/2012		7/10/2013		350		0		0		348		0		0		0		0		0		348		0																							
50 MERGER FD SH BEN INT #260										548509108		5/2/2010		7/10/2013		4,738		0		0		4,668		0		0		0		0		0		4,668		0																							
51 OPPENHEIMER DEVELOPING MKT-Y #7										663974505		1/1/19/2010		10/6/2013		73		0		0		69		0		0		0		0		0		69		0																							
52 OPPENHEIMER DEVELOPING MKT-Y #7										663974505		2/4/2011		7/10/2013		533		0		0		500		0		0		0		0		0		500		0																							
53 OPPENHEIMER DEVELOPING MKT-Y #7										663974505		2/4/2011		7/10/2013		4,645		0		0		4,518		0		0		0		0		0		4,518		0																							
54 PIMCO TOTAL RET FDN-INST #35										663390700		1/1/19/2012		2/7/2013		21,541		0		0		22,330		0		0		0		0		0		22,330		0																							
55 PIMCO TOTAL RET FDN-INST #35										663390700		8/10/2012		2/7/2013		5,729		0		0		5,557		0		0		0		0		0		5,557		0																							
56 PIMCO TOTAL RET FDN-INST #35										663390700		8/10/2012		7/10/2013		1,078		0		0		3,300		0		0		0		0		0		3,300		0																							
57 PIMCO TOTAL RET FDN-INST #35										663390700		8/10/2012		7/10/2013		1,078		0		0		1,156		0		0		0		0		0		1,156		0																							
58 PIMCO TOTAL RET FDN-INST #35										663390700		4/28/2011		7/10/2013		1,786		0		0		1,628		0		0		0		0		0		1,628		0																							
59 RIDGEWORTH SEIX HY BDI #5855										7662B1845		6/21/2007		2/7/2013		749		0		0		787		0		0		0		0		0		787		0																							
60 RIDGEWORTH SEIX HY BDI #5855										7662B1845		3/1/2008		2/7/2013		876		0		0		839		0		0		0		0		0		839		0																							
61 RIDGEWORTH SEIX HY BDI #5855										7662B1845		5/27/2008		2/7/2013		894		0		0		874		0		0		0		0		0		874		0																							
62 RIDGEWORTH SEIX HY BDI #5855										7662B1845		5/2/2010		2/7/2013		713		0		0		670		0		0		0		0		0		670		0																							
63 RIDGEWORTH SEIX HY BDI #5855										7662B1845		10/6/2010		2/7/2013		662		0		0		637		0		0		0		0		0		637		0																							
64 RIDGEWORTH SEIX HY BDI #5855										7662B1845		8/4/2011		2/7/2013		406		0		0		400		0		0		0		0																													

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	25264S833	DIAMOND HILL LONG-SHORT FD CL I #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 APRCTN-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	552983694	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	638727885	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 BD 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	76628T645	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	Other Assets	75-6287809	MIX062852	OK PAYNE 1/160 M.I.	1	1
				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		TOTAL CASH, SAVINGS AND TEMP	0	0
				GRAND TOTAL	19823.62	19823.62
					614102.85	469509.28