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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

| | | |
|---|------------|---|
| Name of foundation THE LEWIS A AND DONNA M PATTERSON CHAR FDN | | A Employer identification number 20-7020377 |
| Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) 800-352-3705 |
| 1525 W W.T. HARRIS BLVD. D1114-044 | | |
| City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262 | | |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 884,150. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) |

| 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. | 4. | | STMT 1 |
| | 4 Dividends and interest from securities | 19,050. | 15,052. | | STMT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 51,846. | | | |
| | b Gross sales price for all assets on line 6a | 493,900. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 51,846. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | 3. | 3. | | STMT 5 | |
| 12 Total. Add lines 1 through 11 | 70,903. | 66,905. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 12,085. | 9,064. | | 3,021. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT. 6 | 4,000. | NONE | NONE | 4,000. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT. 7 | 3,299. | 416. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT. 8 | 1,107. | | | 1,107. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 20,491. | 9,480. | NONE | 8,128. |
| | 25 Contributions, gifts, grants paid | 45,500. | | | 45,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 65,991. | 9,480. | NONE | 53,628. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 4,912. | | | | |
| b Net investment income (if negative, enter -0-) | | 57,425. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

NE
-25

| 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 | 51,237. | 49,800. | 49,800. |
| | 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) | 110,181. | 59,689. | 59,660. |
| | b | Investments - corporate stock (attach schedule) | 539,430. | 530,757. | 609,421. |
| | c | Investments - corporate bonds (attach schedule) | 58,600. | 171,867. | 165,269. |
| | 11 | Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | 46,700. | | |
| | 14 | Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 806,148. | 812,113. | 884,150. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| 23 | Total liabilities (add lines 17 through 22) | | NONE | | |
| Net Assets or Fund Balances | 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | 806,148. | 812,113. | |
| | 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) | 806,148. | 812,113. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 806,148. | 812,113. | | |

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 | 806,148. |
| 2 | Enter amount from Part I, line 27a | 2 | 4,912. |
| 3 | Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE</u> | 3 | 2,486. |
| 4 | Add lines 1, 2, and 3 | 4 | 813,546. |
| 5 | Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 15</u> | 5 | 1,433. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 812,113. |

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 PUBLICLY TRADED SECURITIES | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (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 493,900. | | 442,054. | 51,846. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | 51,846. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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 | 51,846. | |
| 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 | | |

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)) |
|---|--|--|---|
| 2012 | 48,708. | 850,697. | 0.057257 |
| 2011 | 37,278. | 830,906. | 0.044864 |
| 2010 | 35,626. | 765,840. | 0.046519 |
| 2009 | 46,147. | 701,404. | 0.065792 |
| 2008 | 48,545. | 954,307. | 0.050869 |
| 2 Total of line 1, column (d) | | | 2 0.265301 |
| 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 0.053060 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 4 866,690. |
| 5 Multiply line 4 by line 3 | | | 5 45,987. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 574. |
| 7 Add lines 5 and 6 | | | 7 46,561. |
| 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 53,628. |

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

| | | | |
|----|--|----|--------|
| 1a | 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 | 574. |
| 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 | |
| 3 | Add lines 1 and 2 | 3 | 574. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 574. |
| 6 | Credits/Payments: | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 1,456. |
| b | Exempt foreign organizations - tax withheld at source | 6b | NONE |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | NONE |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 1,456. |
| 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 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 882. |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 576. Refunded ▶ | 11 | 306. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a 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)? | | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | | X |
| If "Yes," attach a detailed description of the activities | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a 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? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | X |
| If "Yes," attach the statement required by General Instruction T | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 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 | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. | 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 2013 or the taxable year beginning in 2013 (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? | 13 | X | |
| Website address ▶ N/A | | | | |
| 14 | The books are in care of ▶ SEE STATEMENT 16 Telephone no ▶ | | | |
| Located at ▶ ZIP+4 ▶ | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | 15 | | |
| and enter the amount of tax-exempt interest received or accrued during the year ▶ | | | | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| | | | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | | | | |

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


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

| | Yes | No |
|--|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <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 checked="" type="checkbox"/> Yes <input 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)? | 1b | X |
| 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 2013? | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ▶ | | |
| 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 | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2013 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 2013) | 3b | |
| 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 2013? | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****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 1525 W WT HARRIS BLVD, CHARLOTTE, NC 28288 | TRUSTEE 40 | 12,085. | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

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 | |

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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 | 836,857. |
| b | Average of monthly cash balances | 1b | 39,841. |
| c | Fair market value of all other assets (see instructions) | 1c | 3,190. |
| d | Total (add lines 1a, b, and c) | 1d | 879,888. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 879,888. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 13,198. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 866,690. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 43,335. |

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 | 43,335. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 574. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 574. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 42,761. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 42,761. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 42,761. |

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 | 53,628. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 53,628. |
| 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 | 574. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 53,054. |

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 2012 | (c) 2012 | (d) 2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 42,761. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 26,585. | |
| b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | NONE | | | |
| b From 2009 | NONE | | | |
| c From 2010 | NONE | | | |
| d From 2011 | NONE | | | |
| e From 2012 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>53,628.</u> | | | | |
| a Applied to 2012, but not more than line 2a | | | 26,585. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2013 distributable amount | | | | 27,043. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 15,718. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2009 | NONE | | | |
| b Excess from 2010 | NONE | | | |
| c Excess from 2011 | NONE | | | |
| d Excess from 2012 | NONE | | | |
| e Excess from 2013 | NONE | | | |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

| Tax year | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i). | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization. | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 17

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 21 | | | | 45,500. |
| Total | | | 3a | 45,500. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Part XVII

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

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <thead> <tr> <th></th><th>Yes</th><th>No</th></tr> </thead> <tbody> <tr> <td>1a(1)</td><td></td><td>X</td></tr> <tr> <td>1a(2)</td><td></td><td>X</td></tr> <tr> <td>1b(1)</td><td></td><td>X</td></tr> <tr> <td>1b(2)</td><td></td><td>X</td></tr> <tr> <td>1b(3)</td><td></td><td>X</td></tr> <tr> <td>1b(4)</td><td></td><td>X</td></tr> <tr> <td>1b(5)</td><td></td><td>X</td></tr> <tr> <td>1b(6)</td><td></td><td>X</td></tr> <tr> <td>1c</td><td></td><td>X</td></tr> </tbody> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X |
|--|--|----|-----|----|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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.

**Sign
Here**

Wells Fargo Bank, N.A.

05/09/2014

► Trustee

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

| | |
|---|------|
| Check <input type="checkbox"/> if self-employed | PTIN |
|---|------|

Firm's name

Firm's EIN

Firm's address

Phone no

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--|--|--------------------------------------|
| WELLS FARGO - SECURED MARKET DEPOSIT ACC | 4. | 4. |
| TOTAL | 4. | 4. |
| | ===== | ===== |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| AQR MANAGED FUTURES STR-I #15213 | 10. | 10. |
| INVECO INTL GROWTH-Y #8516 | 677. | 677. |
| ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2 | 6. | 6. |
| AMERICAN EXPRESS CO COM | 9. | 9. |
| APPLE COMPUTER INC COM | 206. | 206. |
| CELANESE CORP | 16. | 16. |
| CHEVRONTXACO CORP COM | 41. | 41. |
| CHICAGO BRIDGE & IRON NY SHS | 1. | 1. |
| COCA-COLA CO COM | 90. | 90. |
| COMCAST CORP NEW CL A | 26. | 26. |
| COMPANHIA DE BEBIDAS-PR ADR COM | 25. | 25. |
| COSTCO WHOLESALE CORP COM | 17. | 17. |
| DANAHER CORP COM | 4. | 4. |
| DIAGEO PLC SPONSORED ADR NEW | 27. | 27. |
| DREYFUS EMG MKT DEBT LOC C-I #6083 | 929. | 929. |
| DRIEHAUS ACTIVE INCOME FUND | 197. | 197. |
| ECOLAB INC COM | 21. | 21. |
| EXXON MOBIL CORP COM | 40. | 40. |
| FASTENAL CO COM | 31. | 31. |
| FED NATL MTG ASSN 5.250% 9/15/16 | 1,313. | 1,313. |
| FID ADV EMER MKTS INC- CL I #607 | 136. | 136. |
| FLEMING CAP MUTUAL FUND GROUP J P MORGAN | 424. | 424. |
| FORTUNE BRANDS HOME & SECURITY | 24. | 24. |
| GATEWAY FUND - Y #1986 | 271. | 271. |
| HOME DEPOT INC COM | 116. | 116. |
| INTEL CORP COM | 65. | 65. |
| INTERCONTINENTALEXCHANGE GROUPINC | 8. | 8. |
| INTUIT COM W/RTS EXP 5/1/2008 | 21. | 21. |
| JP MORGAN CHASE & CO COM | 24. | 24. |
| JOHNSON & JOHNSON COM | 31. | 31. |
| LAS VEGAS SANDS CORP | 60. | 32. |
| LAUDER ESTEE COS INC CL A | 50. | 50. |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| ----- | ----- | ----- |
| MERCK & CO INC NEW | 28. | 28. |
| MERGER FD SH BEN INT | 415. | 415. |
| MICROSOFT CORP COM | 81. | 81. |
| MONDELEZ INTERNATIONAL INC | 54. | 54. |
| MONSANTO CO NEW COM | 35. | 35. |
| NATIONAL OILWELL INC COM | 5. | 5. |
| ASG GLOBAL ALTERNATIVES-Y #1993 | 972. | 972. |
| NUVEEN FUNDS INT DURATION MUNI BD FD CL | 1,112. | 3. |
| NUVEEN HIGH YIELD MUNI BD-R #1668 | 1,190. | 32. |
| ORACLE CORP COM | 17. | 17. |
| PIMCO FOREIGN BOND FUND-INST | 151. | 151. |
| POLARIS INDS INC COM W/RIGHTS ATTACHED E | 35. | 35. |
| PRECISION CASTPARTS CORP COM W/RIGHTS AT | 3. | 3. |
| PROCTER & GAMBLE CO COM | 28. | 28. |
| QUALCOMM INC COM W/RTS ATTACHED | 92. | 92. |
| RALPH LAUREN CORP | 15. | 15. |
| SPDR DJ WILSHIRE INTERNATIONAL REAL | 1,495. | 1,495. |
| SANDISK CORP COM W/RTS ATTACHED EXP 04/2 | 20. | 20. |
| SCHLUMBERGER LTD COM | 28. | 28. |
| STARBUCKS CORP COM | 30. | 30. |
| TEMPLETON FOREIGN FD - ADV #604 | 1,616. | 1,616. |
| TRACTOR SUPPLY CO COM | 34. | 34. |
| UNION PAC CORP COM | 144. | 144. |
| UNITED TECHNOLOGIES CORP COM | 48. | 48. |
| VANGARD MSCI EMERGING MARKETS EFT | 1,392. | 1,392. |
| VANGUARD REIT VIPER | 1,351. | 946. |
| VISA INC-CLASS A SHRS | 9. | 9. |
| WELLS FARGO ADV SP S/C VA-IS #4143 | 101. | 101. |
| WELLS FARGO ADV EMG MK E-INS #4146 | 213. | 213. |
| WELLS FARGO ADV INTL BOND-IS #4705 | 36. | 36. |
| WELLS FARGO ADV HI INC-INS #3110 | 1,116. | 1,116. |
| WFA SMALL COMPANY GROWTH -I#3162 | 762. | 762. |
| WELLS FARGO ADV INTM T/F-INS #3158 | 1,400. | 102. |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| WHOLE FOODS MKT INC COM | 22. | 22. |
| ACCENTURE PLC | 46. | 46. |
| ENSCO PLC-CL A | 38. | 38. |
| | ----- | ----- |
| TOTAL | 19,050. | 15,052. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER INCOME
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|-----------------------------------|--|--------------------------------------|
| FINAL INTEREST FROM PNC STATEMENT | 3. | 3. |
| | ----- | ----- |
| TOTALS | 3. | 3. |
| | ===== | ===== |

FORM 990PF, PART I - ACCOUNTING FEES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | ADJUSTED NET INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE (NON-ALLOC | 4,000. | | | 4,000. |
| TOTALS | 4,000. | NONE | NONE | 4,000. |
| | ===== | ===== | ===== | ===== |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| ----- | ----- | ----- |
| FEDERAL TAX PAYMENT - PRIOR YE | 1,427. | |
| FEDERAL ESTIMATES - PRINCIPAL | 1,456. | |
| FOREIGN TAXES ON QUALIFIED FOR | 264. | 264. |
| FOREIGN TAXES ON NONQUALIFIED | 152. | 152. |
| | ----- | ----- |
| TOTALS | 3,299. | 416. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

FINAL FILING FEES PNC
FINAL FEES

1,106.
1.

1,106.
1.

TOTALS

1,107.
=====

1,107.
=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------------|-------------------------------|----------------------|
| 31359MW41 FED NATL MTG ASSN | 25,481. | 28,048. |
| 67065Q772 NUVEEN HIGH YIELD MU | 22,408. | 20,433. |
| 67065Q700 NUVEEN INTERM BD | | |
| 67065Q400 NUVEEN INT DURATION | 11,800. | 11,179. |
| | ----- | ----- |
| TOTALS | 59,689. | 59,660. |
| | ===== | ===== |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| 00882532 INVESCO INTL GROWTH- | 38,740. | 46,048. |
| 018490102 ALLERGAN INC | | |
| 025816109 AMERICAN EXPRESS CO | | |
| 037833100 APPLE INC | 1,957. | 7,854. |
| 04314H600 ARTISAN MID CAP FUND | 28,072. | 34,746. |
| 166764100 CHEVRON CORP | | |
| 17275R102 CISCO SYSTEMS INC | | |
| 191216100 COCA COLA CO | 1. | 2,809. |
| 20030N101 COMCAST CORP CLASS A | | |
| 22544R305 CREDIT SUISSE COMM R | 37,355. | 33,819. |
| 25264S833 DIAMOND HILL LONG-SH | | |
| 30231G102 EXXON MOBIL CORPORAT | | |
| 339128100 JP MORGAN MID CAP VA | 18,834. | 23,539. |
| 367829884 GATEWAY FUND - Y #19 | | |
| 38259P508 GOOGLE INC | | |
| 437076102 HOME DEPOT INC | 3,608. | 7,845. |
| 448108100 HUSSMAN STRATEGIC GR | 1,783. | 3,376. |
| 458140100 INTEL CORP | | |
| 464287648 ISHARES RUSSELL 2000 | | |
| 46625H100 JPMORGAN CHASE & CO | | |
| 478160104 JOHNSON & JOHNSON | 1,804. | 2,862. |
| 518439104 ESTEE LAUDER COMPANI | | |
| 58933Y105 MERCK & CO INC NEW | 16,919. | 17,034. |
| 589509108 MERGER FD SH BEN INT | 1,693. | 2,469. |
| 594918104 MICROSOFT CORP | 1,525. | 2,436. |
| 609207105 MONDELEZ INTERNATION | | |
| 637071101 NATIONAL OILWELL INC | | |
| 68389X105 ORACLE CORPORATION | | |
| 742718109 PROCTER & GAMBLE CO | 895. | 2,181. |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | ---- |
| 747525103 QUALCOMM INC | 3,487. | 4,529. |
| 78463X863 SPDR DJ WILSHIRE INT | 32,450. | 32,054. |
| 880196506 TEMPLETON FOREIGN FD | 36,520. | 44,038. |
| 907818108 UNION PACIFIC CORP | 1,979. | 4,368. |
| 913017109 UNITED TECHNOLOGIES | | |
| 91324P102 UNITEDHEALTH GROUP I | | |
| 922042858 VANGUARD FTSE EMERGI | 45,125. | 43,074. |
| 922908553 VANGUARD REIT VIPER | 33,550. | 33,119. |
| 94975P447 WELLS FARGO ADV SP S | 16,968. | 22,697. |
| 94975P751 WELLS FARGO ADV EMG | 41,546. | 41,434. |
| 966837106 WHOLE FOODS MKT INC | 1,672. | 2,776. |
| 00164V103 AMC NETWORKS INC | 2,014. | 2,043. |
| 00203H859 AQR MANAGED FUTURES | 8,809. | 9,191. |
| 015351109 ALEXION PHARMACEUTIC | 1,660. | 2,392. |
| 023135106 AMAZON COM INC COM | 2,370. | 3,589. |
| 148887102 CATAMARAN CORP | 2,812. | 2,515. |
| 150870103 CELANESE CORP | 1,601. | 1,770. |
| 151020104 CELGENE CORP COM | 2,175. | 3,717. |
| 156782104 CERNER CORP COM | 2,064. | 2,620. |
| 167250109 CHICAGO BRIDGE & IRO | 1,817. | 1,995. |
| 169656105 CHIPOTLE MEXICAN GRI | 1,928. | 3,197. |
| 20605P101 CONCHO RESOURCES INC | 1,623. | 1,944. |
| 22160K105 COSTCO WHOLESALE COR | 1,494. | 1,785. |
| 235851102 DANAHER CORP | 2,412. | 3,088. |
| 25243Q205 DIAGEO PLC - ADR | 1,598. | 1,721. |
| 25490A309 THE DIRECTV GROUP HO | 2,443. | 2,901. |
| 278865100 ECOLAB INC | 2,050. | 2,815. |
| 30303M102 FACEBOOK INC | 1,446. | 1,585. |
| 311900104 FASTENAL CO | 1,827. | 1,710. |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | ---- |
| 34964C106 FORTUNE BRANDS HOME | 2,459. | 3,199. |
| 375558103 GILEAD SCIENCES INC | 2,414. | 3,229. |
| 45866F104 INTERCONTINENTALEXCH | 1,831. | 2,699. |
| 461202103 INTUIT COM | 2,388. | 2,900. |
| 46120E602 INTUITIVE SURGICAL I | 2,278. | 1,536. |
| 517834107 LAS VEGAS SANDS CORP | 2,295. | 3,391. |
| 61166W101 MONSANTO CO NEW | 3,256. | 3,613. |
| 611740101 MONSTER BEVERAGE COR | 1,819. | 2,507. |
| 63872T885 ASG GLOBAL ALTERNATI | 32,312. | 32,032. |
| 731068102 POLARIS INDS INC COM | 1,929. | 3,204. |
| 740189105 PRECISION CASTPARTS | 3,729. | 5,386. |
| 741503403 PRICELINE COM INC | 2,101. | 3,487. |
| 74925K581 ROBECO BP LNG/SHRT R | 23,473. | 25,429. |
| 80004C101 SANDISK CORP COM | 2,118. | 2,892. |
| 806857108 SCHLUMBERGER LTD | 2,824. | 3,334. |
| 855244109 STARBUCKS CORP COM | 2,026. | 2,979. |
| 858912108 STERICYCLE INC COM | 2,379. | 2,904. |
| 87817A107 TEAM HEALTH HOLDINGS | 1,601. | 2,004. |
| 892356106 TRACTOR SUPPLY CO CO | 3,730. | 5,431. |
| 92826C839 VISA INC-CLASS A SHR | 2,230. | 2,672. |
| 949921571 WFA SMALL COMPANY GR | 18,622. | 23,186. |
| 966244105 WHITEWAVE FOODS CO | 1,290. | 1,514. |
| G1151C101 ACCENTURE PLC | 1,844. | 2,056. |
| G50871105 JAZZ PHARMACEUTICALS | 1,183. | 2,152. |
| | ----- | ----- |
| TOTALS | 530,757. | 609,421. |
| | ===== | ===== |

THE LEWIS A AND DONNA M PATTERSON CHAR FDN

20-7020377

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV ----- |
|--------------------------------|-------------------------------|------------------------|
| 94985D582 WELLS FARGO ADV INTL | 4,509. | 4,145. |
| 949917538 WELLS FARGO ADV HI I | 20,807. | 19,880. |
| 949921662 WELLS FARGO ADV INTM | 73,903. | 71,135. |
| 261980494 DREYFUS EMG MKT DEBT | 30,654. | 28,500. |
| 262028855 DRIEHAUS ACTIVE INCO | 24,599. | 24,700. |
| 315920702 FID ADV EMER MKTS IN | 12,928. | 12,616. |
| 693390882 PIMCO FOREIGN BD FD | 4,467. | 4,293. |
| | ----- | ----- |
| TOTALS | 171,867. | 165,269. |
| | ===== | ===== |

THE LEWIS A AND DONNA M PATTERSON CHAR FDN

20-7020377

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

DESCRIPTION

261980494 DREYFUS EMG MKT DEBT C
693390882 PIMCO FOREIGN BD FD C

TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE

1,314.

ROC

113.

ROUNDING

6.

TOTAL

1,433.

=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

=====

NAME: Wells Fargo Bank

ADDRESS: 1 WEST 4TH STREET 2ND FLOOR
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

=====

RECIPIENT NAME:

www.wellsfargo.com/privatefoundationgrants

ADDRESS:

1 West 4th Street

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

E-MAIL ADDRESS: grantadministration@wellsfargo.com

FORM, INFORMATION AND MATERIALS:

www.wellsfargo.com/privatefoundationgrants/patterson

SUBMISSION DEADLINES:

APRIL 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

No program limitations primarily supports the western PA
counties

RECIPIENT NAME:
Pittsburg Irish and Classical
Theatre Inc
ADDRESS:
2882 W LIBERTY AVE
Dormont, PA 15216
RELATIONSHIP:
NA
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
Depaul School for Hearing and
Speech
ADDRESS:
6202 ALDER STREET
Pittsburg, PA 15206
RELATIONSHIP:
NA
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
Greater Pittsburg Community
Food Bank
ADDRESS:
1 N LINDEN STREET
Duquesne, PA 15110
RELATIONSHIP:
NA
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,600.

RECIPIENT NAME:

Make A Wish Foundation of Greater
PA and Southern W VA

ADDRESS:

707 GRANT STREET, 37TH FLOOR
Pittsburgh, PA 15219

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,900.

RECIPIENT NAME:

North Hills Comm Outreach

ADDRESS:

416 LINCOLN AVE
Pittsburgh, PA 15209

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

Sharing Place Inc

ADDRESS:

1695 E 3300 SOUTH
Salt Lake, UT 84106

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Verland Foundation Inc

ADDRESS:

212 IRIS ROAD

Sewickley, PA 15143

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Western Pennsylvania Conservancy

ADDRESS:

800 WATERFRONT DRIVE

Pittsburgh, PA 15222

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

Woodland Foundation Inc

ADDRESS:

134 SHENOT ROAD

Wexford, PA 15090

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Pittsburg Public Theater Corp
ADDRESS:

621 PENN AVENUE

Pittsburgh, PA 15222

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

PITTSBURGH SYMPHONY
ORCHESTRA

ADDRESS:

HEINZ HALL 600 PENN AVENUE

PITTSBURGH, PA 15222

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

PHIPPS CONSERVATORY

ADDRESS:

ONE SCHENLEY PARK

Pittsburg, PA 15213

RELATIONSHIP:

NA

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

45,500.

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