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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ 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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation RUDOLPH WILLIAMS CHARITABLE TRUST			A Employer identification number 22-6422164	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name		Foreign province/state/county		Foreign postal code
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
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) ▶ \$ 396,861		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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"/>				

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	7,779	7,581		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,264			
	b Gross sales price for all assets on line 6a 140,843				
	7 Capital gain net income (from Part IV, line 2)		9,264		
	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)					
12 Total. Add lines 1 through 11	17,043	16,845	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,313	4,735		1,578
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a 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)	410	113		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7,323	4,848	0	2,178
	25 Contributions, gifts, grants paid	14,000			14,000
26 Total expenses and disbursements. Add lines 24 and 25	21,323	4,848	0	16,178	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,280				
b Net investment income (if negative, enter -0-)		11,997			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

2/11/14

ENVELOPE
POSTMARK DATE APR 29 2014

SCANNED MAY 12 2014

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	714	1,039	1,039
	2	Savings and temporary cash investments	13,031	15,765	15,765
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	208,845		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	129,870	331,788	380,058
	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)	352,460	348,592	396,862
	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 ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	352,460	348,592	
	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)	352,460	348,592	
	31	Total liabilities and net assets/fund balances (see instructions)	352,460	348,592	

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	352,460
2	Enter amount from Part I, line 27a	2	-4,280
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,238
4	Add lines 1, 2, and 3	4	349,418
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	826
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	348,592

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	9,264
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))
2012	17,434	366,734	0.047539
2011	17,332	374,022	0.046340
2010	15,259	356,574	0.042793
2009	12,000	307,665	0.039003
2008	20,928	370,733	0.056450

2 Total of line 1, column (d)	2	0.232125
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	0.046425
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	377,692
5 Multiply line 4 by line 3	5	17,534
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120
7 Add lines 5 and 6	7	17,654
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	16,178

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	240	
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	240	
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	240	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	236	
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	236	
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	4	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	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 2013?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4,000	6,313	

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	371,930
b	Average of monthly cash balances	1b	11,514
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	383,444
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	383,444
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	377,692
6	Minimum investment return. Enter 5% of line 5	6	18,885

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	18,885
2a	Tax on investment income for 2013 from Part VI, line 5	2a	240
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	240
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,645
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,645
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	18,645

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	16,178
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	16,178
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,178

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				18,645
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,757	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 16,178				
a Applied to 2012, but not more than line 2a			1,757	
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 2013 distributable amount				14,421
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,224
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient 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 14,000
b Approved for future payment NONE				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount				
1	Program service revenue								
a									
b									
c									
d									
e									
f									
g	Fees and contracts from government agencies								
2	Membership dues and assessments								
3	Interest on savings and temporary cash investments								
4	Dividends and interest from securities			14		7,779			
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		9,264			
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			17,043		0	
13	Total. Add line 12, columns (b), (d), and (e)					13		17,043	

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

[illegible]

Form **990-PF** (2013)

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

Recipient(s) paid during the year

Name

ASSOCIATED SERVICES FOR THE BLIND

Street

919 WALNUT STREET

City

PHILADLEPHIA

State

PA

Zip Code

19107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

BESTWORK INDUSTRIES FOR THE BLIND

Street

1940 OLNEY AVE SUITE 200

City

CHERRY HILL

State

NJ

Zip Code

08003

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

CONCORDIA LEARNING CENTER AT ST JOSEPH'S SCH

Street

761 SUMMIT AVE

City

JERSEY CITY

State

NJ

Zip Code

07307

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

FREEDOM GUIDE DOGS FOR THE BLIND

Street

1210 HARDSCRABBLE ROAD

City

CASSVILLE

State

NY

Zip Code

13318

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

NJ ASSOCIATION FOR THE BLIND

Street

230 DIAMOND SPRING ROAD

City

DENVER

State

NJ

Zip Code

07834

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

THE SEEING EYE, INC

Street

PO BOX 375 WASHINGTON VALLEY RD

City

MORRISTOWN

State

NJ

Zip Code

07960

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

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

Recipient(s) paid during the year

Name

LEARNING ALLY, INC

Street

20 ROSZEL ROAD

City

PRINCETON

State

NJ

Zip Code

08540

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

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

Totals										Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses		140,843		131,578		9,264	
Short Term CG Distributions										Other sales		0		0		0	
Amount										4,057							
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	X	KALMAR GR VIVAL SM CAP F	483438208		12/28/2010		7/10/2013	414	382				0	52			
2	X	KEELEY SMALL CAP VAL FD C	487300808		2/14/2012		2/7/2013	4,512	3,650				0	862			
3	X	LAUDUS MONDRIAN INTL FHE	51855Q655		2/14/2012		2/7/2013	521	552				0	-31			
4	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		4/29/2013	1,717	1,613				0	104			
5	X	MFS VALUE FUND-CLASS I #8	552983694		5/25/2011		7/10/2013	2,684	2,127				0	537			
6	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012		7/10/2013	285	228				0	57			
7	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	1,504	1,357				0	147			
8	X	MFS VALUE FUND-CLASS I #8	552983694		2/14/2012		7/10/2013	546	434				0	112			
9	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		10/9/2013	3,342	3,179				0	163			
10	X	PIMCO TOTAL RET FD-INST #	693390700		11/19/2012		2/7/2013	21,373	22,156				0	-783			
11	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		2/7/2013	3,435	3,512				0	-77			
12	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		4/29/2013	2,552	2,574				0	-22			
13	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	1,923	2,062				0	-139			
14	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	1,385	1,480				0	-75			
15	X	PIMCO FOREIGN BD FY USD	693390882		8/26/2011		2/7/2013	863	850				0	13			
16	X	RIDGEMORTH SEIX HY BD-I #	766287645		5/23/2011		4/29/2013	2,181	2,005				0	178			
17	X	SPDR DJ WILSHIRE INTERNA	78463X863		7/12/2013		10/9/2013	1,744	1,506				0	238			
18	X	AQR MANAGED FUTURES ST	00203H859		8/26/2011		10/9/2013	3,591	3,719				0	-128			
19	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		4/29/2013	1,072	818				0	254			
20	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		7/10/2013	1,140	880				0	260			
21	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		10/9/2013	700	512				0	188			
22	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		10/9/2013	518	496				0	20			
23	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		10/9/2013	610	484				0	116			
24	X	CREDIT SUISSE COMM RET S	22544R305		8/28/2011		10/9/2013	3,411	4,371				0	-960			
25	X	DIAMOND HILL LONG-SHORT	25284S833		10/20/2011		2/7/2013	472	393				0	79			
26	X	DIAMOND HILL LONG-SHORT	25284S833		10/20/2011		7/10/2013	2,848	2,228				0	620			
27	X	DODGE & COX INT'L STOCK F	256206103		2/25/2008		4/29/2013	79	91				0	-12			
28	X	DODGE & COX INT'L STOCK F	256206103		7/7/2008		4/29/2013	368	390				0	-22			
29	X	DODGE & COX INT'L STOCK F	256206103		7/7/2008		7/10/2013	162	172				0	-10			
30	X	DODGE & COX INT'L STOCK F	256206103		8/25/2008		7/10/2013	314	321				0	-7			
31	X	DODGE & COX INT'L STOCK F	256206103		11/25/2009		7/10/2013	203	177				0	26			
32	X	DODGE & COX INT'L STOCK F	256206103		5/10/2012		7/10/2013	995	821				0	174			
33	X	DODGE & COX INT'L STOCK F	256206103		5/10/2012		10/9/2013	1,161	890				0	271			
34	X	DODGE & COX INCOME FD C	256210105		2/11/2013		4/29/2013	2,314	2,302				0	12			
35	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	3,922	4,050				0	-128			
36	X	DREYFUS EMG MKT DEBT LO	261980494		8/26/2011		2/7/2013	2,354	2,310				0	44			
37	X	DREYFUS EMG MKT DEBT LO	261980494		8/26/2011		10/10/2013	348	373				0	-24			
38	X	DREYFUS EMG MKT DEBT LO	261980494		8/10/2012		10/10/2013	5,083	5,240				0	-157			
39	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011		10/10/2013	211	215				0	-4			
40	X	JP MORGAN MID CAP VALUE	339128100		12/28/2010		7/10/2013	466	329				0	137			
41	X	GATEWAY FUND - Y #1986	367823884		8/10/2012		7/10/2013	9,366	9,156				0	210			
42	X	GATEWAY FUND - Y #1986	367823884		2/11/2013		7/10/2013	4,343	4,282				0	51			
43	X	HARBOR CAPITAL APRCTN	411511504		2/11/2013		4/29/2013	1,762	1,691				0	71			
44	X	HARBOR CAPITAL APRCTN	411511504		2/11/2013		7/10/2013	5,755	5,316				0	439			
45	X	HARBOR CAPITAL APRCTN	411511504		5/25/2011		7/10/2013	1,088	879				0	209			
46	X	HARBOR CAPITAL APRCTN	411511504		5/25/2011		10/9/2013	1,321	1,012				0	309			
47	X	HUSSMAN STRATEGIC GROW	448108100		10/20/2011		2/7/2013	5,334	6,459				0	-1,125			
48	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		2/7/2013	1,512	1,723				0	-211			
49	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		4/29/2013	1,283	1,125				0	158			
50	X	ISHARES CORE S & P 500 ETF	464287200		8/24/2011		7/10/2013	6,965	4,928				0	2,037			
51	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	5,309	4,672				0	637			
52	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/7/2013	4,901	4,577				0	324			
53	X	VANGUARD REIT VIPER	922908553		11/19/2012		2/7/2013	545	505				0	40			
54	X	VANGUARD REIT VIPER	922908553		12/28/2010		10/9/2013	2,662	3,053				0	-391			
55	X	VANGUARD REIT VIPER	922908553		12/28/2010		4/29/2013	1,338	972				0	366			

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 PREP FEES	600			600

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

		410	113	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	113	113		
2	PY EXCISE TAX DUE	61			
3	ESTIMATED EXCISE PAYMENTS	236			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		208,845		0		0		0	
		208,845		0		0		0	
		208,845		0		0		0	
		208,845		0		0		0	
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		208,845		0		0		0	
		208,845		0		0		0	
		208,845							

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			129,870	0	
2	ARTISAN INTERNATIONAL FUND 661		0	12,551	18,697
3	DODGE & COX INCOME FD COM 147		0	25,507	26,997
4	HARBOR CAPITAL APRCTION-INST 2012		0	18,550	28,097
5	MERGER FD SH BEN INT 260		0	11,107	11,209
6	PIMCO TOTAL RET FD-INST 35		0	25,899	26,628
7	PIMCO FOREIGN BD FD USD H-INST 103		0	7,340	7,663
8	T ROWE PRICE SHORT TERM BD FD 55		0	19,367	19,251
9	ARTISAN MID CAP FUND-INSTL 1333		0	12,212	15,185
10	FID ADV EMER MKTS INC- CL I 607		0	5,782	5,684
11	ISHARES S & P 500 INDEX FUND		0	5,323	7,612
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	8,601	7,551
13	EATON VANCE GLOBAL MACRO - I		0	3,723	3,634
14	DODGE & COX INT'L STOCK FD 1048		0	10,324	18,331
15	MFS VALUE FUND-CLASS I 893		0	12,363	18,546
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	13,448	13,176
17	IDRIEHAUS ACTIVE INCOME FUND		0	19,109	19,357
18	JP MORGAN MID CAP VALUE-I 758		0	6,898	10,300
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	11,652	11,580
20	VANGUARD REIT VIPER		0	11,294	13,170
21	VANGUARD EMERGING MARKETS ETF		0	13,697	12,712
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	11,860	12,865
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	12,061	13,390
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	6,002	8,030
25	RIDGEWORTH SEIX HY BD-I 5855		0	18,207	18,807
26	KALMAR GR W/ VAL SM CAP-INS #4		0	6,250	8,257
27	CREDIT SUISSE COMM RT ST-CO 2156		0	17,463	15,108
28	KEELEY SMALL CAP VAL FD CL I 2251		0	5,198	8,221

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

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

1	ROUNDING	1	13
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,225
3	Total	3	1,238

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	697
2	PY RETURN OF CAPITAL ADJUSTMENT	2	129
3	Total	3	826

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

Long Term CG Distributions															Amount
Short Term CG Distributions															4,057
															0
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F MV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	KALMAR GR WVAL SW CAP FD #2	483438206		2/1/2013	7/10/2013	414		0	352		52	0	0	52	
2	KEELEY SMALL CAP VAL FD CL I #2251	487300008		12/28/2010	2/7/2013	4,512		0	3,650	862	862	0	0	862	
3	LAUDUS MONTANIAN INTL FHNST #2946518550665	522833694		2/14/2012	2/7/2013	521		0	552	31	104	0	0	31	
4	MFS VALUE FUND-CLASS I #893	552833694		2/14/2012	4/29/2013	1,717		0	1,613	104	104	0	0	104	
5	MFS VALUE FUND-CLASS I #893	552833694		5/25/2011	7/10/2013	2,664		0	2,127	537	537	0	0	537	
6	MFS VALUE FUND-CLASS I #893	552833694		5/10/2012	7/10/2013	285		0	228	57	57	0	0	57	
7	MFS VALUE FUND-CLASS I #893	552833694		2/14/2012	7/10/2013	1,504		0	1,357	147	147	0	0	147	
8	MFS VALUE FUND-CLASS I #893	552833694		2/14/2012	7/10/2013	548		0	434	112	112	0	0	112	
9	OPPENHEIMER DEVELOPING MKT-Y #7	683574505		5/25/2011	10/9/2013	3,342		0	3,179	163	163	0	0	163	
10	PIMCO TOTAL RET FD-INST #35	663380700		11/19/2012	2/7/2013	21,373		0	22,156	-783		0	0	-783	
11	PIMCO TOTAL RET FD-INST #35	663380700		8/10/2012	2/7/2013	3,435		0	3,512	-77		0	0	-77	
12	PIMCO TOTAL RET FD-INST #35	663380700		8/10/2012	4/29/2013	2,552		0	2,574	-22		0	0	-22	
13	PIMCO TOTAL RET FD-INST #35	663380700		8/10/2012	7/10/2013	1,923		0	2,062	-139		0	0	-139	
14	PIMCO TOTAL RET FD-INST #35	663380700		5/10/2012	7/10/2013	1,385		0	1,460	-75		0	0	-75	
15	PIMCO FOREIGN BD FD USD H-INST #1	691330882		8/26/2011	2/7/2013	863		0	850	13		0	0	13	
16	RIDGEMONT SEIX HY BDI #5855	766287645		8/26/2011	2/7/2013	2,181		0	2,005	176		0	0	176	
17	SPDR DJ WIL SHIRE INTERNATIONAL R7164531863	523230111		5/23/2011	4/29/2013	1,744		0	1,506	238		0	0	238	
18	AGR MANAGED FUTURES STR #151302301459	523230111		7/12/2013	10/9/2013	3,591		0	3,719	-128		0	0	-128	
19	ARTISAN INTERNATIONAL FUND #661	043141204		8/26/2011	4/29/2013	1,072		0	618	254		0	0	254	
20	ARTISAN INTERNATIONAL FUND #661	043141204		8/26/2011	7/10/2013	1,140		0	860	260		0	0	260	
21	ARTISAN INTERNATIONAL FUND #661	043141204		8/26/2011	10/9/2013	700		0	512	188		0	0	188	
22	ARTISAN MID CAP FUNDS #1333	043141600		7/12/2013	10/9/2013	516		0	468	20		0	0	20	
23	ARTISAN MID CAP FUNDS #1333	043141600		4/10/2012	10/9/2013	610		0	484	116		0	0	116	
24	CREDIT SUISSE COMMI RET ST-I #2156	22544R305		8/26/2011	10/9/2013	3,411		0	4,371	-960		0	0	-960	
25	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		10/20/2011	7/10/2013	472		0	393	79		0	0	79	
26	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		10/20/2011	7/10/2013	2,848		0	2,228	620		0	0	620	
27	DODGE & COX INTL STOCK FD #1048	256208103		2/25/2008	4/29/2013	79		0	91	-12		0	0	-12	
28	DODGE & COX INTL STOCK FD #1048	256208103		7/17/2008	4/29/2013	368		0	350	-22		0	0	-22	
29	DODGE & COX INTL STOCK FD #1048	256208103		7/17/2008	7/10/2013	182		0	172	-10		0	0	-10	
30	DODGE & COX INTL STOCK FD #1048	256208103		8/29/2008	7/10/2013	314		0	321	-7		0	0	-7	
31	DODGE & COX INTL STOCK FD #1048	256208103		11/25/2009	7/10/2013	203		0	177	26		0	0	26	
32	DODGE & COX INTL STOCK FD #1048	256208103		5/10/2012	7/10/2013	955		0	821	174		0	0	174	
33	DODGE & COX INTL STOCK FD #1048	256208103		5/10/2012	10/9/2013	1,161		0	890	271		0	0	271	
34	DODGE & COX INCOME FD COM #147	256210105		2/1/2013	4/29/2013	2,314		0	2,302	12		0	0	12	
35	DODGE & COX INCOME FD COM #147	256210105		2/1/2013	7/10/2013	3,922		0	4,050	-128		0	0	-128	
36	DREYFUS EMG MKT DEBT LOC C-1 #608	261900494		8/26/2011	2/7/2013	2,354		0	2,310	44		0	0	44	
37	DREYFUS EMG MKT DEBT LOC C-1 #608	261900494		8/26/2011	10/9/2013	349		0	373	-24		0	0	-24	
38	DREYFUS EMG MKT DEBT LOC C-1 #608	261900494		8/10/2012	10/9/2013	5,083		0	5,240	-157		0	0	-157	
39	DREYFUS EMG MKT DEBT LOC C-1 #608	261900494		2/4/2011	10/9/2013	211		0	215	-4		0	0	-4	
40	JPMORGAN MID CAP VALUE #738	359128100		12/28/2010	7/10/2013	468		0	329	137		0	0	137	
41	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	9,366		0	9,156	210		0	0	210	
42	GATEWAY FUND - Y #1986	367829884		2/1/2013	7/10/2013	4,343		0	4,292	51		0	0	51	
43	HARBOR CAPITAL APRTION-INST #20	411511504		2/1/2013	4/29/2013	1,762		0	1,691	71		0	0	71	
44	HARBOR CAPITAL APRTION-INST #20	411511504		2/1/2013	7/10/2013	5,755		0	5,316	439		0	0	439	
45	HARBOR CAPITAL APRTION-INST #20	411511504		5/25/2011	7/10/2013	1,088		0	879	209		0	0	209	
46	HARBOR CAPITAL APRTION-INST #20	411511504		5/25/2011	10/9/2013	1,321		0	1,072	309		0	0	309	
47	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	2/7/2013	5,334		0	6,459	-1,125		0	0	-1,125	
48	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	1,512		0	1,723	-211		0	0	-211	
49	ISHARES CORE S & P 500 ETF	464287648		8/24/2011	4/29/2013	1,283		0	1,125	158		0	0	158	
50	ISHARES CORE S & P 500 ETF	464287648		11/19/2012	7/10/2013	6,865		0	4,928	2,037		0	0	2,037	
51	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	5,309		0	4,672	637		0	0	637	
52	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	4,901		0	4,577	324		0	0	324	
53	VANGUARD REIT VIPER	922042858		11/19/2012	2/7/2013	2,662		0	3,053	-391		0	0	-391	
54	VANGUARD REIT VIPER	922042858		12/28/2010	10/9/2013	1,338		0	972	366		0	0	366	
55	VANGUARD REIT VIPER	922042858		12/28/2010	4/29/2013	1,338		0	972	366		0	0	366	

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/7/2013	2	236
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	
7 Total		7	236

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	<u>1,757</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>1,757</u>

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

NJ does not require 990-PF if contributions are less than \$10,000