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 , and ending

Name of foundation: SWARTZLANDER R COMMUNITY HS T W

A Employer identification number: 23-1608256

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 | Room/suite

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 850,480

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	16,904	16,471		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	22,449			
	b	Gross sales price for all assets on line 6a 309,076				
	7	Capital gain net income (from Part IV, line 2)		22,449		
	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	39,353	38,920	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,409	10,807		3,602
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,149			1,149
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	241	241		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	705			705
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,504	11,048	0	5,456
	25	Contributions, gifts, grants paid	36,000			36,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	52,504	11,048	0	41,456
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-13,151			
	b	**Net investment income** (if negative, enter -0-)		27,872		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
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Form **990-PF** (2013)

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22

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	34,340	38,692	38,692
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	735,151	718,641	811,790
	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)	769,491	757,333	850,482
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	769,491	757,333	
	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)	769,491	757,333	
	31	**Total liabilities and net assets/fund balances** (see instructions)	769,491	757,333	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	769,491
2	Enter amount from Part I, line 27a	2	-13,151
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,586
4	Add lines 1, 2, and 3	4	758,926
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,593
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	757,333

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	22,449
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	37,252	797,348	0.046720
2011	18,716	805,175	0.023245
2010	33,388	795,537	0.041969
2009	3,508	456,925	0 007677
2008	2,000	46,085	0 043398

2	**Total** of line 1, column (d)	2	0 163009
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 032602
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	829,095
5	Multiply line 4 by line 3	5	27,030
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	279
7	Add lines 5 and 6	7	27,309
8	Enter qualifying distributions from Part XII, line 4	8	41,456

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	279
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	279
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	279
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 185		
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	185
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	94
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** ▶	Refunded ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ 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

		Line	Yes	No
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		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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 ▶ ☐				
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?	☐ Yes ☒ 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?	☐ Yes ☒ 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))? ☐ 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** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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** No: 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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem,	TRUSTEE 4 00	14,409		

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	808,457
b	Average of monthly cash balances	1b	33,264
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	841,721
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	841,721
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	12,626
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	829,095
6	**Minimum investment return.** Enter 5% of line 5	6	41,455

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	41,455
2a	Tax on investment income for 2013 from Part VI, line 5	2a	279		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	279
3	Distributable amount before adjustments Subtract line 2c from line 1			3	41,176
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	41,176
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	41,176

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	41,456
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	41,456
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	279
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	41,177

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				41,176
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			35,532	
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 ▶ $ 41,456				
a Applied to 2012, but not more than line 2a			35,532	
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				5,924
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				35,252
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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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

WELLS FARGO PHILANTHROPIC SERVICES 1-888-234-1999 GRANTADMINISTRATION@WELLSFARGO COM

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

APPLICATION MUST BE SUBMITTED THROUGH ONLINE GRANT APPLICATION FORM

c Any submission deadlines

SEPTEMBER 30,2014

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

ORGANIZATIONS MUST BE LOCATED IN DOYLESTOWN, PA AND MUST QUALIFY AS EXEMPT UNDER 501 (C)(3)

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	36,000
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

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	16,904	
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	22,449	
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		39,353	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 39,353

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

John S Lt SVP Wells Fargo Bank N A. | 4/9/2014 | SVP Wells Fargo Bank N A

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 ☒ if self-employed	PTIN
	JOSEPH J CASTRIANO		4/9/2014		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
BOY SCOUTS OF AMERICA	1485 VALLEY FORGE ROAD	WAYNE	PA	19087		NONE	PC	GENERAL SUPPORT GRANT	6,176
ALDIE FOUNDATION	2291 CABOT BOULEVARD WEST	LONGHORNE	PA	19047		NONE	PC	GENERAL SUPPORT GRANT	8,824
BUCKS COUNTY FREE LIBRARY	150 SOUTH PINE STREET	DOYLESTOWN	PA	18901		NONE	PC	GENERAL SUPPORT GRANT	15,000
CHILD, HOME & COMMUNITY	204 NORTH WEST STREET	DOYLESTOWN	PA	18901		NONE	PC	GENERAL SUPPORT GRANT	6,000

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	8,618		Capital Gains/Losses	309,076	286,627	22,449
Short Term CG Distributions			Other sales	0	0	0

	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	AQR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	7,891	8,172				0	-281
2	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		7/10/2013	2,018	1,577				0	441
3	X	ARTISAN INTERNATIONAL FU	04314H204			9/30/2010		7/10/2013	1,112	862				0	250
4	X	ARTISAN INTERNATIONAL FU	04314H204			9/30/2010		10/9/2013	1,037	761				0	276
5	X	ARTISAN INTERNATIONAL FU	04314H204			9/30/2010		11/4/2013	2,386	1,666				0	720
6	X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		10/9/2013	2,205	2,120				0	85
7	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	536	435				0	101
8	X	CREDIT SUISSE COMM RET S	22544R305			8/12/2011		10/9/2013	3,459	4,324				0	-865
9	X	CREDIT SUISSE COMM RET S	22544R305			9/30/2010		10/9/2013	4,161	4,929				0	-768
10	X	DIAMOND HILL LONG-SHORT	25264S833			9/30/2010		7/10/2013	6,408	4,795				0	1,613
11	X	DODGE & COX INT'L STOCK F	256206103			9/30/2010		11/4/2013	1,569	1,241				0	328
12	X	DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	11,657	12,039				0	-382
13	X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		2/7/2013	4,167	4,008				0	159
14	X	DREYFUS EMG MKT DEBT LO	261980494			9/30/2010		2/7/2013	929	889				0	40
15	X	DREYFUS EMG MKT DEBT LO	261980494			9/30/2010		10/10/2013	12,565	13,077				0	-512
16	X	JP MORGAN MID CAP VALUE-	339128100			2/11/2013		7/10/2013	1,765	1,592				0	173
17	X	JP MORGAN MID CAP VALUE-	339128100			2/11/2013		11/4/2013	55	47				0	8
18	X	JP MORGAN MID CAP VALUE-	339128100			8/12/2011		11/4/2013	903	561				0	342
19	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	20,549	20,088				0	461
20	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	8,686	8,584				0	102
21	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		7/10/2013	16,518	15,256				0	1,262
22	X	HARBOR CAPITAL APRCTION	411511504			8/10/2012		7/10/2013	445	384				0	61
23	X	HARBOR CAPITAL APRCTION	411511504			8/10/2012		10/9/2013	86	71				0	15
24	X	HARBOR CAPITAL APRCTION	411511504			9/30/2010		10/9/2013	3,012	1,958				0	1,054
25	X	HARBOR CAPITAL APRCTION	411511504			9/30/2010		11/4/2013	3,126	1,882				0	1,244
26	X	HUSSMAN STRATEGIC GROW	448108100			9/30/2010		2/7/2013	7,705	9,870				0	-2,165
27	X	HUSSMAN STRATEGIC GROW	448108100			11/22/2010		2/7/2013	845	1,046				0	-201
28	X	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/7/2013	2,970	3,400				0	-430
29	X	HUSSMAN STRATEGIC GROW	448108100			4/28/2011		2/7/2013	588	683				0	-95
30	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	2,920	3,326				0	-406
31	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	1,520	1,406				0	114
32	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		7/10/2013	9,287	7,875				0	1,412
33	X	ISHARES CORE S & P 500 ETF	464287200			9/30/2010		7/10/2013	7,462	5,176				0	2,286
34	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	11,435	10,062				0	1,373
35	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	10,414	9,727				0	687
36	X	KALMAR GR W/VAL SM CAP F	483438206			2/11/2013		11/4/2013	7,370	5,727				0	1,643
37	X	DODGE & COX INT'L STOCK F	256206103			9/30/2010		7/10/2013	3,422	3,086				0	336
38	X	DODGE & COX INT'L STOCK F	256206103			9/30/2010		10/9/2013	2,683	2,247				0	436
39	X	KEELEY SMALL CAP VAL FD (	487300808			8/12/2011		2/7/2013	4,699	3,401				0	1,298
40	X	KEELEY SMALL CAP VAL FD (	487300808			9/30/2010		2/7/2013	4,014	2,745				0	1,269
41	X	KEELEY SMALL CAP VAL FD (	487300808			9/30/2010		11/4/2013	977	553				0	424
42	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2012		2/7/2013	1,573	1,668				0	-95
43	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	1,870	1,501				0	369
44	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		7/10/2013	7,065	6,376				0	689
45	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		7/10/2013	4,453	3,540				0	913
46	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		11/4/2013	1,684	1,252				0	432
47	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	6,426	6,253				0	173
48	X	PIMCO TOTAL RET FD-INST #	693390700			11/19/2012		2/7/2013	44,435	46,064				0	-1,629
49	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	9,344	9,552				0	-208
50	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/10/2013	5,584	5,987				0	-403
51	X	PIMCO TOTAL RET FD-INST #	693390700			10/18/2010		7/10/2013	1,078	1,173				0	-95
52	X	PIMCO TOTAL RET FD-INST #	693390700			9/30/2010		7/10/2013	4,019	4,369				0	-350
53	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2011		2/7/2013	1,554	1,526				0	28
54	X	RIDGEWORTH SEIX HY BD-I #	76628T645			9/30/2010		2/7/2013	6,939	6,599				0	340
55	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		10/9/2013	5,980	6,420				0	-440
56	X	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	1,301	1,186				0	115
57	X	VANGUARD REIT VIPER	922908553			10/9/2013		11/4/2013	1,597	1,513				0	84

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,149	0	0	1,149
	Description				
1	TAX PREP FEES	1,149			1,149

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		241	241	0	0
	Description				
1	Foreign Tax Withheld	241	241		

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

		705	0	0	705
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Alternate Charitable Other Expense	705			705

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
			735,151	718,641	811,790
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	26,447	39,188
3	DODGE & COX INCOME FD COM 147		0	58,801	59,075
4	HARBOR CAPITAL APRCTION-INST 2012		0	33,941	58,289
5	MERGER FD SH BEN INT 260		0	24,495	24,628
6	PIMCO TOTAL RET FD-INST 35		0	59,896	58,284
7	PIMCO FOREIGN BD FD USD H-INST 103		0	16,447	16,325
8	T ROWE PRICE SHORT TERM BD FD 55		0	42,383	42,135
9	ARTISAN MID CAP FUND-INSTL 1333		0	26,667	33,232
10	FID ADV EMER MKTS INC- CL I 607		0	12,645	12,431
11	ISHARES S & P 500 INDEX FUND		0	10,236	16,523
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	18,310	16,581
13	EATON VANCE GLOBAL MACRO - I		0	8,181	7,986
14	DODGE & COX INT'L STOCK FD 1048		0	29,809	38,552
15	MFS VALUE FUND-CLASS I 893		0	27,920	39,044
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	29,923	28,792
17	DRIEHAUS ACTIVE INCOME FUND		0	41,834	42,376
18	JP MORGAN MID CAP VALUE-I 758		0	13,168	21,696
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	25,514	25,357
20	VANGUARD REIT VIPER		0	21,621	27,309
21	VANGUARD EMERGING MARKETS ETF		0	29,286	27,811
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	24,721	28,195
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	27,016	28,469
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	12,612	17,621
25	RIDGEWORTH SEIX HY BD-I 5855		0	40,914	41,165
26	KALMAR GR W/ VAL SM CAP-INS #4		0	8,388	11,082
27	CREDIT SUISSE COMM RT ST-CO 2156		0	38,350	33,070
28	KEELEY SMALL CAP VAL FD CL I 2251		0	9,116	16,574

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

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

1	Mutual Fund & CTF Income Additions	1	2,565
2	Federal Excise Tax Refund	2	21
3	Total	3	2,586

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

1	Cost Basis Adjustment	1	94
2	Mutual Fund & CTF Income Subtraction	2	1,200
3	PY Return of Capital Adjustment	3	299
4	Total	4	1,593

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

	Amount
Long Term CG Distributions	8,618
Short Term CG Distributions	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 M V 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
						300,458	0	0	286,627	13,831	0	0	0	13,831
1	AQR MANAGED FUTURES STR-I #1521	00203H859		7/12/2013	10/9/2013	7,891		0	8,172	-281	0	0	0	-281
2	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	7/10/2013	2,018		0	1,577	441	0	0	0	441
3	ARTISAN INTERNATIONAL FUND #661	04314H204		9/30/2010	7/10/2013	1,112		0	862	250	0	0	0	250
4	ARTISAN INTERNATIONAL FUND #661	04314H204		9/30/2010	10/9/2013	1,037		0	761	276	0	0	0	276
5	ARTISAN INTERNATIONAL FUND #661	04314H204		9/30/2010	11/4/2013	2,386		0	1,666	720	0	0	0	720
6	ARTISAN MID CAP FUND-INS #1333	04314H600		7/12/2013	10/9/2013	2,205		0	2,120	85	0	0	0	85
7	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	10/9/2013	536		0	435	101	0	0	0	101
8	CREDIT SUISSE COMM RET ST-I #2156	22544R305		8/12/2011	10/9/2013	3,459		0	4 324	-865	0	0	0	-865
9	CREDIT SUISSE COMM RET ST-I #2156	22544R305		9/30/2010	10/9/2013	4,161		0	4,929	-768	0	0	0	-768
10	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/30/2010	7/10/2013	6,408		0	4,795	1 613	0	0	0	1,613
11	DODGE & COX INT'L STOCK FD #1048	256206103		9/30/2010	11/4/2013	1,569		0	1,241	328	0	0	0	328
12	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2013	11 657		0	12 039	-382	0	0	0	-382
13	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/12/2011	2/7/2013	4 167		0	4 008	159	0	0	0	159
14	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		9/30/2010	2/7/2013	929		0	889	40	0	0	0	40
15	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		9/30/2010	10/10/2013	12 565		0	13 077	-512	0	0	0	-512
16	JP MORGAN MID CAP VALUE-I #758	339128100		2/11/2013	7/10/2013	1,765		0	1 592	173	0	0	0	173
17	JP MORGAN MID CAP VALUE-I #758	339128100		2/11/2013	11/4/2013	55		0	47	8	0	0	0	8
18	JP MORGAN MID CAP VALUE-I #758	339128100		8/12/2011	11/4/2013	903		0	561	342	0	0	0	342
19	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	20,549		0	20,088	461	0	0	0	461
20	GATEWAY FUND - Y #1986	367829884		2/11/2013	7/10/2013	8,686		0	8,584	102	0	0	0	102
21	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	7/10/2013	16,518		0	15 256	1,262	0	0	0	1,262
22	HARBOR CAPITAL APRCTION-INST #20	411511504		8/10/2012	7/10/2013	445		0	384	61	0	0	0	61
23	HARBOR CAPITAL APRCTION-INST #20	411511504		8/10/2012	10/9/2013	86		0	71	15	0	0	0	15
24	HARBOR CAPITAL APRCTION INST #20	411511504		9/30/2010	10/9/2013	3,012		0	1,958	1,054	0	0	0	1,054
25	HARBOR CAPITAL APRCTION-INST #20	411511504		9/30/2010	11/4/2013	3,126		0	1,882	1,244	0	0	0	1,244
26	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/30/2010	2/7/2013	7,705		0	9 870	2,165	0	0	0	-2,165
27	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/22/2010	2/7/2013	845		0	1 046	-201	0	0	0	-201
28	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/4/2011	2/7/2013	2,970		0	3 400	-430	0	0	0	-430
29	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/28/2011	2/7/2013	588		0	683	-95	0	0	0	-95
30	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	2,920		0	3 326	-406	0	0	0	-406
31	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	1,520		0	1,406	114	0	0	0	114
32	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	7/10/2013	9,287		0	7,875	1,412	0	0	0	1,412
33	ISHARES CORE S & P 500 ETF	464287200		9/30/2010	7/10/2013	7,462		0	5,176	2,286	0	0	0	2,286
34	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	11,435		0	10,062	1,373	0	0	0	1,373
35	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	10 414		0	9,727	687	0	0	0	687
36	KALMAR GR W/VAL SM CAP FD #2	483438206		2/11/2013	11/4/2013	7,370		0	5,727	1,643	0	0	0	1,643
37	DODGE & COX INT'L STOCK FD #1048	256206103		9/30/2010	7/10/2013	3,422		0	3 086	336	0	0	0	336
38	DODGE & COX INT'L STOCK FD #1048	256206103		9/30/2010	10/9/2013	2,683		0	2 247	436	0	0	0	436
39	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	2/7/2013	4,699		0	3,401	1,298	0	0	0	1,298
40	KEELEY SMALL CAP VAL FD CL I #2251	487300808		9/30/2010	2/7/2013	4,014		0	2,745	1,269	0	0	0	1,269
41	KEELEY SMALL CAP VAL FD CL I #2251	487300808		9/30/2010	11/4/2013	977		0	553	424	0	0	0	424
42	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/14/2012	2/7/2013	1,573		0	1,668	-95	0	0	0	-95
43	MFS VALUE FUND CLASS I #893	552983694		5/10/2012	7/10/2013	1,870		0	1,501	369	0	0	0	369
44	MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	7/10/2013	7,065		0	6,376	689	0	0	0	689
45	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	7/10/2013	4,453		0	3,540	913	0	0	0	913
46	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	11/4/2013	1,684		0	1,252	432	0	0	0	432
47	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	10/9/2013	6,426		0	6,253	173	0	0	0	173
48	PIMCO TOTAL RET FD-INST #35	693390700		11/19/2012	2/7/2013	44,435		0	46,064	-1,629	0	0	0	-1,629
49	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	2/7/2013	9,344		0	9,552	-208	0	0	0	-208
50	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	7/10/2013	5 584		0	5 987	-403	0	0	0	-403
51	PIMCO TOTAL RET FD-INST #35	693390700		10/18/2010	7/10/2013	1 078		0	1,173	-95	0	0	0	-95
52	PIMCO TOTAL RET FD-INST #35	693390700		9/30/2010	7/10/2013	4,019		0	4 369	-350	0	0	0	-350
53	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/12/2011	2/7/2013	1,554		0	1,526	28	0	0	0	28
54	RIDGEWORTH SEIX HY BD-I #5855	76628T645		9/30/2010	2/7/2013	6,939		0	6,599	340	0	0	0	340
55	VANGUARD FTSE EMERGING MARKETS	922042858		2/7/2013	10/9/2013	5,980		0	6 420	-440	0	0	0	-440
56	VANGUARD REIT VIPER	922908553		11/19/2012	2/7/2013	1,301		0	1 186	115	0	0	0	115
57	VANGUARD REIT VIPER	922908553		10/9/2013	11/4/2013	1,597		0	1,513	84	0	0	0	84

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										14,409	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	14,409		

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

		Date		Amount
1	Credit from prior year return		1	185
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	185

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	35,532
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	35,532