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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		45,314	38,328	38,328
	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)		1,082,928	1,087,021	1,235,261
	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)		1,128,242	1,125,349	1,273,589
	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 ► )		0	0	
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,128,242	1,125,349	
	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)		1,128,242	1,125,349	
	31 Total liabilities and net assets/fund balances (see instructions).		1,128,242	1,125,349	

**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	1,128,242
2 Enter amount from Part I, line 27a	2	-4,923
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	4,859
4 Add lines 1, 2, and 3	4	1,128,178
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,829
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,125,349

**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)
<b>1a</b> See Attached Statement					
<b>b</b> See Attached Statement					
<b>c</b> See Attached Statement					
<b>d</b> See Attached Statement					
<b>e</b> 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)		
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2</b> 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 }			<b>2</b>	26,744	
<b>3</b> 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			<b>3</b>	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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes  No

(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	21,435	1,105,078	0.019397
2011	47,259	1,124,628	0.042022
2010	43,656	1,048,234	0.041647
2009	47,185	922,574	0.051145
2008	61,903	1,122,792	0.055133
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.209344
<b>3</b> 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			<b>3</b> 0.041869
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 1,198,582
<b>5</b> Multiply line 4 by line 3			<b>5</b> 50,183
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 352
<b>7</b> Add lines 5 and 6			<b>7</b> 50,535
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 40,750

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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a \_\_\_\_\_ 517

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 \_\_\_\_\_ 517

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 \_\_\_\_\_ 188

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**

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?

Yes  No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1a  1b

*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*

1c

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

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

2

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

*If "Yes," attach a detailed description of the activities*

3

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*

4a  4b N/A

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

5

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

6

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

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*

8a  8b

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

PA

9

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*

10

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*

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

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

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<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)? 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? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
5b	N/A						
6b	X						
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 27101	TRUSTEE 4 00	17,796		

**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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
All other program-related investments See instructions		
<b>3</b>	<b>NONE</b>	
<b>Total.</b> Add lines 1 through 3 ►		

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	
a	Average monthly fair market value of securities	1a 1,182,100
b	Average of monthly cash balances	1b 34,735
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 1,216,835
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 1,216,835
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 18,253
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,198,582
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 59,929

**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 59,929
2a	Tax on investment income for 2013 from Part VI, line 5	2a 705
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 705
3	Distributable amount before adjustments Subtract line 2c from line 1	3 59,224
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 59,224
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 59,224

**Part XIII 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 40,750
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 40,750
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 40,750

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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>59,224</b>
<b>2</b> Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				<b>39,983</b>
b Total for prior years: 20____, 20____, 20____				
<b>3</b> 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		<b>0</b>		
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>40,750</u>				
a Applied to 2012, but not more than line 2a				<b>39,983</b>
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				<b>767</b>
e Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		<b>0</b>		
b Prior years' undistributed income. Subtract line 4b from line 2b		<b>0</b>		
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			<b>0</b>	
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				<b>58,457</b>
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> 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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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	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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 35,154
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 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	
<b>1</b>	<b>Program service revenue:</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate.</b>			<b>14</b>	<b>22,908</b>	
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			<b>18</b>	<b>26,744</b>	
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue:</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>		<b>0</b>			<b>0</b>
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>			<b>13</b>	<b>49,652</b>	<b>49,652</b>

(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	



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

INGLIS FOUNDATION ATTN MEREDITH QUIRIN

**Street**

2600 BELMONT AVE

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19131	
Relationship	<b>Foundation Status</b>		
NONE	PC		

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,788

**Name**

TABOR SERVICES ATTN. BETH MONTANARI

**Street**

601 NEW BRITAIN RD

City	State	Zip Code	Foreign Country
DOYLESTOWN	PA	18901	
Relationship	<b>Foundation Status</b>		
NONE	PC		

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,788

**Name**

SILVER SPRINGS M LUTHER SCHOOL ORPHAN'S HM &amp; ASLM/D CORBETT CFO

**Street**

512 WEST TOWNSHIP LINE ROAD

City	State	Zip Code	Foreign Country
PLYMOUTH MEETING	PA	19462-1099	
Relationship	<b>Foundation Status</b>		
NONE	PC		

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

4,395

**Name**

GERMANTOWN HOME, INC ATTN DON LEVESQUE

**Street**

6950 GERMANTOWN AVENUE

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19119	
Relationship	<b>Foundation Status</b>		
NONE	PC		

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

4,395

**Name**

ALBERT EINSTEIN MEDICAL CENTER

**Street**

5501 OLD YORKE RD

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19141	
Relationship	<b>Foundation Status</b>		
NONE	PC		

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,788

**Name****Street**

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

**Purpose of grant/contribution****Amount**

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

Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Cost, Other Basis and Expenses		Net Gain or Loss	
								Other sales		462,569		435,825		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales	Prcs	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Depreciation	Net Gain or Loss	26,744
1 X AGR MANAGED FUTUREES ST	00209HSB9	04314H204	4/21/2011	10/09/2013	-	10,695	-	-	-	11,076	-	-	-	-	-	-281	
2 X ARTISAN INTERNATIONAL FUND	04314H204	04314H204	4/21/2011	2/7/2013	-	3,953	-	-	-	3,703	-	-	-	-	-	250	
3 X ARTISAN INTERNATIONAL FUND	04314H204	04314H204	4/21/2011	4/10/2013	-	4,164	-	-	-	3,727	-	-	-	-	-	437	
4 X ARTISAN MID CAP FUND-INS	04314H600	-	4/10/2012	7/10/2013	-	4,385	-	-	-	3,811	-	-	-	-	-	574	
5 X ARTISAN MID CAP FUND-INS	04314H600	-	4/10/2012	10/09/2013	-	3,985	-	-	-	3,216	-	-	-	-	-	749	
6 X CREDIT SUISSE COMM RET-INS	22844Z305	-	4/21/2011	-	-	10,614	-	-	-	14,660	-	-	-	-	-	-4,046	
7 X DIAMOND HILL LONG-SHORT	256264S83	-	4/21/2011	2/7/2013	-	2,007	-	-	-	1,799	-	-	-	-	-	289	
8 X DIAMOND HILL LONG-SHORT	256264S83	-	4/21/2011	7/10/2013	-	26,908	-	-	-	21,909	-	-	-	-	-	4,899	
9 X DODGE & COX INT'L STOCK F	256264S83	-	4/21/2011	8/15/2007	-	3,875	-	-	-	4,855	-	-	-	-	-	-875	
10 X DODGE & COX INT'L STOCK F	256264S83	-	4/21/2011	7/15/2008	-	2,191	-	-	-	2,084	-	-	-	-	-	457	
11 X DODGE & COX INT'L STOCK F	256264S83	-	4/21/2011	2/15/2008	-	1,417	-	-	-	1,573	-	-	-	-	-	-156	
12 X DODGE & COX INT'L STOCK F	256264S83	-	4/21/2011	10/09/2013	-	4,125	-	-	-	4,232	-	-	-	-	-	-127	
13 X DODGE & COX INCOME FD-C	256210105	-	2/11/2013	7/10/2013	-	11,416	-	-	-	11,750	-	-	-	-	-	-374	
14 X DODGE & COX INCOME FD-C	256210105	-	4/21/2011	2/7/2013	-	2,042	-	-	-	2,000	-	-	-	-	-	42	
15 X DREYFUS EMG MKT DEBT LO	261980494	-	8/12/2011	2/7/2013	-	8,414	-	-	-	8,033	-	-	-	-	-	321	
16 X DREYFUS EMG MKT DEBT LO	261980494	-	8/12/2011	10/10/2013	-	9,162	-	-	-	9,533	-	-	-	-	-	-431	
17 X DREYFUS EMG MKT DEBT LO	261980494	-	8/12/2011	10/10/2013	-	5,489	-	-	-	5,638	-	-	-	-	-	-169	
18 X DREYFUS EMG MKT DEBT LO	261980494	-	8/12/2011	12/10/2013	-	3,186	-	-	-	3,215	-	-	-	-	-	-28	
19 X JP MORGAN MID CAP VALUE	339128100	-	2/11/2013	7/10/2013	-	3,139	-	-	-	2,850	-	-	-	-	-	309	
20 X JP MORGAN MID CAP VALUE	339128100	-	12/17/2010	4/22/2012	-	4,222	-	-	-	4,200	-	-	-	-	-	444	
21 X GATEWAY FUND - Y #1888	367828884	-	8/10/2012	7/10/2013	-	28,657	-	-	-	28,013	-	-	-	-	-	644	
22 X GATEWAY FUND - Y #1886	367828884	-	2/11/2013	7/10/2013	-	19,530	-	-	-	19,300	-	-	-	-	-	230	
23 X HARBOR CAPITAL APRICITION	411511504	-	7/10/2013	21/11/2013	-	3,738	-	-	-	19,653	-	-	-	-	-	1,920	
24 X HARBOR CAPITAL APRICITION	411511504	-	4/21/2011	7/10/2013	-	3,357	-	-	-	3,038	-	-	-	-	-	681	
25 X HARBOR CAPITAL APRICITION	411511504	-	4/21/2011	10/09/2013	-	1,621	-	-	-	2,605	-	-	-	-	-	752	
26 X HUSSMANS CORE STRATEGIC GROWTH	484287100	-	4/21/2011	2/7/2013	-	26,213	-	-	-	30,611	-	-	-	-	-	-4,398	
27 X ISHARES CORE S & P 500 EFT	484287200	-	4/21/2011	2/7/2013	-	2,887	-	-	-	2,550	-	-	-	-	-	337	
28 X ISHARES CORE S & P 500 EFT	484287200	-	4/21/2011	11/19/2012	-	24,543	-	-	-	19,863	-	-	-	-	-	4,680	
29 X ISHARES RUSSELL 2000 GRO	484287648	-	4/21/2011	2/7/2013	-	17,776	-	-	-	20,216	-	-	-	-	-	-2,528	
30 X ISHARES RUSSELL 2000 GRO	484287648	-	4/21/2011	12/19/2012	-	18,785	-	-	-	17,546	-	-	-	-	-	1,240	
31 X KEELEY SMALL CAP VAL FD-C	487300808	-	12/17/2010	2/7/2013	-	13,257	-	-	-	10,616	-	-	-	-	-	2,641	
32 X LAUDIS MONDRAND INT'L FUND	518550655	-	4/21/2011	2/7/2013	-	1,662	-	-	-	1,886	-	-	-	-	-	-164	
33 X MFS VALUE FUND-CLASS #46	552983694	-	2/11/2013	7/10/2013	-	8,914	-	-	-	6,240	-	-	-	-	-	674	
34 X MFS VALUE FUND-CLASS #5	552983694	-	4/21/2011	5/2/2013	-	12,987	-	-	-	10,444	-	-	-	-	-	2,543	
35 X MERGED FD-INST #	5895059108	-	4/21/2011	7/10/2013	-	12,289	-	-	-	12,449	-	-	-	-	-	-200	
36 X OPENFIMMER DEVELOPING	6833974505	-	4/21/2011	10/09/2013	-	11,128	-	-	-	11,183	-	-	-	-	-	-1,532	
37 X PIMCO TOTAL RET-FD-INST #	693390700	-	1/27/2012	2/7/2013	-	45,112	-	-	-	46,644	-	-	-	-	-	-273	
38 X PIMCO TOTAL RET-FD-INST #	693390700	-	9/10/2012	2/7/2013	-	12,237	-	-	-	12,510	-	-	-	-	-	-369	
39 X PIMCO TOTAL RET-FD-INST #	693390700	-	5/10/2012	7/10/2013	-	6,761	-	-	-	7,150	-	-	-	-	-	-875	
40 X PIMCO TOTAL RET-FD-INST #	693390700	-	10/31/2008	7/10/2013	-	2,024	-	-	-	2,170	-	-	-	-	-	-146	
41 X PIMCO TOTAL RET-FD-INST #	693390700	-	8/12/2011	7/10/2013	-	4,191	-	-	-	3,933	-	-	-	-	-	208	
42 X PIMCO FOREIGN BD-USD	693390882	-	8/12/2011	7/10/2013	-	2,092	-	-	-	2,046	-	-	-	-	-	36	
43 X PIMCO FOREIGN BD-USD	693390882	-	8/12/2011	7/10/2013	-	1,593	-	-	-	1,601	-	-	-	-	-	-8	
44 X RIDGEWORTH SEIX HY BD-#	7682281645	-	4/21/2011	2/7/2013	-	9,711	-	-	-	9,663	-	-	-	-	-	48	
45 X VANGUARD FSE EMERGING	922028288	-	12/19/2010	1/27/2013	-	3,686	-	-	-	4,561	-	-	-	-	-	-848	
46 X VANGUARD FSE EMERGING	922028288	-	11/19/2012	2/7/2013	-	1,438	-	-	-	1,502	-	-	-	-	-	127	
47 X VANGUARD RET VPER	922090853	-	11/19/2012	2/7/2013	-	808	-	-	-	808	-	-	-	-	-	0	
48 X VANGUARD FSE EMERGING	922090853	-	8/10/2012	10/09/2013	-	-	-	-	-	-	-	-	-	-	-	0	
Amount		14,518														Net Gain or Loss	

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

	1,148	0	0	1,148
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,148			1,148

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

		477	477	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	477	477		

**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			0	0	0	1,235,261
2	ARTISAN INTERNATIONAL FUND 661		58,802	58,802	76,245	
3	DODGE & COX INCOME FD COM 147		47,674	47,674	48,500	
4	HARBOR CAPITAL APRCTN-INST 2012		71,576	71,576	102,811	
5	MERGER FD SH BEN INT 260		0	23,896	23,980	
6	PIMCO TOTAL RETFD-INST 35		0	46,080	47,852	
7	PIMCO FOREIGN BD FD USD H-INST 103		0	6,001	5,956	
8	TROWNE PRICE SHORT TERM BD FD 55		0	27,445	27,322	
9	ARTISAN MID CAP FUND-INSTL 1333		0	42,361	52,626	
10	FID ADV EMER MKTS INC- CL 1607		0	18,630	18,315	
11	ISHARES S & P 500 INDEX FUND		0	22,978	30,818	
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	8,454	7,392	
13	DODGE & COX INT'L STOCK FD 1048		0	51,083	72,266	
14	MFS VALUE FUND-CLASS 1893		0	48,978	67,363	
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	43,432	42,419	
16	DRIEHAUS ACTIVE INCOME FUND		0	37,302	37,466	
17	JP MORGAN MID CAP VALUE-I 758		0	24,229	36,823	
18	ASG GLOBAL ALTERNATIVES-Y 1993		0	50,127	49,818	
19	VANGUARD REIT VIPER		0	40,225	48,420	
20	AQR MANAGED FUTURES STRI		0	12,769	13,283	
21	VANGUARD EMERGING MARKETS ETF		0	66,201	63,356	
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	59,524	64,212	
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	47,676	48,698	
24	ROBECO BP LNG/SHRT RES-INS		0	35,771	38,781	
25	DIAMOND HILL LONG-SHORT FD CLI 11		0	19,948	25,704	
26	CREDIT SUISSE COMM RT ST-CO 2156		0	61,685	48,730	
27	KEELEY SMALL CAP VAL FD CLI 2251		0	22,736	36,612	
28	RIDGEWORTH SEIX HY BD-I 5855		0	62,043	60,659	
29	KALMAR GR W/ VAL SM CAP-INS #4		0	29,395	38,834	

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,958
2	FEDERAL EXCISE TAX REFUND	2	901
3	Total . . . . .	3	4,859

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

1	COST BASIS ADJUSTMENT	1	486
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,857
3	PY RETURN OF CAPITAL ADJUSTMENT	3	486
4	Total . . . . .	4	2,829

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

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

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

	Date	Amount
1 Credit from prior year return . . . . .	1	517
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	_____
<b>7 Total . . . . .</b>	<b>7</b>	<b>517</b>

**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	39,983
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	39,983