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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LONGSTRETH L FBO ET AL 4947 TUW			A Employer identification number 23-6211834		
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		
City or town Winston Salem			State NC		
ZIP code 27101-3818					
Foreign country name Foreign province/state/county Foreign postal code					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,416,265		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I: Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))					
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,549,628 7 Capital gain net income (from Part IV, line 2) 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	67,673 65,919	179,215 179,215	246,888 245,134	0 0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23	40,666 30,500	1,576 1,576	7,629 965	11,742 11,742
	25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25	138,330 138,330	188,201 188,201	31,465 31,465	0 0
	27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	58,687 58,687	213,669 213,669	0 0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	48,472	131,808	131,808
	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)	2,901,963	2,887,864	3,284,455	
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)	2,950,435	3,019,672	3,416,263	
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 ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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	2,950,435	3,019,672	
	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)	2,950,435	3,019,672	
	31 Total liabilities and net assets/fund balances (see instructions)	2,950,435	3,019,672	

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	2,950,435
2 Enter amount from Part I, line 27a	2	58,687
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	17,321
4 Add lines 1, 2, and 3	4	3,026,443
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	6,771
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,019,672

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	179,215
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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	155,344	3,151,223	0.049296
2011	146,255	3,183,752	0.045938
2010	134,602	2,950,036	0.045627
2009	123,666	2,564,834	0.048216
2008	150,363	3,089,801	0.048664
2			0.237741
3			0.047548
4			3,300,477
5			156,931
6			2,137
7			159,068
8			150,072

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	4,273
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	4,273
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	4,273
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,786
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	3,786
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	487
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 ►	11	0
	Refunded ►		

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?	1a	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
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	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A 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		☒
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	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"/>	5b N/A					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No				
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>							
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	6b X					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b N/A					

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A, Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE 4 00	40,666		
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
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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				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	3,210,582
b	Average of monthly cash balances	1b	140,156
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,350,738
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	3,350,738
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,261
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,300,477
6	Minimum investment return. Enter 5% of line 5	6	165,024

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	165,024
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,273
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,273
3	Distributable amount before adjustments Subtract line 2c from line 1	3	160,751
4	Recoveries of amounts treated as qualifying distributions	4	5,800
5	Add lines 3 and 4	5	166,551
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	166,551

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	150,072
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	150,072
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,072

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				166,551
2 Undistributed income, if any, as of the end of 2013			144,107	
a Enter amount for 2012 only				
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 ► \$ 150,072			144,107	
a Applied to 2012, but not more than line 2a				
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				5,965
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				160,586
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				<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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	138,330
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)			
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1	Program service revenue						
a							
b							
c							
d							
e							
f							
g	Fees and contracts from government agencies						
2	Membership dues and assessments						
3	Interest on savings and temporary cash investments						
4	Dividends and interest from securities						
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						
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	0	246,888	
13	Total	Add line 12, columns (b), (d), and (e)		13	13	246,888	

(See worksheet in line 13 instructions to verify calculations)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

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

Sign
Here

correct, and complete Declaration of preparer (other

4/9/2014

► SVP Wells Fargo Bank N A

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

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> 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

CHILDRENS HOSPITAL OF PHILADELPHIA

Street

3401 CIVIC CENTER BLVD

City PHILADELPHIA	State PA	Zip Code 19104	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 26,506
---	-------------------------

Name

INGLIS HOUSE

Street

2600 BELMONT AVENUE

City PHILADELPHIA	State PA	Zip Code 19131	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 26,506
---	-------------------------

Name

EASTER SEALS OF SOUTHEASTERN PA

Street

3975 CONSHOHOCKEN AVENUE

City PHILADELPHIA	State PA	Zip Code 19131	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 26,506
---	-------------------------

Name

CHAPIN MEMORIAL HOME FOR THE AGED

Street

620 LIBERTY AVENUE, 77TH FLOOR

City PITTSBURGH	State PA	Zip Code 15222	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 32,306
---	-------------------------

Name

NORTHERN HOME FOR CHILDREN

Street

5301 RIDGE AVENUE

City PHILADELPHIA	State PA	Zip Code 19128	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 26,506
---	-------------------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
---------------------	--------------------------

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

Long Term CG Distributions		Amount		Short Term CG Distributions			
		34,648					
Check "X" to include in Part IV		Description		CUSIP #			
1	X	ARTISAN INTERNATIONAL FU	04314H204				
2	X	ARTISAN MID CAP FUND-INS	04314H204				
3	X	ARTISAN MID CAP FUND-INS	04314H600				
4	X	ARTISAN MID CAP FUND-INS	04314H600				
5	X	CREDIT SUISSE COMM RET'S	22544R305				
6	X	CREDIT SUISSE COMM RET'S	22544R305				
7	X	DIAMOND HILL LONG-SHORT	225264SB33				
8	X	DIAMOND HILL LONG-SHORT	225264SB33				
9	X	DODGE & COX INT'L STOCK-F	256226103				
10	X	DODGE & COX INT'L STOCK-F	256226103				
11	X	DODGE & COX INT'L STOCK-F	256226103				
12	X	AQR MANAGED FUTURES ST	00203H859				
13	X	ARTISAN INTERNATIONAL FU	04314H204				
14	X	DODGE & COX INT'L STOCK-F	256226103				
15	X	DODGE & COX INCOME FDC	256226105				
16	X	DREYFUS EMG MKT DEBT LO	261980949				
17	X	DREYFUS EMG MKT DEBT LO	261980949				
18	X	JP MORGAN MID CAP VALUE	339128100				
19	X	JP MORGAN MID CAP VALUE	339128100				
20	X	GOLDEN SMALL CAP CORE F	34984TB57				
21	X	GATEWAY FUND # Y#1986	367829884				
22	X	HARBOR INTERNATIONAL FDN	411511504				
23	X	HARBOR CAPITAL APRCTN	411511504				
24	X	HARBOR CAPITAL APRCTN	411511504				
25	X	HARBOR CAPITAL APRCTN	411511504				
26	X	HARBOR CAPITAL APRCTN	411511504				
27	X	HUSSMAN STRATEGIC GROW	448108100				
28	X	HUSSMAN STRATEGIC GROW	448108100				
29	X	HUSSMAN STRATEGIC GROW	448108100				
30	X	ING INTERNATIONAL REAL E	46428T518				
31	X	SHARES CORE S & P 500 ETHE	46428T200				
32	X	SHARES CORE S & P 500 ETHE	46428T200				
33	X	SHARES CORE S & P 500 ETHE	46428T200				
34	X	SHARES TR Russell Midcap	46428T200				
35	X	ISHARES TR Russell Midcap	46428T499				
36	X	KALMAR GR/W VAI SM CAR	483438305				
37	X	KEELEY SMALL CAP VAL FD	487309008				
38	X	KEELEY SMALL CAP VAL FD	487309008				
39	X	KEELEY SMALL CAP VAL FD	487309008				
40	X	LAUDUS MONDRAN INT'L	51855Q655				
41	X	MFS VALUE FUND-CLASS: #8	5622883694				
42	X	MFS VALUE FUND-CLASS: #8	5622883694				
43	X	MFS VALUE FUND-CLASS: #9	5622883694				
44	X	MAINSTAY EP US EQ YLD IS	560653J302				
45	X	MAINSTAY EP US EQ YLD IS	560653J302				
46	X	MAINSTAY EP US EQ YLD IS	560653J302				
47	X	OPPENHEIMER RETURN FUND	603394505				
48	X	PIMCO TOTAL RET FD-INST #	603394505				
49	X	PIMCO TOTAL RET FD-INST #	603394505				
50	X	PIMCO FOREIGN BD US	603394506				
51	X	PIMCO RETURN FUND-1	603394104				
52	X	PIMCO RETURN FUND-1	603394104				
53	X	PIMCO REAL RETURN FUND	603394104				
54	X	PIMCO REAL RETURN FUND	603394104				
55	X	SHARES RUSSELL 2000 GRO	46428T7648				
56	X	JPMORGAN INTRADAY VAL	4611242006				
57	X	PIMCO EMERG MKTS BD-INS	603394559				
58	X	PIMCO EMERG MKTS BD-INS	603394559				
59	X	PIMCO EMERG MKTS BD-INS	603394559				
60	X	PIMCO EMERG MKTS BD-INS	603394559				
61	X	PIMCO EMERG MKTS BD-INS	603394559				
62	X	PIMCO EMERG MKTS BD-INS	603394559				
63	X	PIMCO EMERG MKTS BD-INS	603394559				
64	X	PIMCO EMERG MKTS BD-INS	603394559				
65	X	PIMCO COMMODITY REAL RE	72399B406				
66	X	PIMCO COMMODITY REAL RE	72399B5667				
67	X	PIMCO HIGH YIELD FUNDS	72399B5667				
68	X	PIMCO HIGH YIELD FUNDS	72399B5667				
Capital Gains/Losses		0		1,549,628		Cost, Other Basis and Expenses	
Other sales		0		1,370,413		Net Gain or Loss	
Tots		Gross Sales		1,549,628		Net Gain or Loss	
				0		179,215	
				0		0	

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

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

		1,576	0	0	1,576
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,576			1,576

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

		7,629	965	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	965	965		
2	PY EXCISE TAXES PAID	2,878			
3	ESTIMATED EXCISE TAXES PAID	3,786			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV
1			0	0	3,284,455
2	ARTISAN INTERNATIONAL FUND 661		111,394	156,738	
3	DODGE & COX INCOME FD COM 147		239,768	238,046	
4	HARBOR CAPITAL APRCTION-INST 2012		0	100,977	235,862
5	MERGER FD SH BEN INT 260		0	97,762	98,868
6	PIMCO TOTAL RET FD-INST 35		0	235,375	234,843
7	PIMCO FOREIGN BD FD USD H-INST 103		0	67,060	65,562
8	T ROWE PRICE SHORT TERM BD FD 55		0	170,744	169,787
9	ARTISAN MID CAP FUND-INSTL 1333		0	105,752	133,932
10	FID ADV EMER MKTS INC- CL1 607		0	50,933	50,070
11	ISHARES S & P 500 INDEX FUND		0	51,240	66,648
12	LAUDUS MONDRIAN INTL F-INST 2940		0	71,959	66,556
13	EATON VANCE GLOBAL MACRO - I		0	32,830	32,047
14	DODGE & COX INT'L STOCK FD 1048		0	107,770	154,372
15	MFS VALUE FUND-CLASS I 893		0	113,876	153,581
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	117,079	116,010
17	DRIEHAUS ACTIVE INCOME FUND		0	170,149	170,732
18	JP MORGAN MID CAP VALUE-I 758		0	64,379	85,823
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	98,489	97,890
20	VANGUARD REIT VIPER		0	113,769	115,885
21	VANGUARD EMERGING MARKETS ETF		0	113,018	112,065
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	97,843	113,591
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	101,274	114,660
24	DIAMOND HILL LONG-SHORT FD CL1 11		0	56,610	70,781
25	RIDGEWORTH SEIX HY BD-I 5855		0	164,406	165,877
26	KALMAR GR W/ VAL SM CAP-INS #4		0	49,001	65,582
27	CREDIT SUISSE COMM RT ST-CO 2156		0	143,443	133,252
28	KEELEY SMALL CAP VAL FD CL1 2251		0	40,964	65,395

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

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

1 COST BASIS ADJUSTMENT	1	405
2 MUTUAL FUND & CTF INCOME ADDITIONS	2	11,116
3 RETURN OF PRIOR YEAR GRANTS	3	5,800
4 Total	4	17,321

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

1 MUTUAL FUND & CTF INCOME SUBTRACTION	1	5,909
2 PY RETURN OF CAPITAL ADJUSTMENT	2	862
3 Total	3	6,771

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

Long Term CG Distributions											Short Term CG Distributions											Amount												
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						
1 ARTISAN INTERNATIONAL FUND #661	0431411204					3/30/2012	12/24/2013	14,495		9,187		1,376		11,175		11,267		3,155		0		0		0		0		0		144,587				
2 ARTISAN INTERNATIONAL FUND #661	0431411204					3/30/2012	7/12/2013	14,495		9,187		1,376		11,175		8,840		357		0		0		0		0		0		158				
3 ARTISAN HIGH CAP FUND-INT'L #1333	0431411600					4/23/2012	10/9/2013	13,76		13,76		0		11,175		2,172		24		0		0		0		0		0		357				
4 ARTISAN HIGH CAP FUND-INT'L #1333	0431411600					1/31/2013	10/9/2013	19,333		19,333		0		11,175		12,25		1,193		0		0		0		0		0		243				
5 CREDIT SUISSE COMM RETT ST #171156	2554523055					3/30/2012	10/9/2013	10,612		10,612		0		11,175		12,101		210		0		0		0		0		0		1,393				
6 CREDIT SUISSE COMM RETR ST #171156	2554523055					3/30/2012	7/10/2013	10,612		10,612		0		11,175		12,101		210		0		0		0		0		0		2,710				
7 DIAMOND HILL LONG SHORT-TERM CL # 222438333	222438333					1/31/2013	7/10/2013	3,194		3,194		0		2,984		230		0		0		0		0		0		0		0		230		
8 DIAMOND HILL LONG SHORT-TERM CL # 222438333	222438333					3/30/2012	7/10/2013	3,194		3,194		0		2,984		230		0		0		0		0		0		0		0		230		
9 DODGE & COX INT'L STOCK FD #10464	256205103					3/30/2012	7/10/2013	11,644		11,644		0		10,316		1,328		0		0		0		0		0		0		0		328		
10 DODGE & COX INT'L STOCK FD #10464	256205103					3/30/2012	7/10/2013	10,233		10,233		0		8,471		1,822		0		0		0		0		0		0		0		328		
11 DODGE & COX INT'L STOCK FD #10464	256205103					3/30/2012	10/9/2013	31,703		31,703		0		32,832		1,129		0		0		0		0		0		0		0		129		
12 DODGE & COX INT'L STOCK FD #10464	256205103					3/30/2012	12/29/2013	12,620		12,620		0		11,175		1,445		0		0		0		0		0		0		0		1445		
13 ARTISAN INTERNATIONAL FUND #661	0431411204					3/30/2012	12/24/2013	5,152		5,152		0		3,800		1,352		0		0		0		0		0		0		0		1456		
14 DODGE & COX INT'L STOCK FD #10464	256205103					3/30/2012	7/10/2013	45,619		45,619		0		47,10		1,465		0		0		0		0		0		0		0		1456		
15 DODGE & COX INCOME FD COMM #47	256205103					1/31/2013	7/10/2013	10,337		10,337		0		13,868		1,441		0		0		0		0		0		0		0		1456		
16 DREYFUS ENG MKT DEBT LOC C #1505	26190494					1/31/2013	7/10/2013	38,486		38,486		0		32,832		3,462		0		0		0		0		0		0		0		452		
17 DREYFUS ENG MKT DEBT LOC C #1505	26190494					3/30/2012	10/10/2013	11,545		11,545		0		11,658		113		0		0		0		0		0		0		0		113		
18 JP MORGAN MID CAP VALUE #758	339128100					3/30/2012	7/10/2013	7,628		7,628		0		6,043		1,585		0		0		0		0		0		0		0		1,585		
19 JP MORGAN MID CAP VALUE #758	339128100					3/30/2012	12/24/2013	5,152		5,152		0		3,800		1,352		0		0		0		0		0		0		0		1,352		
20 GOLDEN SMALL CAP CORE FUND	114781857					1/31/2013	7/10/2013	25,755		25,755		0		16,127		9,668		0		0		0		0		0		0		0		9,668		
21 GATEWAY FUND #74986	114781857					1/31/2013	7/10/2013	11,345		11,345		0		15,504		1,841		0		0		0		0		0		0		0		1,841		
22 HARBOR INTERNATIONAL FD INST #2011	129012006					6/11/2012	7/10/2013	10,291		10,291		0		12,908		2,619		0		0		0		0		0		0		0		1441		
23 HARBOR CAPITAL APRTN INST #450	129012006					1/31/2013	7/10/2013	10,291		10,291		0		12,908		2,619		0		0		0		0		0		0		0		1441		
24 HARBOR CAPITAL APRTN INST #450	129012006					1/31/2013	7/10/2013	11,152		11,152		0		12,908		1,745		0		0		0		0		0		0		0		1441		
25 HARBOR CAPITAL APRTN INST #450	129012006					1/31/2013	7/10/2013	11,152		11,152		0		12,908		1,745		0		0		0		0		0		0		0		1441		
26 HARBOR CAPITAL APRTN INST #450	129012006					1/31/2013	7/10/2013	11,152		11,152		0		12,908		1,745		0		0		0		0		0		0		0		1441		
27 HUSSMAN STRATEGIC GROWTH FUND	448108100					3/28/2012	7/29/2013	31,706		31,706		0		32,959		307		0		0		0		0		0		0		0		172		
28 HUSSMAN STRATEGIC GROWTH FUND	448108100					11/28/2012	7/29/2013	33,251		33,251		0		21,509		1,740		0		0		0		0		0		0		0		820		
29 KALMAR GLOBAL SM CAP CAPS #44	481908100					3/30/2012	7/29/2013	29,019		29,019		0		32,959		2,248		0		0		0		0		0		0		0		248		
30 KING INTERNATIONAL REAL ESTATE #2584	449800518					9/28/2012	7/29/2013	12,233		12,233		0		12,856		621		0		0		0		0		0		0		0		621		
31 ISHARES CORE S & P 500 ETF	452827200					4/19/2012	7/10/2013	23,840		23,840		0		20,269		3,671		0		0		0		0		0		0		0		3,671		
32 ISHARES CORE S & P 500 ETF	452827200					4/19/2012	7/10/2013	36,020		36,020		0		21,820		4,193		0		0		0		0		0		0		0		4,193		
33 SHARES CORE S & P 500 ETF	452827200					1/29/2013	7/10/2013	17,412		17,412		0		15,816		1,996		0		0		0		0		0		0		0		1,996		
34 SHARES TR RUSSELL MIDCAP GROWTH FUND	452827489					3/28/2012	7/29/2013	4,755		4,755		0		4,028		748		0		0		0		0		0		0		0		0		748
35 SHARES TR RUSSELL MIDCAP GROWTH FUND	452827489					4/23/2012	7/29/2013	9,937		9,937		0		7,430		2,527		0		0		0		0		0		0		0		2,527		
36 MAINSTAY EP US EQ YLD #204	506833302					3/30/2012	7/29/2013	27,012		27,012		0		22,833		4,191		0		0		0		0		0		0		0		1,118		
37 KEELEY SMALL CAP VALUE FD #2581	518550632					4/23/2012	7/29/2013	5,867		5,867		0		4,749		1,118		0		0		0		0		0		0		0		1,118		
38 KEELEY SMALL CAP VALUE FD #2581	518550632					4/23/2012	7/29/2013	5,068		5,068		0		3,356		1,700		0		0		0		0		0		0		0		1,700		
39 KEELEY SMALL CAP VALUE FD #2581	518550632					4/23/2012	7/29/2013	21,443		21,443		0		22,185		740		0		0		0		0		0		0		0		740		
40 LAUDIUS MONTRIINT FUND #131	693393594					9/2/2008	7/10/2013	21,034		21,034		0		20,078		989		0		0		0		0		0		0		0		989		
41 MFS VALUE FUND-CLASS #893	555293594					9/2/2008	7/10/2013	41,006		41,006		0		41,006		0		0		0		0		0		0		0		0		0		0
42 MFS VALUE FUND-CLASS #893	555293594					4/23/2012	7/29/2013	9,937		9,937		0		3,226		784		0		0		0		0		0		0		0		0		784
43 MFS VALUE FUND-CLASS #893	555293594					3/30/2012	7/29/2013	5,411		5,411		0		4,075		1,346		0		0		0		0		0		0		0		1,346		
44 MAINSTAY EP US EQ YLD #204	506833302					1/21/2012	7/29/2013	11,145		11,145		0		12,764		1,639		0		0		0		0		0		0		0		1,639		
52 PIMCO REAL RETURN FUND INST #112	693391104					1/21/2012	7/29/2013	2,161		2,161		0		0																				

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

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

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

	Date	Amount
1		0
2	5/7/2013	946
3	6/10/2013	947
4	9/9/2013	946
5	12/10/2013	947
6		
7		3,786

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	144,107
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	144,107