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Form 990-PF

# Return of Private Foundation

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

OMB No 1545-0052

2013

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>CH ST LUKE AND EPIPHNY AGED WOMEN TD</b>			A Employer identification number <b>23-6215586</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
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			C If exemption application is pending, check here <input type="checkbox"/>	
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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 138,095</b>			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,760	2,689		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,531			
	b Gross sales price for all assets on line 6a <b>53,739</b>				
	7 Capital gain net income (from Part IV, line 2)		3,531		
	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	6,291	6,220	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,715	2,036		679
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,033			1,033
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	44	40		
	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	3,792	2,076	0	1,712
	25 Contributions, gifts, grants paid	4,175			4,175
26 Total expenses and disbursements. Add lines 24 and 25	7,967	2,076	0	5,887	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,676				
b Net investment income (if negative, enter -0-)		4,144			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	4,740	7,943	7,943
	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)	119,239	114,511	130,153
	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)	123,979	122,454	138,096
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	123,979	122,454	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	123,979	122,454	
	30 Total net assets or fund balances (see instructions)	123,979	122,454	
	31 Total liabilities and net assets/fund balances (see instructions)	123,979	122,454	

## 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	123,979
2 Enter amount from Part I, line 27a	2	-1,676
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITION	3	421
4 Add lines 1, 2, and 3	4	122,724
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	270
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	122,454

**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) 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))
<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>	3,531
<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? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	5,718	129,405	0.044187
2011	5,692	132,338	0.043011
2010	4,918	125,065	0.039324
2009	4,543	109,934	0.041325
2008	9,392	139,430	0.067360

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.235207
<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>	0.047041
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	133,957
<b>5</b> Multiply line 4 by line 3	<b>5</b>	6,301
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	41
<b>7</b> Add lines 5 and 6	<b>7</b>	6,342
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	5,887

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</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	<b>1</b>	83
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	83
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	83
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	95
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	95
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	12
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>12</b> <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>PA</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	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 <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">▶ <input type="checkbox"/></span></p> <p><b>c</b> 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? <span style="float: right;">N/A</span> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float: right;">6b</span> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870</p> <p><b>7a</b> 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</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float: right;">7b</span> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>5b</b> N/A</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>6b</b> X</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>7b</b> N/A</p>
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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	2,715		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		►

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	► 0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	131,938
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,059
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	135,997
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	135,997
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	2,040
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	133,957
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	6,698

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	6,698
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	83
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	83
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	6,615
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	6,615
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	6,615

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	5,887
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,887
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5,887

**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				6,615
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			1,580	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,887			1,580	
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				4,307
<b>e</b> 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:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,308
<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>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				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

N/A

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	4,175
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,760	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	3,531	
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		6,291	0
13	Total. Add line 12, columns (b), (d), and (e)				13	6,291

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |  |          |
|---|--|----------|
| 1 | <p>Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p>   | <p>1</p> |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p>   | <p>1</p> |
|   | <p>(1) Cash</p>  | <p>1</p> |
|   | <p>(2) Other assets</p>  | <p>1</p> |
| b | <p>Other transactions</p>  | <p>1</p> |
|   | <p>(1) Sales of assets to a noncharitable exempt organization</p>  | <p>1</p> |
|   | <p>(2) Purchases of assets from a noncharitable exempt organization</p>  | <p>1</p> |
|   | <p>(3) Rental of facilities, equipment, or other assets</p>  | <p>1</p> |
|   | <p>(4) Reimbursement arrangements</p>  | <p>1</p> |
|   | <p>(5) Loans or loan guarantees</p>  | <p>1</p> |
|   | <p>(6) Performance of services or membership or fundraising solicitations</p>  | <p>1</p> |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>  | <p>1</p> |
| d | <p>If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | <p>1</p> |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

John A. Salsiter SVP Wells Fargo Bank N.A.  
Signature of officer or trustee


4/21/2014  
Date

**SVP Wells Fargo Bank N A**  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
JOSEPH J CASTRIANO

Preparer's signature 

Date	4/21/2014
------	-----------

Check ☒ if self-employed

PTIN	
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

CHURCH OF ST LUKE &amp; THE EPIPHANY

Street

330 SOUTH 13TH STREET

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,175

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses			
											Gross Sales	Cost Other Basis and Expenses	Depreciation	Net Gain or Loss
	Long Term CG Distributions	Amount									53,739	0	50,208	3,531
	Short Term CG Distributions	1,428									0	0	0	0
1	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011	2/7/2013	2/7/2013	989	970					19
2	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010	2/7/2013	2/7/2013	49	45					4
3	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012	10/10/2013	10/10/2013	1,956	2,017					-61
4	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010	12/17/2010	12/17/2010	121	123					-2
5	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013	12/19/2013	12/19/2013	215	215					0
6	JP MORGAN MID CAP VALUE	339128100			3/31/2010	7/10/2013	7/10/2013	297	268					29
7	JP MORGAN MID CAP VALUE	339128100			12/17/2010	7/10/2013	7/10/2013	2	2					0
8	JP MORGAN MID CAP VALUE	339128100			12/17/2010	12/19/2013	12/19/2013	173	118					55
9	GATEWAY FUND - Y #1986	367829884			8/10/2012	7/10/2013	7/10/2013	3,355	3,280					75
10	GATEWAY FUND - Y #1986	367829884			2/11/2013	7/10/2013	7/10/2013	1,401	1,384					17
11	VANGUARD REIT WPER	922308553			10/9/2013	12/19/2013	12/19/2013	195	197					-2
12	AQR MANAGED FUTURES ST	002034859			7/12/2013	10/9/2013	10/9/2013	1,289	1,335					-46
13	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	7/10/2013	7/10/2013	530	409					121
14	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	10/9/2013	10/9/2013	364	266					98
15	ARTISAN INTERNATIONAL FU	04314H204			9/26/2011	12/19/2013	12/19/2013	415	286					129
16	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013	10/9/2013	10/9/2013	422	406					16
17	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012	10/9/2013	10/9/2013	67	55					12
18	CREDIT SUISSE COMM RET S	22544R305			8/26/2011	10/9/2013	10/9/2013	1,266	1,623					-357
19	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011	7/10/2013	7/10/2013	276	229					47
20	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011	12/19/2013	12/19/2013	921	721					200
21	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012	12/19/2013	12/19/2013	179	143					36
22	DODGE & COX INTL STOCK F	256206103			9/26/2008	7/10/2013	7/10/2013	595	553					42
23	DODGE & COX INTL STOCK F	256206103			9/26/2008	10/9/2013	10/9/2013	441	387					54
24	DODGE & COX INTL STOCK F	256206103			9/26/2008	12/19/2013	12/19/2013	418	352					66
25	DODGE & COX INCOME FD C	256210105			2/11/2013	7/10/2013	7/10/2013	1,880	1,942					-62
26	DODGE & COX INCOME FD C	256210105			2/11/2013	12/19/2013	12/19/2013	338	347					-9
27	HARBOR CAPITAL APRTION	411511504			2/11/2013	7/10/2013	7/10/2013	2,593	2,395					198
28	HARBOR CAPITAL APRTION	411511504			5/25/2011	10/9/2013	10/9/2013	106	85					21
29	HARBOR CAPITAL APRTION	411511504			5/25/2011	12/19/2013	12/19/2013	559	428					131
30	HARBOR CAPITAL APRTION	411511504			5/25/2011	12/19/2013	12/19/2013	831	584					247
31	HUSSMAN STRATEGIC GROW	448108100			10/20/2011	2/7/2013	2/7/2013	2,000	2,422					-422
32	HUSSMAN STRATEGIC GROW	448108100			2/14/2012	2/7/2013	2/7/2013	459	523					-64
33	ISHARES CORE S & P 500 EIT	464287200			8/9/2012	7/10/2013	7/10/2013	304	281					23
34	ISHARES CORE S & P 500 EIT	464287200			8/24/2011	7/10/2013	7/10/2013	2,653	1,877					776
35	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010	12/19/2013	12/19/2013	226	149					77
36	LAUDUS MONDRIAN INTL FIL	51855Q655			2/14/2012	2/7/2013	2/7/2013	266	282					-16
37	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012	7/10/2013	7/10/2013	337	271					66
38	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013	7/10/2013	7/10/2013	1,087	981					106
39	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011	7/10/2013	7/10/2013	757	604					153
40	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011	12/19/2013	12/19/2013	489	353					136
41	ASG GLOBAL ALTERNATIVES	638721885			10/11/2013	12/19/2013	12/19/2013	153	148					5
42	ASG GLOBAL ALTERNATIVES	638721885			7/12/2013	12/19/2013	12/19/2013	121	117					4
43	OPPENHEIMER DEVELOPING	683974505			5/25/2011	10/9/2013	10/9/2013	1,065	1,013					52
44	OPPENHEIMER DEVELOPING	683974505			5/25/2011	12/19/2013	12/19/2013	147	140					7
45	PIMCO TOTAL RET FD-INST #	693390700			11/14/2012	2/7/2013	2/7/2013	8,429	8,738					-309
46	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012	2/7/2013	2/7/2013	1,574	1,610					-36
47	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012	7/10/2013	7/10/2013	754	808					-54
48	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012	7/10/2013	7/10/2013	964	1,016					-52
49	PIMCO FOREIGN BD FD USD	693390882			5/10/2012	12/19/2013	12/19/2013	193	202					-9
50	PIMCO FOREIGN BD FD USD	693390882			8/26/2011	2/7/2013	2/7/2013	173	170					3
51	RIDGEMOUNT SEIX HY BD-T	766281645			8/26/2011	2/7/2013	2/7/2013	795	731					64
52	T. ROWE PRICE SHORT TERM	77957P105			2/11/2013	12/19/2013	12/19/2013	177	179					-2
53	VANGUARD FTSE EMERGING	922042858			12/17/2010	10/9/2013	10/9/2013	883	1,131					-148
54	VANGUARD FTSE EMERGING	922042858			12/17/2010	12/19/2013	12/19/2013	121	141					-20
55	ISHARES CORE S & P 500 EIT	464287200			8/9/2012	12/19/2013	12/19/2013	365	281					84
56	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012	2/7/2013	2/7/2013	3,573	3,338					235
57	KALMAR GR WVAL SM CAP F	483438205			2/1/2013	10/9/2013	10/9/2013	230	190					40
58	KALMAR GR WVAL SM CAP F	483438205			2/1/2013	12/19/2013	12/19/2013	202	155					47
59	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010	2/7/2013	2/7/2013	1,432	1,146					286
60	KEELEY SMALL CAP VAL FD C	487300808			5/10/2012	12/19/2013	12/19/2013	39	26					13



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

		1,033	0	0	1,033
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,033			1,033

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

		44	40	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	40	40		
2	ESTIMATED EXCISE PAYMENTS	4			

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

Asset Description		119,239		114,511		130,153	
		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1				0			
2	ARTISAN INTERNATIONAL FUND 661		0	4,146	6,177		
3	DODGE & COX INCOME FD COM 147		0	8,728	9,270		
4	HARBOR CAPITAL APRCTION-INST 2012		0	6,017	9,161		
5	MERGER FD SH BEN INT 260		0	3,984	4,018		
6	PIMCO TOTAL RET FD-INST 35		0	8,958	9,287		
7	PIMCO FOREIGN BD FD USD H-INST 103		0	2,543	2,728		
8	T ROWE PRICE SHORT TERM BD FD 55		0	6,716	6,678		
9	ARTISAN MID CAP FUND-INSTL 1333		0	4,339	5,408		
10	FID ADV EMER MKTS INC- CL I 607		0	2,054	2,019		
11	ISHARES S & P 500 INDEX FUND		0	1,688	2,413		
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	3,086	2,713		
13	EATON VANCE GLOBAL MACRO - I		0	1,334	1,303		
14	DODGE & COX INT'L STOCK FD 1048		0	4,089	6,111		
15	MFS VALUE FUND-CLASS I 893		0	4,237	6,145		
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	4,795	4,684		
17	DRIEHAUS ACTIVE INCOME FUND		0	6,596	6,684		
18	JP MORGAN MID CAP VALUE-I 758		0	2,349	3,509		
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	3,893	3,869		
20	VANGUARD REIT VIPER		0	3,670	4,519		
21	VANGUARD EMERGING MARKETS ETF		0	4,698	4,402		
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	4,078	4,433		
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	4,345	4,820		
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	1,994	2,693		
25	RIDGEWORTH SEIX HY BD-I 5855		0	6,353	6,560		
26	KALMAR GR W/ VAL SM CAP-INS #4		0	1,950	2,577		
27	CREDIT SUISSE COMM RT ST-CO 2156		0	6,201	5,379		
28	KEELEY SMALL CAP VAL FD CL I 2251		0	1,670	2,593		

### 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 ADDITION	1	421
2	Total	2	421

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

1	COST BASIS ADJUSTMENT	1	22
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	198
3	PY RETURN OF CAPITAL ADJUSTMENT	3	50
4	Total	4	270

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	52.311	0	50.208	2.103	0	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	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			
13	989			46	19	0	0	0	19
13	49			95	4	0	0	0	4
013	1956			2017	-61	0	0	0	61
013	121			123	2	0	0	0	2
013	215			215	0	0	0	0	0
013	297			298	29	0	0	0	29
013	2			12	0	0	0	0	0
013	173			178	55	0	0	0	55
013	3365			3280	75	0	0	0	75
013	1401			1364	17	0	0	0	17
013	1258			1371	46	0	0	0	46
013	500			1339	121	0	0	0	121
013	354			266	58	0	0	0	58
013	415			286	129	0	0	0	129
013	406			406	16	0	0	0	16
013	422			555	12	0	0	0	12
013	67			1623	-357	0	0	0	-357
013	1266			228	47	0	0	0	47
013	276			721	200	0	0	0	200
013	921			143	36	0	0	0	36
013	179			563	32	0	0	0	32
013	565			387	54	0	0	0	54
013	441			352	66	0	0	0	66
013	418			942	62	0	0	0	62
013	1860			1942	62	0	0	0	62
013	338			347	-9	0	0	0	-9
013	2593			2395	198	0	0	0	198
013	106			85	21	0	0	0	21
013	559			428	131	0	0	0	131
013	831			584	247	0	0	0	247
013	2000			2422	-422	0	0	0	-422
013	459			523	64	0	0	0	64
013	281			281	23	0	0	0	23
013	2653			1877	776	0	0	0	776
013	226			149	77	0	0	0	77
013	286			282	-16	0	0	0	-16
013	337			271	66	0	0	0	66
013	1087			981	106	0	0	0	106
013	757			604	153	0	0	0	153
013	489			353	126	0	0	0	126
013	153			148	5	0	0	0	5
013	121			117	4	0	0	0	4
013	1065			1013	52	0	0	0	52
013	147			140	7	0	0	0	7
013	8429			8738	-309	0	0	0	-309
013	1574			1610	-36	0	0	0	-36
013	984			808	176	0	0	0	176
013	96			105	-6	0	0	0	-6
013	163			170	3	0	0	0	3
013	173			731	64	0	0	0	64
013	795			13	-2	0	0	0	-2
013	177			178	1	0	0	0	1
013	993			131	-148	0	0	0	-148
013	121			141	-20	0	0	0	-20
013	365			281	84	0	0	0	84
013	3573			3338	235	0	0	0	235



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

	Date		Amount
1 Credit from prior year return		1	91
2 First quarter estimated tax payment	5/7/2013	2	4
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	95

**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	1,580
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,580