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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
MANSFIELD J FBO CHARITIES 4947 TUW

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

City or town State ZIP code
Winston Salem NC 27101-3818

Foreign country name Foreign province/state/country Foreign postal code

A Employer identification number
23-6215795

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ **557,610**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,031	10,747		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,872			
	b Gross sales price for all assets on line 6a	185,588			
	7 Capital gain net income (from Part IV, line 2)		9,872		
	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	20,903	20,619	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	8,834	6,626		2,208
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,092			1,092
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	309	158		
	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	10,235	6,784	0	3,300
	25 Contributions, gifts, grants paid	17,790			17,790
26 Total expenses and disbursements. Add lines 24 and 25	28,025	6,784	0	21,090	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-7,122				
b Net investment income (if negative, enter -0-)		13,835			
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	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	25,165	16,954	16,954
	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)	471,633	473,326	540,655
	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)	496,798	490,280	557,609
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 ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	496,798	490,280	
	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)	496,798	490,280	
	31	Total liabilities and net assets/fund balances (see instructions)	496,798	490,280	

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	496,798
2	Enter amount from Part I, line 27a	2	-7,122
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,786
4	Add lines 1, 2, and 3	4	491,462
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,182
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	490,280

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,872
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	15,209	503,170	0.030226
2011	18,212	510,035	0.035707
2010	9,018	473,642	0.019040
2009	30,193	408,018	0.073999
2008	30,579	514,905	0.059388

2 Total of line 1, column (d)	2	0.218360
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043672
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	534,806
5 Multiply line 4 by line 3	5	23,356
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	138
7 Add lines 5 and 6	7	23,494
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	21,090

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		277
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		277
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		277
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		488
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		488
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		211
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 211 Refunded	11		0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no. ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A				
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	8,834		

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

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

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



0

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	524,986
b	Average of monthly cash balances	1b	17,964
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	542,950
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	542,950
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,144
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	534,806
6	Minimum investment return. Enter 5% of line 5	6	26,740

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	26,740
2a	Tax on investment income for 2013 from Part VI, line 5	2a	277
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	277
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,463
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,463
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	26,463

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	21,090
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	21,090
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	21,090

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				26,463
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			14,927	
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: ► \$ 21,090				
a Applied to 2012, but not more than line 2a			14,927	
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				6,163
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				20,300
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	17,790
b Approved for future payment NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

NORTH PHILADELPHIA HEALTH SYSTEM

Street

1524 W GIRARD AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,895

Name

PHILA HEALTH & EDUCATION CORP

Street

3141 CHESTNUT STREET, SUITE 225

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,895

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	Totals			Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Capital Gains/Losses	Gross Sales	Cost or Other Basis				
	Long Term CG Distributions							Other sales	185,588	0				9,872
	Short Term CG Distributions								0					0
	Amount	5,773												
1	X	AQR MANAGED FUTURES ST	00203H659		7/12/2013		10/9/2013	5,117	5,299	2,330			0	-182
2	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		7/10/2013	2,254	1,739	1,812			0	515
3	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		10/9/2013	560	409	557			0	151
4	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		7/12/2013	1,501	1,443	1,853			0	58
5	X	ARTISAN MID CAP FUND-INS	04314H600		7/16/2012		10/9/2013	212	161	24			0	51
6	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		10/9/2013	4,890	6,266	3,699			0	-1,376
7	X	DIAMOND HILL LONG-SHORT	25284S833		7/16/2012		7/16/2013	1,442	1,187	820			0	255
8	X	DODGE & COX INTL STOCK F	256206103		1/5/2007		2/7/2013	682	820	2,330			0	-138
9	X	DODGE & COX INTL STOCK F	256206103		1/5/2007		7/10/2013	2,009	2,330	1,812			0	-321
10	X	DODGE & COX INTL STOCK F	256206103		1/5/2007		10/9/2013	1,682	1,812	1,812			0	-130
11	X	DIAMOND HILL LONG-SHORT	25284S833		8/21/2012		2/7/2013	810	557	557			0	53
12	X	DIAMOND HILL LONG-SHORT	25284S833		8/21/2012		7/10/2013	2,160	1,853	1,853			0	307
13	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	7,400	7,842	7,842			0	-242
14	X	DREYFUS EMG MKT DEBT LO	261980494		8/26/2011		2/7/2013	3,770	3,699	3,699			0	71
15	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011		2/7/2013	25	24	24			0	1
16	X	DREYFUS EMG MKT DEBT LO	261980494		8/21/2012		10/10/2013	8,052	8,287	8,287			0	-215
17	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011		10/10/2013	31	31	31			0	0
18	X	JP MORGAN MID CAP VALUE	339128100		2/11/2013		7/10/2013	661	596	596			0	65
19	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		7/10/2013	139	88	88			0	41
20	X	GATEWAY FUND - Y #1986	367829884		8/21/2012		7/10/2013	13,039	12,764	12,764			0	275
21	X	GATEWAY FUND - Y #1986	367829884		8/21/2012		7/10/2013	5,828	5,760	5,760			0	68
22	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		7/10/2013	10,371	9,580	9,580			0	-791
23	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		7/10/2013	471	381	381			0	90
24	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		10/9/2013	1,930	1,480	1,480			0	450
25	X	HUSMAN STRATEGIC GROW	448108100		7/16/2012		2/7/2013	9,648	10,592	10,592			0	-944
26	X	SHARES CORE S & P 500 ET	464287200		8/17/2012		7/10/2013	6,633	5,710	5,710			0	923
27	X	SHARES CORE S & P 500 ET	464287200		8/24/2011		7/10/2013	4,478	3,168	3,168			0	1,310
28	X	SHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	7,351	6,488	6,488			0	863
29	X	SHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/7/2013	6,739	6,284	6,284			0	445
30	X	KEELEY SMALL CAP VAL FD C	487300808		12/17/2010		2/7/2013	5,944	4,760	4,760			0	1,184
31	X	LAUDUS MONDRIAN INTL FFI	51855Q655		7/16/2012		2/7/2013	997	1,060	1,060			0	-63
32	X	MFS VALUE FUND-CLASS I #8	552883694		2/11/2013		7/10/2013	4,619	4,169	4,169			0	450
33	X	MFS VALUE FUND-CLASS I #8	552883694		5/25/2011		7/10/2013	3,953	3,157	3,157			0	796
34	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		10/9/2013	4,039	3,842	3,842			0	197
35	X	PIMCO TOTAL RET FD-INST #	693390700		1/21/2012		2/7/2013	28,900	28,882	28,882			0	-982
36	X	PIMCO TOTAL RET FD-INST #	693390700		8/21/2012		2/7/2013	5,733	5,850	5,850			0	-97
37	X	PIMCO TOTAL RET FD-INST #	693390700		8/21/2012		7/10/2013	5,229	5,577	5,577			0	-348
38	X	PIMCO TOTAL RET FD-INST #	693390700		8/26/2011		7/10/2013	1,536	1,578	1,578			0	-43
39	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		2/7/2013	1,370	1,350	1,350			0	20
40	X	RIDGEMOUNT SEIX HY BD-I #	76628T645		8/26/2011		2/7/2013	3,139	2,886	2,886			0	253
41	X	VANGUARD FTSE EMERGING	922042858		12/17/2010		10/9/2013	3,850	4,429	4,429			0	-579
42	X	VANGUARD REIT VIPER	922808553		8/17/2012		2/7/2013	342	328	328			0	14
43	X	VANGUARD REIT VIPER	922808553		11/19/2012		2/7/2013	479	437	437			0	42

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

		1,092	0	0	1,092
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,092			1,092

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

		309	158	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	158	158		
2	ESTIMATED EXCISE TAXES PAID	151			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	18,203	27,117
3	DODGE & COX INCOME FD COM 147		0	35,664	38,403
4	HARBOR CAPITAL APRCTION-INST 2012		0	26,458	39,947
5	MERGER FD SH BEN INT 260		0	15,812	15,962
6	PIMCO TOTAL RET FD-INST 35		0	36,825	37,883
7	PIMCO FOREIGN BD FD USD H-INST 103		0	9,612	10,581
8	T ROWE PRICE SHORT TERM BD FD 55		0	27,562	27,386
9	ARTISAN MID CAP FUND-INSTL 1333		0	16,514	21,598
10	FID ADV EMER MKTS INC- CLI 607		0	8,214	8,075
11	ISHARES S & P 500 INDEX FUND		0	6,805	10,768
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	11,756	10,742
13	EATON VANCE GLOBAL MACRO - I		0	5,299	5,173
14	DODGE & COX INT'L STOCK FD 1048		0	18,450	26,076
15	MFS VALUE FUND-CLASS I 893		0	18,342	26,420
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	19,239	18,720
17	DRIEHAUS ACTIVE INCOME FUND		0	27,212	27,544
18	JP MORGAN MID CAP VALUE-I 758		0	9,823	14,675
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	16,561	16,459
20	VANGUARD REIT VIPER		0	15,467	18,722
21	VANGUARD EMERGING MARKETS ETF		0	19,295	18,060
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	16,807	18,321
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	17,573	18,952
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	8,743	11,420
25	RIDGEWORTH SEIX HY BD-I 5855		0	25,963	26,753
26	KALMAR GR W/ VAL SM CAP-INS #4		0	9,113	12,040
27	CREDIT SUISSE COMM RT ST-CO 2156		0	24,693	21,492
28	KEELEY SMALL CAP VAL FD CL I 2251		0	7,321	11,366

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	135
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,651
3	Total	3	1,786

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	991
2	PY RETURN OF CAPITAL ADJUSTMENT	2	191
3	Total	3	1,182

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										5,773	0		
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1. AGR MANAGED FUTURES STR-1521300203H859			7/12/2013	10/9/2013	5,117			0	-182		0	0	-182
2. ARTISAN INTERNATIONAL FUND #681	04314H204		8/26/2011	7/10/2013	2,254			0	515		0	0	515
3. ARTISAN INTERNATIONAL FUND #681	04314H204		8/26/2011	10/9/2013	560			0	151		0	0	151
4. ARTISAN MID CAP FUND-INS #1333	04314H600		7/12/2013	10/9/2013	1,501			0	58		0	0	58
5. ARTISAN MID CAP FUND-INS #1333	04314H600		7/16/2012	10/9/2013	212			0	51		0	0	51
6. CREDIT SUISSE COMM RET ST-1521300203H859			8/26/2011	10/9/2013	4,890			0	-1,376		0	0	-1,376
7. DIAMOND HILL LONG-SHORT FD CL #1	25284S833		7/16/2012	7/10/2013	1,442			0	255		0	0	255
8. DODGE & COX INTL STOCK FD #1048	25284S833		16/2007	2/7/2013	682			0	-138		0	0	-138
9. DODGE & COX INTL STOCK FD #1048	25284S833		16/2007	7/10/2013	2,009			0	321		0	0	321
10. DODGE & COX INTL STOCK FD #1048	25284S833		16/2007	10/9/2013	1,662			0	-130		0	0	-130
11. DIAMOND HILL LONG-SHORT FD CL #1	25284S833		8/21/2012	7/10/2013	610			0	53		0	0	53
12. DIAMOND HILL LONG-SHORT FD CL #1	25284S833		8/21/2012	7/10/2013	2,160			0	307		0	0	307
13. DODGE & COX INCOME FD COM #147	256710105		2/11/2013	7/10/2013	7,400			0	-242		0	0	-242
14. DREYFUS EMG MKT DEBT LOC C-I #608	261880494		8/26/2011	7/10/2013	3,770			0	71		0	0	71
15. DREYFUS EMG MKT DEBT LOC C-I #608	261880494		2/4/2011	2/7/2013	25			0	1		0	0	1
16. DREYFUS EMG MKT DEBT LOC C-I #608	261880494		8/21/2012	10/10/2013	8,052			0	-215		0	0	-215
17. JP MORGAN MID CAP VALUE-I #758	338128100		2/4/2011	10/10/2013	31			0	0		0	0	0
18. JP MORGAN MID CAP VALUE-I #758	338128100		2/11/2013	7/10/2013	661			0	65		0	0	65
19. GATEWAY FUND - Y #1988	367828854		12/17/2010	7/10/2013	139			0	41		0	0	41
20. GATEWAY FUND - Y #1988	367828854		8/21/2012	7/10/2013	5,828			0	791		0	0	791
21. HARBOR CAPITAL APRICTION-INST #20	411511504		2/12/2013	7/10/2013	10,371			0	90		0	0	90
22. HARBOR CAPITAL APRICTION-INST #20	411511504		2/12/2013	7/10/2013	471			0	-844		0	0	-844
23. HARBOR CAPITAL APRICTION-INST #20	411511504		5/25/2011	10/9/2013	1,930			0	450		0	0	450
24. HARBOR CAPITAL APRICTION-INST #20	411511504		5/25/2011	10/9/2013	9,848			0	923		0	0	923
25. HUSSMAN STRATEGIC GROWTH FUND	448108100		7/16/2012	7/10/2013	6,653			0	310		0	0	310
26. SHARES CORE S & P 500 ETF	404287200		8/24/2012	7/10/2013	4,478			0	3,168		0	0	3,168
27. SHARES CORE S & P 500 ETF	404287200		8/24/2012	7/10/2013	7,351			0	8,468		0	0	8,468
28. SHARES RUSSELL 2000 GROWTH	404287648		11/19/2012	2/7/2013	6,739			0	2,294		0	0	2,294
29. SHARES RUSSELL 2000 GROWTH	404287648		12/19/2012	2/7/2013	5,944			0	1,184		0	0	1,184
30. KEELEY SMALL CAP VAL FD CL #1231	51855Q455		12/17/2010	2/7/2013	497			0	435		0	0	435
31. LAUDUS MONDRIAN INTL FHNST #2940	552983894		7/16/2012	2/7/2013	4,819			0	1,060		0	0	1,060
32. MFS VALUE FUND-CLASS I #693	552983894		2/11/2013	7/10/2013	4,819			0	450		0	0	450
33. MFS VALUE FUND-CLASS I #693	552983894		5/25/2011	7/10/2013	3,853			0	1,171		0	0	1,171
34. OPENFELDER DEVELOPING MKT-Y #7	833974505		8/26/2011	10/9/2013	2,639			0	197		0	0	197
35. PIMCO TOTAL RET FDNST #35	833307000		12/1/2012	7/10/2013	28,882			0	-982		0	0	-982
36. PIMCO TOTAL RET FDNST #35	833307000		8/21/2012	7/10/2013	5,233			0	-348		0	0	-348
37. PIMCO TOTAL RET FDNST #35	833307000		8/21/2012	7/10/2013	1,538			0	20		0	0	20
38. PIMCO TOTAL RET FDNST #35	833307000		8/26/2011	7/10/2013	3,130			0	253		0	0	253
39. PIMCO EMERGING MKT FDNST #1	788237844		8/26/2011	7/10/2013	3,139			0	-578		0	0	-578
40. VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	10/9/2013	3,850			0	14		0	0	14
41. VANGUARD FTSE EMERGING MARKET	922042858		8/17/2012	2/7/2013	342			0	42		0	0	42
42. VANGUARD REIT VIPER	922806553		11/19/2012	2/7/2013	476			0			0	0	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	0
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	8,834			0

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

	Date		Amount
1 Credit from prior year return		1	337
2 First quarter estimated tax payment	5/7/2013	2	151
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	488

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	14,927
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	14,927