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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 Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ROBERTS PERCIVAL JR TW		A Employer identification number 23-6219291			
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		Room/suite			
City or town Winston Salem		State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 15,672,644		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))					
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	311,533	311,533		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	638,670			
	b Gross sales price for all assets on line 6a	5,225,735			
	7 Capital gain net income (from Part IV, line 2)		638,670		
	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	950,203	950,203	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	121,702	91,277	30,425	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600		600	
	c Other professional fees (attach schedule)	12,595		12,595	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,199	6,199		
	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.	141,096	97,476	0	43,620
25 Contributions, gifts, grants paid	750,233			750,233	
26 Total expenses and disbursements. Add lines 24 and 25	891,329	97,476	0	793,853	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	58,874				
b Net investment income (if negative, enter -0-)		852,727			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

POSTMARK DATE MAR 26 2014

100% GIVING

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		639,909	867,388	867,388
	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)		7,809,170		
	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)		4,060,125	11,718,978	14,805,257
	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)		12,509,204	12,586,366	15,672,645
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		12,509,204	12,586,366	
	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)		12,509,204	12,586,366	
	31 Total liabilities and net assets/fund balances (see instructions)		12,509,204	12,586,366	

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	12,509,204
2 Enter amount from Part I, line 27a	2	58,874
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	47,472
4 Add lines 1, 2, and 3	4	12,615,550
5 Decreases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME SUBTRACTION	5	29,184
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,586,366

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 Capital Gains Distributions					
b SEE ATTACHED					
c					
d					
e					
(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 5,052,595		4,587,065	465,530		
c					
d					
e					
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			465,530		
c					
d					
e					
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	638,670	
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	527,923	13,949,504	0.037845
2011	329,999	13,947,530	0.023660
2010	536,090	13,001,788	0.041232
2009	596,860	11,362,015	0.052531
2008	797,113	14,149,816	0.056334

2 Total of line 1, column (d)	2	0 211602
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 042320
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,748,895
5 Multiply line 4 by line 3	5	624,173
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,527
7 Add lines 5 and 6	7	632,700
8 Enter qualifying distributions from Part XII, line 4	8	793,853

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ►

1	8,527
2	0
3	8,527
4	
5	8,527
6a	5,400
6b	
6c	
6d	
7	5,400
8	
9	3,127
10	0
11	0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no. ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <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)

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b N/A	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A, Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4 00	121,702	

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	14,397,148
b	Average of monthly cash balances	1b	576,349
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,973,497
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	14,973,497
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	224,602
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,748,895
6	Minimum investment return. Enter 5% of line 5	6	737,445

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	737,445
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,527
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,527
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	728,918
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	728,918
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	728,918

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	793,853
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	793,853
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	8,527
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	785,326

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 Distrnbutable amount for 2013 from Part XI, line 7				728,918
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			573,131	
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: ► \$ 793,853				
a Applied to 2012, but not more than line 2a			573,131	
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				220,722
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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				508,196
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .				
b	85% of line 2a . . .				0
c	Qualifying distributions from Part XII, line 4 for each year listed . . .				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . .				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .				0
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .				0
(3)	Largest amount of support from an exempt organization . . .				0
(4)	Gross investment income . . .				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 750,233
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		950,203	0
13	Total. Add line 12, columns (b), (d), and (e)				13	950,203

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

Yes No

b If "Yes," complete the following schedule

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

**Sign
Her
e**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature



Date

PTIN

Firm's name ► PricewaterhouseCoopers LLP

Firm's FIN ► 13-4008324

Firm's address ► 600

PHOTO BY 13-4000324

Flim's address > 888 GVA

Phone no 412-355-6000

Form 99

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

Recipient(s) paid during the year

Name

THE CHILDREN'S HOSPITAL OF PHILADELPHIA

Street

34TH STREET AND CIVIC CENTER BOULEVARD

City PHILADELPHIA	State PA	Zip Code 19104	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 225,000
--	-------------------

Name

MAGEE REHABILITATION HOSPITAL

Street

1513 RACE STREET

City PHILADELPHIA	State PA	Zip Code 19102	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 50,000
--	------------------

Name

SHRINERS HOSPITALS FOR CHILDREN

Street

3551 N BROAD STREET

City PHILADELPHIA	State PA	Zip Code 19140	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 235,233
--	-------------------

Name

TEMPLE UNIVERSITY HOSPITAL INC

Street

3401 N BROAD STREET

City PHILADELPHIA	State PA	Zip Code 19140	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution	Amount 240,000
-------------------------------	-------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

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

Purpose of grant/contribution	Amount
-------------------------------	--------

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

Long Term CG Distributions															
Amount		173,140													
Short Term CG Distributions															

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)
ROBERTS PERCIVAL JR TW
Trust Year Ending 12/31/2013

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
04314H105	ARTISAN FDS INC SMALL CAP FD 660								
Sold		08/28/13	5948 678	153,000 00					
Acq		11/03/05	5948 678	153,000 00	104,577 76 <input type="checkbox"/>	104,577.76	48,422.24	48,422 24	L
				Total for 8/28/2013	104,577 76	104,577 76	48,422.24	48,422 24	
25264S833	DIAMOND HILL LONG-SHORT FD CL I 11								
Sold		08/28/13	11763 699	245,626 04					
Acq		05/24/10	8267.196	172,619 06	125,000 00 <input type="checkbox"/>	125,000 00	47,619 06	47,619 06	L
Acq		05/17/12	3496 503	73,006 98	60,000 00 <input type="checkbox"/>	60,000 00	13,006 98	13,006.98	L
				Total for 8/28/2013	185,000 00	185,000 00	60,626 04	60,626 04	
256210105	DODGE & COX INCOME FD COM 147								
Sold		04/05/13	64794 816	900,000 00					
Acq		09/02/08	64794 816	900,000 00	793,088 55 <input type="checkbox"/>	793,088.55	106,911 45	106,911 45	L
				Total for 4/5/2013	793,088.55	793,088.55	106,911 45	106,911.45	
256210105	DODGE & COX INCOME FD COM 147								
Sold		08/28/13	32466.568	437,000.00					
Acq		09/02/08	32466 568	437,000 00	397,390 80 <input type="checkbox"/>	397,390.80	39,609 20	39,609 20	L
				Total for 8/28/2013	397,390 80	397,390 80	39,609 20	39,609 20	
411511306	HARBOR INTERNATION FD INST 2011								
Sold		08/28/13	3579 589	235,000 00					
Acq		11/21/12	3579.589	235,000 00	212,627 59 <input type="checkbox"/>	212,627.59	22,372.41	22,372 41	S
				Total for 8/28/2013	212,627 59	212,627.59	22,372 41	22,372.41	
413838103	OAKMARK FUND - I 110								
Sold		08/28/13	9622.053	555,000 00					
Acq		11/21/12	9622.053	555,000 00	467,246 89 <input type="checkbox"/>	467,246.89	87,753 11	87,753 11	S
				Total for 8/28/2013	467,246 89	467,246 89	87,753 11	87,753 11	
448108100	HUSSMAN STRATEGIC GROWTH FUND 601								
Sold		07/23/13	22850 157	234,671.11					
Acq		05/26/10	9505 703	97,623.57	125,000 00 <input type="checkbox"/>	125,000 00	-27,376 43	-27,376 43	L
Acq		05/17/12	13344 454	137,047 54	160,000 00 <input type="checkbox"/>	160,000 00	-22,952.46	-22,952.46	L
				Total for 7/23/2013	285,000 00	285,000 00	-50,328 89	-50,328 89	
464287226	ISHARES BARCLAYS AGGREGATE BOND FUND								
Sold		04/05/13	8826	980,919 08					
Acq		11/17/08	5244	582,816 64	508,761.34 <input type="checkbox"/>	508,761.34	74,055 30	74,055 30	L
Acq		12/14/09	3582	398,102.44	375,185.13 <input type="checkbox"/>	375,185.13	22,917 31	22,917 31	L
				Total for 4/5/2013	883,946 47	883,946 47	96,972 61	96,972 61	
464287473	ISHARES RUSSELL MIDCAP VALUE								
Sold		08/28/13	1694	100,099 42					
Acq		11/17/08	1694	100,099.42	44,612 51 <input type="checkbox"/>	44,612.51	55,486 91	55,486 91	L
				Total for 8/28/2013	44,612 51	44,612 51	55,486 91	55,486 91	

Wells Fargo
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
464287481	ISHARES TR RUSSELL MIDCAP GROWTH								
Sold		08/28/13	869	65,080.01					
Acq		11/17/08	869	65,080.01	25,464.48	25,464.48	39,615.53	39,615.53	L
				Total for 8/28/2013	25,464.48	25,464.48	39,615.53	39,615.53	
464287630	ISHARES RUSSELL 2000 VALUE INDEX FD								
Sold		08/28/13	1142	100,380.05					
Acq		11/21/12	1142	100,380.05	80,880.44	80,880.44	19,499.61	19,499.61	S
				Total for 8/28/2013	80,880.44	80,880.44	19,499.61	19,499.61	
693390593	PIMCO MODERATE DURATION-INST 120								
Sold		08/28/13	28490.028	300,000.00					
Acq		04/09/13	28490.028	300,000.00	311,111.11	311,111.11	-11,111.11	-11,111.11	S
				Total for 8/28/2013	311,111.11	311,111.11	-11,111.11	-11,111.11	
693390882	PIMCO FOREIGN BD FD USD H-INST 103								
Sold		08/28/13	37107.517	390,000.00					
Acq		08/25/09	1069.274	11,238.07	10,735.51	10,735.51	502.56	502.56	L
Acq		12/14/09	36038.243	378,761.93	360,382.43	360,382.43	18,379.50	18,379.50	L
				Total for 8/28/2013	371,117.94	371,117.94	18,882.06	18,882.06	
722005667	PIMCO COMMODITY REAL RET STRAT-I45								
Sold		08/28/13	17517.007	103,000.00					
Acq		12/14/09	9124.088	53,649.64	75,000.00	75,000.00	-21,350.36	-21,350.36	L
Acq		07/07/09	8392.919	49,350.36	57,071.85	57,071.85	-7,721.49	-7,721.49	L
				Total for 8/28/2013	132,071.85	132,071.85	-29,071.85	-29,071.85	
722005667	PIMCO COMMODITY REAL RET STRAT-I45								
Sold		12/24/13	45471.041	252,818.99					
Acq		01/26/09	19654.089	109,276.74	125,000.00	125,000.00	-15,723.26	-15,723.26	L
Acq		02/17/09	8474.576	47,118.64	50,000.00	50,000.00	-2,881.36	-2,881.36	L
Acq		07/07/09	17342.376	96,423.61	117,928.15	117,928.15	-21,504.54	-21,504.54	L
				Total for 12/24/2013	292,928.15	292,928.15	-40,109.16	-40,109.16	
					4,587,064.54	4,587,064.54	465,530.16	465,530.16	
				Total Proceeds:			Fed	State	
				5,052,594.70			S/T Gain/Loss	118,514.02	118,514.02
							L/T Gain/Loss	347,016.14	347,016.14

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

		600	0	0	600
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

Part I, Line 16c (990-PF) - Other Professional Fees

	12,595	0	0	12,595
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 GRANT ADMINISTRATIVE FEE	12,595			12,595

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

		6,199	6,199	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	6,199	6,199		

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

				0	11,718,978	14,805,257
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV	
						End of Year
1	SPDR DOW JONES REIT ETF		0	321,750		718,117
2	JPMORGAN HIGH YIELD FUND SS 3580		0	575,073		711,700
3	OPPENHEIMER DEVELOPING MKT-Y 788		0	875,000		990,208
4	ELEMENTS ROGERS TOTAL RETURN		0	451,551		426,016
5	ARTISAN FDS INC SMALL CAP FD 660		0	267,629		463,359
6	DODGE & COX INCOME FD COM 147		0	514,891		569,156
7	HARBOR INTERNATIONAL FD INST 2011		0	587,372		702,177
8	OAKMARK FUND - I 110		0	2,432,753		3,187,728
9	LAZARD EMERGING MKTS PTFL 638		0	232,359		395,455
10	MERGER FD SH BEN INT 260		0	428,000		430,229
11	PIMCO LOW DURATION FD I 36		0	700,000		688,295
12	PIMCO FOREIGN BD FD USD H-INST 103		0	264,618		288,754
13	PIMCO MODERATE DURATION-INST 120		0	638,889		618,412
14	FID ADV EMER MKTS INC- CL-1607		0	375,000		354,729
15	ISHARES RUSSELL 2000 VALUE INDEX F		0	260,418		365,862
16	ING INTERNATIONAL REAL EST-I-2664		0	320,000		446,840
17	DODGE & COX INTL STOCK FD 1048		0	800,000		1,053,288
18	ISHARES RUSSELL MIDCAP VALUE		0	184,112		459,379
19	ISHARES TR RUSSELL MIDCAP GROWTH		0	233,869		673,277
20	DRIEHAUS ACTIVE INCOME FUND		0	287,000		288,070
21	PIMCO EMERG MKTS BD-INST 137		0	375,000		356,290
22	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	252,196		255,270
23	AQR MANAGED FUTURES STR-I		0	143,000		148,759
24	VANGUARD EMERGING MARKETS ETF		0	198,498		213,887

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	976
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	46,043
3	FEDERAL EXCISE TAX REFUND	3	453
4	Total	4	47,472

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	29,184
2	Total	2	29,184

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

Long Term CG Distributions		Short Term CG Distributions		Amount		5,052,595		0		4,587,065		465,530		0		0		465,530	
Description of Property Sold		CLISIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		F MV as of 12/31/69		Excess of FMV Over And Basis	
1	Capital Gains Distributions															0	0	0	0
2	SEE ATTACHED															4,587,065	465,530	0	0
																5,052,595			

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

Wells Fargo Bank N A Trust Tax D							121702	0			
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	<input checked="" type="checkbox"/>	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	400	121702		

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

	Date	Amount
1 Credit from prior year return	1	5,400
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	5,400