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# Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation		A Employer identification number			
RICHARDS L FBO INGLIS HOUSE TUW		23-6416265			
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	27101-8818		
Foreign country name		Foreign province/state/county	Foreign postal code		
<b>G</b> 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 type="checkbox"/> Address change <input type="checkbox"/> Name change					
<b>H</b> 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					
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 566,538		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)		
<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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		11,358	11,064	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10		14,132		
	b Gross sales price for all assets on line 6a	201,579			
	7 Capital gain net income (from Part IV, line 2)			14,132	
	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 <b>Total.</b> Add lines 1 through 11		25,490	25,196	0	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.		8,350	6,263	2,087
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)		1,539		1,539
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)		163	163	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b>		10,652	6,426	0
Add lines 13 through 23					
25 Contributions, gifts, grants paid		17,641			17,641
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25		28,293	6,426	0	21,867
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-2,803			
b Net investment income (if negative, enter -0-)			18,770		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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2013 APR 16 2014

2013 MAY 07 2014

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	16,638	19,862	19,862
	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)	296,359		
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	187,623	478,576	546,678
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	500,620	498,438	566,540
Net Assets or Fund Balances	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		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	500,620	498,438	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	500,620	498,438	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	500,620	498,438	

**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	500,620
2	Enter amount from Part I, line 27a	2	-2,803
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,762
4	Add lines 1, 2, and 3	4	499,579
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,141
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	498,438

**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 brck warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement					
<b>b</b> See Attached Statement					
<b>c</b> See Attached Statement					
<b>d</b> See Attached Statement					
<b>e</b> See Attached Statement					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2</b> Capital gain net income or (net capital loss) <i>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</i>			<b>2</b>	14,132	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <i>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</i>			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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	31,317	535,479	0 058484
2011	23,521	548,658	0 042870
2010	11,653	508,778	0 022904
2009	0	429,985	0 000000
2008	0	491,119	0 000000

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 124258
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 024852
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	549,572
<b>5</b> Multiply line 4 by line 3	<b>5</b>	13,658
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	188
<b>7</b> Add lines 5 and 6	<b>7</b>	13,846
<b>8</b> Enter qualifying distributions from Part XII, line 4 <i>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.</i>	<b>8</b>	21,867

**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)
- 1      188
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b
- 2      0
- c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).
- 3      188
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-
- 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-
- 6 Credits/Payments:
- a 2013 estimated tax payments and 2012 overpayment credited to 2013      6a      188
- 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      188
- 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      0
- 11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►      Refunded ►      11      0

**Part VII-A Statements Regarding Activities**

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?      1a      X
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?      1b      X
- 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*
- c Did the foundation file Form 1120-POL for this year?      1c      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?  
*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?      4a      X
- b If "Yes," has it filed a tax return on Form 990-T for this year?      4b      N/A
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*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?      6      X
- 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      7      X
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA  
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation      8b      X
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV      9      X
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses      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		► X
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

**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"/>		
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?		
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)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

**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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	► <input type="checkbox"/>	5b N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	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, I	TRUSTEE	4 00	8,350	
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**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000				► 0

**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		
.....		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>	.....	►

**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	.....	.....
3	All other program-related investments. See instructions	.....
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	539,187
b	Average of monthly cash balances	1b	18,754
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	557,941
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	557,941
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,369
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	549,572
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	27,479

**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	27,479
2a	Tax on investment income for 2013 from Part VI, line 5	2a	188
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	188
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,291
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,291
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	27,291

**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	21,867
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	21,867
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	188
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		21,679

**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 . . . . .				27,291
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .			17,641	
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: ► \$ 21,867			17,641	
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
c Treated as distributions out of corpus (Election required—see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				4,226
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				23,065
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 . . . . .				0
	Subtract line 2d from line 2c . . . . .				0
3	Complete 3a, b, or c for the alternative test relied upon.				
a	"Assets" alternative test—enter:				
(1)	Value of all assets . . . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				0
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				0
(3)	Largest amount of support from an exempt organization . . . . .				0
(4)	Gross investment income . . . . .				0

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

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 17,641
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	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	25,490	0
13 Total. Add line 12, columns (b), (d), and (e)			13		25,490
(See worksheet in line 13 instructions to verify calculations.)					

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



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

INGLIS HOUSE

**Street**

2600 BELMONT AVENUE

<b>City</b> PHILADELPHIA	<b>State</b> PA	<b>Zip Code</b> 19131	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT	<b>Amount</b> 17,641
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Part I, Line 6 (900-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cos of Improvements	Depreciation	Totals			
													Capital Gains/Losses Other Sales	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
1 X	DODGE & COX INCOME FD CO	236210105			2/11/2013		7/10/2013	7,266		7,504			0	187,447	0	14,132
2 X	DREYFUS EMG MKT DEBT LO	261980494			8/28/2011		2/7/2013	3,459	3,394				0	0	0	0
3 X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		2/7/2013	491	459				0	0	0	0
4 X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		6,182	8,435				0	0	0	0	32
5 X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		10/10/2013	100	102				0	0	0	-253
6 X	JP MORGAN MDC CAP VALUE	33912818100			2/11/2013		7/10/2013	999	901				0	0	0	-22
7 X	GATEWAY FUND - Y #1986	367629884			8/10/2012		7/10/2013	13,995	13,583				0	0	0	90
8 X	GATEWAY FUND - Y #1986	367629884			2/11/2013		7/10/2013	5,408	5,344				0	0	0	312
9 X	HARBOR CAPITAL APRTN	411511504			2/11/2013		7/10/2013	10,446	9,926				0	0	0	65
10 X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		2/7/2013	8,622	10,441				0	0	0	-1,819
11 X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	5,533	7,174				0	0	0	-213
12 X	HARBOR CAPITAL APRTN	411511504			5/25/2011		10/9/2013	1,879	1,441				0	0	0	438
13 X	HARBOR CAPITAL APRTN	411511504			5/25/2011		12/26/2013	3,456	2,375				0	0	0	1,081
14 X	SHARES CORE S & P 500 EFT	484287200			8/9/2012		7/10/2013	912	844				0	0	0	68
15 X	SHARES CORE S & P 500 EFT	484287200			8/24/2011		7/10/2013	10,945	7,744				0	0	0	3,201
16 X	SHARES CORE S & P 500 EFT	484287200			8/9/2012		12/26/2013	740	552				0	0	0	178
17 X	SHARES CORE S & P 500 EFT	484287200			11/19/2012		2/7/2013	7,459	6,378				0	0	0	871
18 X	SHARES RUSSELL 2000 GRO	484287648			12/19/2012		2/7/2012	7,147	6,675				0	0	0	472
19 X	KALMAR GR W/VAL SM CAP	483438305			2/11/2013		12/26/2013	1,783	1,328				0	0	0	454
20 X	KEELEY SMALL CAP VAL FD	4873030808			5/10/2010		7/10/2013	5,602	4,466				0	0	0	1,116
21 X	KEELEY SMALL CAP VAL FD	4873030808			5/10/2012		12/26/2013	393	255				0	0	0	138
22 X	KEELEY SMALL CAP VAL FD	4873030808			12/17/2010		12/26/2013	539	346				0	0	0	193
23 X	LAUDIS MONDRIAN INTL F/H	518955Q55			2/14/2012		2/7/2013	909	964				0	0	0	-55
24 X	LAUDIS MONDRIAN INTL F/H	518955Q55			10/20/2011		2/7/2013	399	443				0	0	0	444
25 X	MFS VALUE FUND CLASS #8	552983694			5/10/2012		7/10/2013	1,411	1,132				0	0	0	279
26 X	MFS VALUE FUND CLASS #8	552983694			7/12/2013		10/9/2013	5,274	5,492				0	0	0	-188
27 X	MFS VALUE FUND CLASS #8	552983694			8/26/2011		7/10/2013	1,485	1,146				0	0	0	339
28 X	MFS VALUE FUND CLASS #8	552983694			8/26/2011		12/26/2013	2,735	1,882				0	0	0	873
29 X	MFS VALUE FUND CLASS #8	552983694			7/12/2013		10/9/2013	1,713	1,647				0	0	0	66
30 X	CREDIT SUISSE COMM RET'S	22544R05			8/26/2011		10/9/2013	4,963	6,360				0	0	0	-1,927
31 X	DIAMOND HILL LONG-SHORT	252845833			10/20/2011		7/10/2013	4,418	3,456				0	0	0	962
32 X	DODGE & COX INTL STOCK F	256206103			9/26/2008		7/10/2013	1,600	1,512				0	0	0	88
33 X	DODGE & COX INTL STOCK F	256206103			9/26/2008		10/9/2013	1,682	1,477				0	0	0	205
34 X	DODGE & COX INTL STOCK F	256206103			9/26/2008		12/26/2013	1,230	1,020				0	0	0	210
35 X	MFS VALUE FUND CLASS #8	552983694			2/11/2013		7/10/2013	6,317	3,887				0	0	0	420
36 X	MFS VALUE FUND CLASS #8	552983694			5/25/2011		7/10/2013	2,814	2,247				0	0	0	567
37 X	MFS VALUE FUND CLASS #8	552983694			5/25/2011		12/26/2013	1,860	1,210				0	0	0	450
38 X	OPPENHEIMER DEVELOPING	6833974505			5/25/2011		10/9/2013	3,892	3,703				0	0	0	189
39 X	OPPENHEIMER DEVELOPING	6833974505			11/19/2012		2/7/2013	30,146	31,564				0	0	0	-1,116
40 X	PIMCO TOTAL RET FD INST #	693398700			8/10/2012		7/10/2013	7,352	7,516				0	0	0	-164
41 X	PIMCO TOTAL RET FD INST #	693398700			5/10/2012		7/10/2013	2,417	2,592				0	0	0	-175
42 X	PIMCO TOTAL RET FD INST #	693398700			8/26/2011		7/10/2013	1,209	4,438				0	0	0	-229
43 X	PIMCO FOREIGN BD FUND	6933980882			10/20/2011		7/10/2013	1,215	1,136				0	0	0	19
44 X	PIMCO FOREIGN BD FUND	6933980882			5/25/2011		2/7/2013	69	68				0	0	0	1
45 X	RIDGEWORTH SIX-HY BD-1#	766287845			8/26/2011		2/7/2013	3,638	3,345				0	0	0	293
46 X	VANGUARD FTE EMERGING	922042858			12/17/2010		10/9/2013	3,891	4,476				0	0	0	-585
47 X	VANGUARD RET VIFER	922908553			11/19/2012		7/10/2013	209	186				0	0	0	23
48 X	VANGUARD RET VIFER	922908553			12/17/2010		7/10/2013	348	258				0	0	0	90

**Part I, Line 16a (990-PF) - Legal Fees**

		1,539	0	0	1,539
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEE	648			648
2	NON ALLOCABLE LEGAL FEES	891			891

**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 18 (990-PF) - Taxes**

		163	163	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	163	163		

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

				0	478,576	546,678
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	FMV End of Year
1				0	0	0
2	HARBOR CAPITAL APPRETION-INST 2012		0	24,883	37,896	
3	MERGER FD SH BEN INT 260		0	16,331	16,469	
4	PIMCO TOTAL RET FD-INST 35		0	37,985	39,182	
5	PIMCO FOREIGN BD FD USD H-INST 103		0	10,185	10,922	
6	T ROWE PRICE SHORT TERM BD FD 55		0	28,493	28,329	
7	ARTISAN MID CAP FUND-INSTL 1333		0	17,941	22,335	
8	FID ADV EMER MKTS INC- CL 1607		0	8,498	8,354	
9	ARTISAN INTERNATIONAL FUND 661		0	17,333	25,821	
10	DODGE & COX INCOME FD COM 147		0	36,111	39,720	
11	ISHARES S & P 500 INDEX FUND		0	7,269	10,396	
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	12,598	11,082	
13	EATON VANCE GLOBAL MACRO - I		0	5,464	5,333	
14	DODGE & COX INT'L STOCK FD 1048		0	15,833	25,720	
15	MFS VALUE FUND-CLASS I 893		0	17,610	25,600	
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	19,814	19,357	
17	DRIEHAUS ACTIVE INCOME FUND		0	28,124	28,490	
18	JP MORGAN MID CAP VALUE-I 758		0	10,151	15,127	
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	17,039	16,935	
20	VANGUARD REIT VIPER		0	15,863	19,368	
21	VANGUARD EMERGING MARKETS ETF		0	19,885	18,719	
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	17,424	18,945	
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	17,676	19,652	
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	8,756	11,776	
25	RIDGEWORTH SEIX HY BD-I 5855		0	26,864	27,676	
26	KALMAR GR W/ VAL SM CAP-INS#4		0	7,989	10,555	
27	CREDIT SUISSE COMM RT ST-CO 2156		0	25,576	22,236	
28	KEELEY SMALL CAP VAL FD CL I 2251		0	6,881	10,683	

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

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

1	Mutual Fund & CTF Income Additions	1	1,702
2	Federal Excise Tax Refund	2	60
3	Total . . . . .	3	1,762

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

1	Mutual Fund & CTF Income Subtraction	1	816
2	PY Return of Capital Adjustment	2	215
3	Cost Basis Adjustment	3	110
4	Total . . . . .	4	1,141

Long Term CG Distributions	Amount	5,315	Short Term CG Distributions	0	195,644	0	0	0	187,447	6,197
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	F MV as of 12/31/13	Gains or Losses
1 DODGE & COX INCOME FD COM #1197	2552610105	-----	2/1/2013	7/10/2013	7,266	-----	0	7,504	238	-238
2 DREYFUS ENG MKT DEBT LOC C11860	26190094	-----	2/8/2011	2/7/2013	3,459	-----	0	3,394	65	-65
3 DREYFUS ENG MKT DEBT LOC C11862	26190094	-----	2/4/2011	2/7/2013	481	-----	0	459	23	-23
4 DREYFUS ENG MKT DEBT LOC C11863	26190094	-----	8/1/2012	10/1/2013	8,102	-----	0	8,435	233	-233
5 DREYFUS ENG MKT DEBT LOC C11864	26190094	-----	2/1/2011	7/10/2013	100	-----	0	102	2	-2
6 JP MORGAN MKT DEBT LOC #17585	3391128100	-----	2/1/2013	-----	939	-----	0	901	98	-98
7 GATEWAY FUND Y #1688	387828884	2/1/2012	7/10/2013	13,895	-----	0	13,583	312	0	312
8 GATEWAY FUND Y #1688	387828884	2/1/2013	7/10/2013	5,408	-----	0	5,344	64	0	64
9 HARBOR CAPITAL APTRCTN-INST #20	411511504	2/1/2013	7/10/2013	10,746	-----	0	9,926	820	0	820
10 HUSSMAN STRATEGIC GROWTH FUND	448108100	10/10/2011	3/7/2013	8,622	-----	0	10,441	-1,819	0	-1,819
11 HUSSMAN STRATEGIC GROWTH FUND	448108100	2/1/2012	7/10/2013	1,533	-----	0	1,746	-213	0	-213
12 HARBOR CAPITAL APTRCTN-INST #20	411511504	10/9/2011	12/26/2013	3,457	-----	0	1,441	438	0	438
13 HARBOR CAPITAL APTRCTN-INST #20	411511504	5/25/2011	12/26/2013	3,457	-----	0	2,375	1,081	0	1,081
14 ISHARES CORE S & P 500 ETF	484287200	2/7/2012	7/10/2013	912	-----	0	844	68	0	68
15 ISHARES CORE S & P 500 ETF	484287200	8/24/2011	7/10/2013	10,945	-----	0	7,744	3,201	0	3,201
16 ISHARES CORE S & P 500 ETF	484287200	8/24/2011	12/26/2013	740	-----	0	582	178	0	178
17 ISHARES RUSSELL 2000 GROWTH	484287404	11/16/2012	2/7/2013	7,239	-----	0	6,278	971	0	971
18 ISHARES RUSSELL 2000 GROWTH	484287404	12/19/2012	2/7/2013	7,147	-----	0	6,615	472	0	472
19 KALMAR GR VAL SIM CAIMS #44	484349305	2/1/2013	12/26/2013	1,783	-----	0	1,329	454	0	454
20 KEELEY SMALL CAP VAL FD CL #11251	487200908	12/17/2010	2/7/2013	5,602	-----	0	4,486	1,116	0	1,116
21 KEELEY SMALL CAP VAL FD CL #11251	487200908	5/10/2012	12/26/2013	333	-----	0	255	138	0	138
22 KEELEY SMALL CAP VAL FD CL #11251	487200908	12/17/2010	12/26/2013	539	-----	0	346	193	0	193
23 LAUDUS MUNDRAUM INT'L INST #294	519550055	2/1/2012	2/7/2013	909	-----	0	984	-55	0	-55
24 LAUDUS MUNDRAUM INT'L INST #294	519550055	10/5/2012	2/7/2013	339	-----	0	443	44	0	44
25 MFS VALUE FUND-CLASS #893	552983594	5/1/2012	7/10/2013	1,411	-----	0	1,132	279	0	279
26 ARTISAN INTERNATIONAL FUND #48100	562620000	5/1/2013	10/9/2013	5,274	-----	0	5,462	-188	0	-188
27 ARTISAN INTERNATIONAL FUND #48100	562620000	5/2/2011	7/10/2013	1,485	-----	0	1,146	339	0	339
28 ARTISAN MID CAP FUND #18251	562620000	5/1/2012	12/26/2013	735	-----	0	1,652	873	0	873
29 ARTISAN MID CAP FUND #18251	562620000	12/17/2010	12/26/2013	519	-----	0	1,647	66	0	66
30 CREDIT SUISSE COM RET ETI #12159	562620005	7/1/2012	10/9/2013	1,713	-----	0	6,390	-1,397	0	-1,397
31 DIAWELL HILL LONG-SHOT FD CL #11251	562620033	10/5/2012	10/9/2013	4,963	-----	0	3,558	922	0	922
32 DODGE & COX INT'L STOCK FD #1088	562620063	9/7/2012	7/10/2013	4,418	-----	0	1,512	388	0	388
33 DODGE & COX INT'L STOCK FD #1088	562620063	10/9/2012	10/9/2013	1,600	-----	0	1,477	205	0	205
34 DODGE & COX INT'L STOCK FD #1088	562620063	9/26/2012	12/26/2013	1,230	-----	0	1,020	210	0	210
35 MFS VALUE FUND #893	552983594	2/1/2013	7/10/2013	3,317	-----	0	3,897	-420	0	-420
36 MFS VALUE FUND CLASS #893	552983594	5/25/2011	7/10/2013	2,814	-----	0	2,247	567	0	567
37 MFS VALUE FUND CLASS #893	552983594	5/25/2011	12/26/2013	1,660	-----	0	1,210	450	0	450
38 OPPENHEIMER DEVELOPING MKT-#7	683971405	5/25/2011	7/10/2013	3,892	-----	0	3,703	189	0	189
39 PIMCO TOTAL RET FD INST #35	683970000	11/19/2012	2/7/2013	30,448	-----	0	31,584	-116	0	-116
40 PIMCO TOTAL RET FD INST #35	683970000	8/10/2012	7/10/2013	7,352	-----	0	7,516	-164	0	-164
41 PIMCO TOTAL RET FD INST #35	683970000	8/10/2012	7/10/2013	2,417	-----	0	2,592	-175	0	-175
42 PIMCO TOTAL RET FD INST #35	683970000	8/10/2012	7/10/2013	4,209	-----	0	4,438	-229	0	-229
43 PIMCO FOREIGN ED FUND HANS #1	693390092	5/26/2011	2/7/2013	1,215	-----	0	1,198	19	0	19
44 PIMCO FOREIGN ED FUND HANS #1	693390092	10/4/2011	2/7/2013	63	-----	0	63	63	0	63
45 RIDGEWORTH IXIX HYD-#15855	69217945	12/17/2010	10/9/2013	3,891	-----	0	3,345	293	0	293
46 VANGUARD TSE HYD-#15855	92204258	12/17/2010	10/9/2013	4,476	-----	0	4,476	-585	0	-585
47 VANGUARD RET VPER	922080853	12/17/2010	7/10/2013	348	-----	0	258	90	0	90

**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
												8.350
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	8.350	8.350	0	0

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

	Date	Amount
1 Credit from prior year return . . . . .	1	188
2 First quarter estimated tax payment . . . . .	2	
3 Second quarter estimated tax payment . . . . .	3	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	
<b>7 Total . . . . .</b>	<b>7</b>	<b>188</b>

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1 Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	17,641
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
<b>10 Total</b>	<b>10</b>	<b>17,641</b>