Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
BARTLETT FDN

A Employer identification number
23-6567275

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

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

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

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

C If exemption application is pending, check here ▶☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,177,548

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	43,166	42,055		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	51,689			
b	Gross sales price for all assets on line 6a 764,613				
7	Capital gain net income (from Part IV, line 2)		51,689		
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	94,855	93,744	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	32,831	24,623		8,208
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)	718			718
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,373	615		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	36,522	25,238	0	9,526
25	Contributions, gifts, grants paid	82,400			82,400
26	**Total expenses and disbursements.** Add lines 24 and 25	118,922	25,238	0	91,926
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-24,067			
b	**Net investment income** (if negative, enter -0-)		68,506		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	96,089	70,144	70,144
	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)	1,074,868		
	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)	724,636	1,803,427	2,107,405
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ 7MS045539 FILE CABINETS)	1	1	1
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,895,594	1,873,572	2,177,550
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,895,594	1,873,572	
	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)	1,895,594	1,873,572	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,895,594	1,873,572	

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	1,895,594
2	Enter amount from Part I, line 27a	2	-24,067
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITIONS	3	6,425
4	Add lines 1, 2, and 3	4	1,877,952
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,380
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,873,572

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	742,249		713,534	29,325
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				29,325
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** 51,689

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	93,391	1,973,956	0 047312
2011	79,089	1,936,163	0 040848
2010	93,822	1,810,782	0 051813
2009	109,054	1,591,752	0 068512
2008	90,900	1,953,817	0.046524

2	**Total** of line 1, column (d) . . .	2	0 255009
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	0.051002
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . .	4	2,107,064
5	Multiply line 4 by line 3 . . .	5	107,464
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	685
7	Add lines 5 and 6 . . .	7	108,149
8	Enter qualifying distributions from Part XII, line 4 . . .	8	91,926

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	1	1,370
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,370
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,370
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,795		
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	1,795
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	425
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 425 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *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)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ 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? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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? ☐ Yes ☒ 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	32,831		

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	2,060,251
b	Average of monthly cash balances	1b	78,900
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,139,151
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	2,139,151
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	32,087
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,107,064
6	**Minimum investment return.** Enter 5% of line 5	6	105,353

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	105,353
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,370		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,370
3	Distributable amount before adjustments Subtract line 2c from line 1			3	103,983
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	103,983
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	103,983

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	91,926
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	91,926
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,926

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				103,983
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			19,913	
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: ▶ $ 91,926				
a	Applied to 2012, but not more than line 2a			19,913	
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				72,013
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				31,970
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				82,400
b *Approved for future payment*				
NONE				
Total ▶ 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			14	43,166	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	51,689	
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		94,855	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 94,855

(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

			Yes	No
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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
SVP Wells Fargo Bank N.A.	3/24/2014	SVP Wells Fargo Bank N A

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		3/24/2014		P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777 — Phone no 412-355-6000

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

Recipient(s) paid during the year

Name					
BERKS VISITING NURSE ASSOCIATION INC					
Street 1170 BERKSHIRE BLVD					
City WYOMISSING		**State** PA	**Zip Code** 19610	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 5,000

Name					
PLANNED PARENTHOOD OF NORTHEAST & MID-PENN					
Street PO BOX 813					
City TREXLERTOWN		**State** PA	**Zip Code** 18087	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 1,000

Name					
SALVATION ARMY					
Street 4200 WISSAHICKON AVENUE					
City PHILADELPHIA		**State** PA	**Zip Code** 19129	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 4,000

Name					
AARON'S ACRES					
Street 102 WHITE OAK DRIVE					
City LANCASTER		**State** PA	**Zip Code** 17601	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 6,000

Name					
MAKE-A-WISH FOUNDATION OF GREATER PA & SOUTHERN WV					
Street 707 GRANT STREET, SUITE 305					
City PITTSBURGH		**State** PA	**Zip Code** 15219	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 3,900

Name					
GOOD SHEPHERD REHABILITATION NETWORK					
Street 850 SOUTH 5TH STREET					
City ALLENTOWN		**State** PA	**Zip Code** 18103	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 5,000

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

Recipient(s) paid during the year

Name	BERKS ENCORE
Street	40 N 9TH ST
City	READING
State	PA
Zip Code	19601
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	5,000

Name	OPPORTUNITY HOUSE
Street	430 NORTH 2ND STREET
City	READING
State	PA
Zip Code	19512
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	3,000

Name	SPECIAL OLYMPICS PENNSYLVANIA INC
Street	2570 BLVD OF GENERALS, SUITE 124
City	NORRISTOWN
State	PA
Zip Code	19403
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	4,000

Name	REIKICATS HAVEN
Street	661 RIDGE ROAD
City	SHOEMAKERSVILLE
State	PA
Zip Code	19555
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	6,500

Name	YOCUM INSTITUTE FOR ARTS EDUCATION
Street	1100 BELMONT AVE
City	WYOMISSING
State	PA
Zip Code	19610
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	3,500

Name	AMERICAN RED CROSS-BERKS COUNTY CHAPTER
Street	701 CENTRE AVE
City	READING
State	PA
Zip Code	19601
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	2,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
ANIMAL RESCUE LEAGUE OF BERKS COUNTY	PO BOX 69	MOHNTON	PA	19540		NONE	PC	GENERAL SUPPORT GRANT	3,000
BERKS COUNTY ASSOCIATION FOR THE BLIND	2020 HAMDEN BLVD	READING	PA	19604		NONE	PC	GENERAL SUPPORT GRANT	6,000
CAMP FIRE USA - ADAHI COUNCIL	172 HARTZ STORE RD	MOHNTON	PA	19540		NONE	PC	GENERAL SUPPORT GRANT	4,000
CHILDREN'S HOME OF READING	1010 CENTRE AVE	READING	PA	19601		NONE	PC	GENERAL SUPPORT GRANT	5,000
GREATER BERKS FOOD BANK	1011 TUCKERTON COURT	READING	PA	19605		NONE	PC	GENERAL SUPPORT GRANT	500
KEYSTONE BLOOD CENTER	1465 VALLEY CENTER PKWY	BETHLEHEM	PA	18017		NONE	PC	GENERAL SUPPORT GRANT	2,000

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

Recipient(s) paid during the year

Name					
HUMANE SOCIETY OF BERKS COUNTY					
Street					
P.O. BOX 69					
City		**State**	**Zip Code**	**Foreign Country**	
MOHNTON		PA	19540		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					3,000

Name					
PENNSYLVANIA FRIENDS OF AGRICULTURE FOUNDATION					
Street					
PO BOX 8736					
City		**State**	**Zip Code**	**Foreign Country**	
CAMP HILL		PA	17001		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
READING SYMPHONY ORCHESTRA					
Street					
147 N 5TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
READING		PA	19601		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	22,364
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	764,613	712,924	51,689
Other sales	0	0	0

	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 Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	SEE ATTACHED							742,249	713,534				610	29,325

Wells Fargo

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

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
							Loss Disallowed		
261980494	DREYFUS EMG MKT DEBT LOC C-I 6083								
Sold		07/18/13	230	3,275.20					
Acq		08/03/12	230	3,275 20	3,371 80	3,275 20	-96 60	0.00	S
							96 60		
		Total for 7/18/2013			3,371 80	3,275 20	-96.60	0.00	
							96 60		
922042858	VANGUARD EMERGING MARKETS ETF								
Sold		07/18/13	121	4,807 25					
Acq		02/07/13	121	4,807 25	5,321 05	4,807 25	-513 80	0 00	S
							513 80		
		Total for 7/18/2013			5,321 05	4,807 25	-513 80	0.00	
							513 80		
					8,692 85	8,082 45	-610.40	0 00	
							610 40		

Total Proceeds (Wash Sales Only):

8,082 45

	Fed	State	Loss Disallowed
S/T Gain/Loss	-610 40	0 00	610 40
L/T Gain/Loss	0.00	0 00	0 00

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)

BARTLETT FDN

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
00203H859	AQR MANAGED FUTURES STR-I								
Sold		10/09/13	2066.028	20,309 06					
Acq		07/12/13	2066 028	20,309 06	21,032 16	21,032 16	-723.10	-723.10	S
		Total for 10/9/2013			21,032.16	21,032.16	-723.10	-723.10	
04314H204	ARTISAN INTERNATIONAL FUND 661								
Sold		07/10/13	328	8,698 56					
Acq		12/30/11	169.007	4,482 07	3,351 41	3,351 41	1,130 66	1,130 66	L
Acq		02/11/13	158.993	4,216 49	4,046 38	4,046 38	170.11	170.11	S
		Total for 7/10/2013			7,397 79	7,397 79	1,300.77	1,300.77	
04314H204	ARTISAN INTERNATIONAL FUND 661								
Sold		07/18/13	123	3,354 21					
Acq		12/30/11	91.356	2,491 28	1,811 59	1,811 59	679 69	679 69	L
Acq		08/04/09	14.552	396 83	273 29	273 29	123 54	123 54	L
Acq		11/23/11	17.092	466 10	324 41	324 41	141 69	141 69	L
		Total for 7/18/2013			2,409 29	2,409 29	944 92	944 92	
04314H204	ARTISAN INTERNATIONAL FUND 661								
Sold		10/09/13	92	2,577 84					
Acq		08/04/09	92	2,577 84	1,727.76	1,727 76	850 08	850 08	L
		Total for 10/9/2013			1,727.76	1,727.76	850 08	850.08	
04314H600	ARTISAN MID CAP FUND-INSTL 1333								
Sold		07/18/13	54	2,533 68					
Acq		07/12/13	54	2,533 68	2,540 69	2,540 69	-7 01	-7 01	S
		Total for 7/18/2013			2,540.69	2,540 69	-7 01	-7.01	
04314H600	ARTISAN MID CAP FUND-INSTL 1333								
Sold		10/09/13	121	5,922.95					
Acq		04/10/12	51 346	2,513 39	2,038 44	2,038.44	474 95	474.95	L
Acq		07/12/13	69 654	3,409 56	3,277 21	3,277.21	132 35	132 35	S
		Total for 10/9/2013			5,315 65	5,315 65	607 30	607 30	
22544R305	CREDIT SUISSE COMM RT ST-CO 2156								
Sold		10/09/13	2884	21,110.88					
Acq		10/24/11	2625.313	19,217 29	22,551 44	22,551.44	-3,334 15	-3,334 15	L
Acq		12/03/12	258 687	1,893 59	2,139 34	2,139 34	-245 75	-245 75	S
		Total for 10/9/2013			24,690 78	24,690 78	-3,579 90	-3,579.90	
25264S833	DIAMOND HILL LONG-SHORT FD CL I 11								
Sold		07/10/13	760	15,914 40					
Acq		12/30/11	496 368	10,393 95	8,403 50	8,403 50	1,990 45	1,990 45	L
Acq		02/14/12	263 632	5,520 45	4,695 28	4,695 28	825 17	825 17	L
		Total for 7/10/2013			13,098 78	13,098 78	2,815 62	2,815 62	

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)
BARTLETT FDN
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
256206103	DODGE & COX INT'L STOCK FD 1048								
Sold		07/10/13	212	7,886.40					
Acq		02/11/13	88 317	3,285.39	3,187.36	3,187.36	98 03	98 03	S
Acq		02/14/12	123.683	4,601.01	3,945 49	3,945 49	655 52	655 52	L
			Total for 7/10/2013		7,132 85	7,132.85	753 55	753 55	
256206103	DODGE & COX INT'L STOCK FD 1048								
Sold		07/18/13	102	3,921 90					
Acq		10/24/11	57 814	2,222 95	1,841 38	1,841 38	381 57	381 57	L
Acq		02/14/12	44.186	1,698 95	1,409 53	1,409.53	289 42	289.42	L
			Total for 7/18/2013		3,250 91	3,250.91	670.99	670.99	
256206103	DODGE & COX INT'L STOCK FD 1048								
Sold		10/09/13	113	4,525 65					
Acq		10/24/11	113	4,525 65	3,599 05	3,599 05	926 60	926.60	L
			Total for 10/9/2013		3,599.05	3,599.05	926 60	926.60	
256210105	DODGE & COX INCOME FD COM 147								
Sold		07/10/13	2183	29,317 69					
Acq		02/11/13	2183	29,317 69	30,278 21	30,278 21	-960 52	-960 52	S
			Total for 7/10/2013		30,278.21	30,278 21	-960 52	-960 52	
256210105	DODGE & COX INCOME FD COM 147								
Sold		07/18/13	156	2,112 24					
Acq		02/11/13	156	2,112 24	2,163.72	2,163 72	-51 48	-51.48	S
			Total for 7/18/2013		2,163.72	2,163 72	-51 48	-51 48	
261980494	DREYFUS EMG MKT DEBT LOC C-I 6083								
Sold		02/07/13	841	13,027 09					
Acq		10/24/11	841	13,027 09	11,807 64	11,807 64	1,219.45	1,219 45	L
			Total for 2/7/2013		11,807 64	11,807 64	1,219.45	1,219 45	
261980494	DREYFUS EMG MKT DEBT LOC C-I 6083								
Sold		10/10/13	2134	30,366 82					
Acq		08/03/12	1986 873	28,273 20	29,127.56	29,127 56	-854.36	-854 36	L
Acq		07/28/12	147 127	2,093 62	2,123.04	2,123 04	-29.42	-29 42	L
			Total for 10/10/2013		31,250.60	31,250 60	-883.78	-883.78	
339128100	JP MORGAN MID CAP VALUE-I 758								
Sold		07/10/13	129	4,296 99					
Acq		02/11/13	129	4,296 99	3,873 87	3,873.87	423 12	423 12	S
			Total for 7/10/2013		3,873.87	3,873 87	423 12	423 12	
339128100	JP MORGAN MID CAP VALUE-I 758								
Sold		07/18/13	63	2,141 37					
Acq		02/11/13	8 889	302 14	266 94	266.94	35 20	35 20	S
Acq		02/14/12	54 111	1,839 23	1,370 63	1,370 63	468 60	468 60	L
			Total for 7/18/2013		1,637 57	1,637 57	503 80	503 80	

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)
BARTLETT FDN
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
367829884	GATEWAY FUND - Y 1986								
Sold		07/10/13	2671 332	74,904.15					
Acq		08/03/12	1847.927	51,815.87	50,411.44	50,411 44	1,404.43	1,404.43	S
Acq		02/11/13	823 405	23,088 28	22,816 56	22,816.56	271 72	271 72	S
		Total for 7/10/2013			73,228.00	73,228 00	1,676.15	1,676 15	
411511504	HARBOR CAPITAL APRCTION-INST 2012								
Sold		07/10/13	890	42,889 10					
Acq		02/11/13	890	42,889 10	39,613.89	39,613 89	3,275.21	3,275 21	S
		Total for 7/10/2013			39,613 89	39,613 89	3,275.21	3,275 21	
411511504	HARBOR CAPITAL APRCTION-INST 2012								
Sold		07/18/13	82	4,045 88					
Acq		08/03/12	58.296	2,876 32	2,396.54	2,396 54	479.78	479.78	S
Acq		02/11/13	23.704	1,169 56	1,055.06	1,055 06	114 50	114.50	S
		Total for 7/18/2013			3,451 60	3,451 60	594.28	594 28	
411511504	HARBOR CAPITAL APRCTION-INST 2012								
Sold		10/09/13	124	6,297 96					
Acq		08/03/12	29 081	1,477 02	1,195 52	1,195 52	281 50	281 50	L
Acq		06/14/06	94 919	4,820.94	2,794 41	2,794 41	2,026 53	2,026.53	L
		Total for 10/9/2013			3,989 93	3,989.93	2,308 03	2,308 03	
448108100	HUSSMAN STRATEGIC GROWTH FUND 601								
Sold		02/07/13	3564 793	37,180 79					
Acq		12/30/11	1678 198	17,503 60	20,860 00	20,860 00	-3,356.40	-3,356 40	L
Acq		10/24/11	192 595	2,008 77	2,418 99	2,418 99	-410 22	-410 22	L
Acq		02/14/12	1694	17,668 42	20,124 72	20,124 72	-2,456.30	-2,456.30	S
		Total for 2/7/2013			43,403 71	43,403 71	-6,222 92	-6,222.92	
464287200	ISHARES S & P 500 INDEX FUND								
Sold		07/10/13	269	44,609.16					
Acq		05/13/10	269	44,609.16	31,655 06	31,655 06	12,954 10	12,954.10	L
		Total for 7/10/2013			31,655 06	31,655 06	12,954 10	12,954 10	
464287648	ISHARES RUSSELL 2000 GROWTH								
Sold		02/07/13	543	55,439 98					
Acq		11/19/12	268	27,362 64	24,076 50	24,076 50	3,286 14	3,286 14	S
Acq		12/19/12	275	28,077.34	26,223 83	26,223 83	1,853 51	1,853.51	S
		Total for 2/7/2013			50,300.33	50,300 33	5,139.65	5,139 65	
483438206	KALMAR GR W/VAL SM CAP FD 2								
Sold		07/18/13	106	2,127 42					
Acq		02/11/13	106	2,127 42	1,828 50	1,828 50	298.92	298 92	S
		Total for 7/18/2013			1,828.50	1,828 50	298 92	298.92	
487300808	KEELEY SMALL CAP VAL FD CL I 2251								
Sold		02/07/13	642	19,979 04					
Acq		10/24/11	583 543	18,159.86	13,900 00	13,900 00	4,259 86	4,259.86	L

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)
BARTLETT FDN
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
487300808	KEELEY SMALL CAP VAL FD CL I 2251								
	Sold	02/07/13	642	19,979.04					
	Acq	12/30/11	58.457	1,819 18	1,364 39	1,364 39	454 79	454.79	L
			Total for 2/7/2013		15,264 39	15,264 39	4,714.65	4,714 65	
51855Q655	LAUDUS MONDRIAN INTL FI-INST 2940								
	Sold	02/07/13	322	3,567 76					
	Acq	02/14/12	318 981	3,534 31	3,748 03	3,748 03	-213.72	-213.72	S
	Acq	10/24/11	3 019	33.45	37 53	37 53	-4 08	-4 08	L
			Total for 2/7/2013		3,785 56	3,785 56	-217 80	-217 80	
552983694	MFS VALUE FUND-CLASS I 893								
	Sold	07/10/13	1121	33,955 09					
	Acq	05/10/12	47 925	1,451 65	1,165 06	1,165.06	286 59	286 59	L
	Acq	02/11/13	638.89	19,351.98	17,467 25	17,467 25	1,884 73	1,884 73	S
	Acq	02/14/12	434 185	13,151 46	10,455.18	10,455.18	2,696 28	2,696 28	L
			Total for 7/10/2013		29,087 49	29,087 49	4,867 60	4,867.60	
552983694	MFS VALUE FUND-CLASS I 893								
	Sold	07/18/13	69	2,137 62					
	Acq	02/14/12	69	2,137 62	1,661 52	1,661 52	476 10	476 10	L
			Total for 7/18/2013		1,661.52	1,661.52	476.10	476.10	
683974505	OPPENHEIMER DEVELOPING MKT-Y 788								
	Sold	07/18/13	66	2,295 48					
	Acq	02/11/13	66	2,295 48	2,358.18	2,358 18	-62 70	-62 70	S
			Total for 7/18/2013		2,358 18	2,358 18	-62 70	-62.70	
683974505	OPPENHEIMER DEVELOPING MKT-Y 788								
	Sold	10/09/13	407	14,945 04					
	Acq	02/11/13	407	14,945.04	14,542 11	14,542.11	402 93	402 93	S
			Total for 10/9/2013		14,542.11	14,542.11	402 93	402 93	
693390700	PIMCO TOTAL RET FD-INST 35								
	Sold	02/07/13	12640	141,441 60					
	Acq	11/19/12	10856 615	121,485 52	125,936.73	125,936 73	-4,451 21	-4,451.21	S
	Acq	08/03/12	1783 385	19,956 08	20,419 76	20,419 76	-463.68	-463.68	S
			Total for 2/7/2013		146,356.49	146,356 49	-4,914.89	-4,914 89	
693390700	PIMCO TOTAL RET FD-INST 35								
	Sold	07/10/13	2516	26,845.72					
	Acq	05/10/12	614 961	6,561 63	6,918 31	6,918 31	-356 68	-356 68	L
	Acq	08/03/12	1901.039	20,284 09	21,766 90	21,766 90	-1,482 81	-1,482 81	S
			Total for 7/10/2013		28,685 21	28,685 21	-1,839 49	-1,839 49	
693390700	PIMCO TOTAL RET FD-INST 35								
	Sold	07/18/13	195	2,107 95					
	Acq	05/10/12	195	2,107 95	2,193 75	2,193.75	-85 80	-85 80	L
			Total for 7/18/2013		2,193.75	2,193 75	-85.80	-85.80	

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)
BARTLETT FDN
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
693390882	PIMCO FOREIGN BD FD USD H-INST 103								
Sold		02/07/13	659	7,110.61					
Acq		02/14/12	286.919	3,095 86	3,058 56	3,058.56	37 30	37 30	S
Acq		09/29/06	198.382	2,140 54	2,069 12	2,069 12	71 42	71.42	L
Acq		12/12/12	173 699	1,874 21	1,905.48	1,905 48	-31 27	-31 27	S
			Total for 2/7/2013		7,033 16	7,033 16	77.45	77 45	
76628T645	RIDGEWORTH SEIX HY BD-I 5855								
Sold		02/07/13	1167	11,891 73					
Acq		10/24/11	1167	11,891 73	11,004 81	11,004.81	886 92	886.92	L
			Total for 2/7/2013		11,004.81	11,004 81	886 92	886 92	
76628T645	RIDGEWORTH SEIX HY BD-I 5855								
Sold		07/18/13	208	2,115 36					
Acq		07/12/13	208	2,115 36	2,090 40	2,090 40	24 96	24.96	S
			Total for 7/18/2013		2,090.40	2,090.40	24.96	24 96	
78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL								
Sold		07/18/13	52	2,142 88					
Acq		07/10/13	52	2,142 88	2,093.62	2,093 62	49 26	49 26	S
			Total for 7/18/2013		2,093.62	2,093 62	49 26	49 26	
922042858	VANGUARD EMERGING MARKETS ETF								
Sold		10/09/13	285	11,673 68					
Acq		02/07/13	285	11,673 68	12,533 05	12,533 05	-859.37	-859 37	S
			Total for 10/9/2013		12,533.05	12,533.05	-859 37	-859.37	
922908553	VANGUARD REIT VIPER								
Sold		02/07/13	35	2,397.15					
Acq		12/28/11	35	2,397.15	2,050 79	2,050.79	346 36	346 36	L
			Total for 2/7/2013		2,050.79	2,050.79	346 36	346.36	
922908553	VANGUARD REIT VIPER								
Sold		07/18/13	56	4,047.64					
Acq		02/10/12	56	4,047 64	3,422 28	3,441 81	625 36	605 83	L
			Total for 7/18/2013		3,422.28	3,441 81	625 36	605 83	
					704,841 15	704,860 68	29,325 37	29,305 84	

Total Proceeds:
734,166 52

	Fed	State
S/T Gain/Loss	2,233.28	2,233 28
L/T Gain/Loss	27,092.09	27,072 56

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		718	0	0	718
1	GRANT ADMINISTRATION FEE	718			718

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,373	615	0	0
	Description				
1	FOREIGN TAX WITHHELD	615	615		
2	ESTIMATED EXCISE PAYMENTS	1,758			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			0	1,803,427	2,107,405
1				0	
2	HARBOR CAPITAL APRCTION-INST 2012		0	85,459	160,357
3	MERGER FD SH BEN INT 260		0	62,594	63,331
4	PIMCO TOTAL RET FD-INST 35		0	149,080	147,291
5	PIMCO FOREIGN BD FD USD H-INST 103		0	41,023	42,360
6	T ROWE PRICE SHORT TERM BD FD 55		0	107,016	106,483
7	ARTISAN MID CAP FUND-INSTL 1333		0	67,349	83,970
8	FID ADV EMER MKTS INC- CL I 607		0	31,951	31,410
9	ISHARES S & P 500 INDEX FUND		0	30,839	42,700
10	LAUDUS MONDRIAN INTL FI-INST 2940		0	46,633	42,647
11	EATON VANCE GLOBAL MACRO - I		0	21,032	20,531
12	DODGE & COX INT'L STOCK FD 1048		0	69,241	101,412
13	MFS VALUE FUND-CLASS I 893		0	69,763	102,536
14	DREYFUS EMG MKT DEBT LOC C-I 6083		0	72,195	72,755
15	DRIEHAUS ACTIVE INCOME FUND		0	105,630	107,079
16	JP MORGAN MID CAP VALUE-I 758		0	37,105	55,997
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	63,089	62,705
18	VANGUARD REIT VIPER		0	63,052	72,695
19	ARTISAN INTERNATIONAL FUND 661		0	63,741	103,453
20	DODGE & COX INCOME FD COM 147		0	142,634	149,305
21	VANGUARD EMERGING MARKETS ETF		0	67,426	70,308
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	57,724	71,252
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	59,108	73,542
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	33,936	45,342
25	RIDGEWORTH SEIX HY BD-I 5855		0	101,091	104,036
26	KALMAR GR W/ VAL SM CAP-INS #4		0	34,316	45,315
27	CREDIT SUISSE COMM RT ST-CO 2156		0	93,883	83,572
28	KEELEY SMALL CAP VAL FD CL I 2251		0	26,517	45,021

Part II, Line 15 (990-PF) - Other Assets

		1	1	1
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	7MS045539 FILE CABINETS	1	1	1

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	6,425
2	Total	2	6,425

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

1	COST BASIS ADJUSTMENT	1	528
2	MUTUAL FUND& CTF INCOME SUBTRACTION	2	3,088
3	PY RETURN OF CAPITAL ADJUSTMENT	3	764
4	Total	4	4,380

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

	Amount
Long Term CG Distributions	22,384
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						742,249	0	610	713,534	29,325	0	0	0	29,325
1	Capital Gains Distributions								0	0	0	0	0	0
2	SEE ATTACHED					742,249		610	713,534	29,325	0	0	0	29,325

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
										32,831	0	0
1	Wells Fargo Bank N A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	32,831		

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

		Date		Amount
1	Credit from prior year return		1	37
2	First quarter estimated tax payment	5/7/2013	2	412
3	Second quarter estimated tax payment	6/10/2013	3	449
4	Third quarter estimated tax payment	9/9/2013	4	448
5	Fourth quarter estimated tax payment	12/10/2013	5	449
6	Other payments		6	
7	Total		7	1,795