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Return of Private Foundation

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

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning **, and ending**

Name of foundation FLUCK SADIE TR Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 City or town Winston Salem State NC ZIP code 27101-3818 Foreign country name Foreign province/state/county Foreign postal code			A Employer identification number 23-6647563 B Telephone number (see instructions) (888) 730-4933 C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>				
G Check all that apply <ul style="list-style-type: none"> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change 							
H Check type of organization <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 139,293		J Accounting method <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ 					
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)						
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B						
	3 Interest on savings and temporary cash investments						
	4 Dividends and interest from securities	2,802	2,730				
	5a Gross rents						
	b Net rental income or (loss)						
	6a Net gain or (loss) from sale of assets not on line 10	2,510					
	b Gross sales price for all assets on line 6a	48,766					
	7 Capital gain net income (from Part IV, line 2)		2,510				
	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	5,312	5,240	0				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,743	2,057	686			
	14 Other employee salaries and wages						
	15 Pension plans, employee benefits						
	16a Legal fees (attach schedule)						
	b Accounting fees (attach schedule)						
	c Other professional fees (attach schedule)						
	17 Interest						
	18 Taxes (attach schedule) (see instructions)						
	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.	3,933	2,097	0	1,778		
Add lines 13 through 23							
25 Contributions, gifts, grants paid	4,158			4,158			
26 Total expenses and disbursements. Add lines 24 and 25	8,091	2,097	0	5,936			
27 Subtract line 26 from line 12							
a Excess of revenue over expenses and disbursements	-2,779						
b Net investment income (if negative, enter -0-)		3,143					
c Adjusted net income (if negative, enter -0-)			0				

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	255	374	374
	2	Savings and temporary cash investments	2,659	2,398	2,398
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	122,192	119,703	136,522
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	125,106	122,475	139,294
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 ►)			
	23	Total liabilities (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	125,106	122,475	
	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)	125,106	122,475	
	31	Total liabilities and net assets/fund balances (see instructions)	125,106	122,475	

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	125,106
2	Enter amount from Part I, line 27a	2	-2,779
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME ADDITION	3	431
4	Add lines 1, 2, and 3	4	122,758
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	283
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	122,475

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b See Attached Statement					
c See Attached Statement					
d See Attached Statement					
e See Attached Statement					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a			0		
b			0		
c			0		
d			0		
e			0		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,510	
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	4,788	129,537	0.036962
2011	4,287	131,272	0.032657
2010	3,526	121,977	0.028907
2009	5,725	107,398	0.053306
2008	8,086	131,844	0.061330

- 2** Total of line 1, column (d) 2 0.213162
- 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 0.042632
- 4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 135,361
- 5** Multiply line 4 by line 3 5 5,771
- 6** Enter 1% of net investment income (1% of Part I, line 27b) 6 31
- 7** Add lines 5 and 6 7 5,802
- 8** Enter qualifying distributions from Part XII, line 4 8 5,936

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	31
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2	2	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	31
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	0
6	Credits/Payments:	5	31
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	72
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d	7	72
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	41
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 31 Refunded ► 11	31	10

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

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?	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
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

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

5a	During the year did the foundation pay or incur any amount to:	<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"/>			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? N/A <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A, Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE 4 00	2,743		

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	
	

All other program-related investments See instructions

Total Add lines 1 through 3

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	133,496
b	Average of monthly cash balances	1b	3,926
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	137,422
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	137,422
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,061
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	135,361
6	Minimum investment return. Enter 5% of line 5	6	6,768

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	6,768
2a	Tax on investment income for 2013 from Part VI, line 5	2a	31
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	31
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,737
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,737
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	6,737

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	5,936
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	5,936
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	31
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,905

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				6,737
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5,024	
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 ► \$ 5,936				
a Applied to 2012, but not more than line 2a			5,024	
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				912
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b	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)				5,825
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				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon.				
a	"Assets" alternative test—enter.				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 4,158
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

(See worksheet in line 13 instructions to verify calculations.)

	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		5,312	0
13 Total. Add line 12, columns (b), (d), and (e)		13		5,312	

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

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

Recipient(s) paid during the year

Name

LIFEQUEST FOUNDATION ATTN. HANK KUSSAY

Street

2460 JOHN FRIES HIGHWAY

City QUAKERTOWN	State PA	Zip Code 18951	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,040
--	-----------------

Name

CHILDREN'S DEVELOPMENTAL PROGRAM INC ATTENTION. BETSY NILSEN

Street

POST OFFICE BOX 8

City QUAKERTOWN	State PA	Zip Code 18951	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,040
--	-----------------

Name

UNITED MENNONITE CHURCH ATTENTION. JEAN NESTER

Street

180 THATCHER ROAD

City QUAKERTOWN	State PA	Zip Code 18951	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,039
--	-----------------

Name

ST JOHN'S UCC RICHLANDTOWN ATTENTION. TREASURER

Street

POST OFFICE BOX 356

City RICHLANDTOWN	State PA	Zip Code 18955	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,039
--	-----------------

Name**Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,039
--	-----------------

Name**Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,039
--	-----------------

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

Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Total		Cost Basis and Expenses		Net Gain or Loss			
													Capital Gains/Losses	Other Sales	Gross Sales	Cost Basis	Other Expenses	46256	0	2,510
1 X DODGE & COX INCOME FD C	266210105				2/11/2013	8/26/2011	2/27/2013	1,942	694				-	0	0	0	0	-92	-	-18
2 X DREYFUS ENG MKT DEBT LO	201980094				5/4/2011	5/4/2011	5/12/2013	80	80				-	0	0	0	0	-	5	-
3 X AOR MANAGE FUTURES ST	002034H859				5/4/2011	5/4/2011	10/9/2013	1,299	1,345				-	0	0	0	0	-46	-	-28
4 X ARTISAN INTERNATIONAL FU	04314H204				8/26/2011	8/26/2011	2/7/2013	152	123				-	0	0	0	0	-	0	133
5 X ARTISAN INTERNATIONAL EU	04314H204				8/26/2011	8/26/2011	7/10/2013	583	450				-	0	0	0	0	-	0	90
6 X ARTISAN MID CAP FUND-INS	04314H800				7/12/2013	7/12/2013	10/9/2013	336	246				-	0	0	0	0	-	0	14
7 X ARTISAN MID CAP FUND-INS	04314H800				7/12/2013	7/12/2013	10/9/2013	375	261				-	0	0	0	0	-	0	14
8 X ARTISAN MID CAP FUND-INS	04314H800				7/12/2013	7/12/2013	10/9/2013	375	261				-	0	0	0	0	-	0	14
9 X CREDIT SUISSE COMM RETS	22544R305				4/10/2012	4/10/2012	10/9/2013	93	114				-	0	0	0	0	-	0	21
10 X CREDIT SUISSE COMM RETS	22544R305				8/26/2011	8/26/2011	10/9/2013	1,268	1,623				-	0	0	0	0	-35	-	-
11 X DIAMOND HILL LONG/SHORT	25264.S833				10/20/2011	10/20/2011	2/7/2013	258	213				-	0	0	0	0	-43	-	-200
12 X DIAMOND HILL LONG/SHORT	25264.S833				10/20/2011	10/20/2011	7/10/2013	921	721				-	0	0	0	0	-	0	0
13 X DODGE & COX INTL STOCK F	268206103				6/19/2007	6/19/2007	2/7/2013	179	179				-	0	0	0	0	-98	-	-
14 X DODGE & COX INTL STOCK F	268206103				6/19/2007	6/19/2007	7/10/2013	484	641				-	0	0	0	0	-157	-	-
15 X DODGE & COX INTL STOCK F	268206103				6/19/2007	6/19/2007	10/9/2013	481	592				-	0	0	0	0	-111	-	-
16 X DREYFUS ENG MKT DEBT LO	261980094				2/4/2011	2/4/2011	10/10/2013	123	125				-	0	0	0	0	-11	-	-2
17 X DREYFUS ENG MKT DEBT LO	261980094				12/17/2010	12/17/2010	13	13	13			-	0	0	0	0	-	0	0	0
18 X GA TEWY FUND, Y #1986	367829884				8/10/2012	8/10/2012	10/10/2013	1,956	2,017				-	0	0	0	0	-61	-	-61
19 X GATEWAY FUND, Y #1988	367829884				2/11/2012	2/11/2012	7/10/2013	3,355	3,280				-	0	0	0	0	-	0	75
20 X HARBOR CAPITAL APCTN	4111511904				2/11/2013	2/11/2013	7/10/2013	2,737	1,440				-	0	0	0	0	-	0	17
21 X HARBOR CAPITAL APCTN	4111511904				5/25/2011	5/25/2011	7/10/2013	58	47				-	0	0	0	0	-	0	209
22 X HARBOR CAPITAL APCTN	4111511904				5/25/2011	5/25/2011	10/9/2013	508	389				-	0	0	0	0	-	0	11
23 X HUSSMAN STRATEGIC GROW	448108100				10/20/2011	10/20/2011	2/14/2012	1,669	2,384				-	0	0	0	0	-119	-	-
24 X HUSSMAN STRATEGIC GROW	448108100				10/20/2011	10/20/2011	2/7/2013	490	558				-	0	0	0	0	-415	-	-
25 X ISHARES CORE S & P 500 EII	464287200				8/24/2012	8/24/2012	2/7/2013	304	281				-	0	0	0	0	-68	-	-23
26 X ISHARES CORE S & P 500 EII	464287200				8/24/2012	8/24/2012	7/10/2013	2,653	1,877				-	0	0	0	0	-76	-	-
27 X ISHARES RUSSELL 2000 GRO	464287648				11/19/2012	11/19/2012	2/7/2013	1,940	1,707				-	0	0	0	0	-	0	23
28 X ISHARES RUSSELL 2000 GRO	464287648				5/25/2011	5/25/2011	2/7/2013	1,736	1,621				-	0	0	0	0	-	0	115
29 X KALMAR GR WVAL SM CAP F	464343826				2/11/2012	2/11/2012	10/9/2013	208	172				-	0	0	0	0	-37	-	-
30 X KEELEY SMALL CAP VAL FD	497300909				12/17/2010	12/17/2010	2/7/2013	1,649	1,321				-	0	0	0	0	-328	-	-
31 X LAUDUS MONDIAN INTL FII	511855055				2/14/2012	2/14/2012	2/7/2013	244	258				-	0	0	0	0	-14	-	-
32 X MFS VALUE FUND-CLASS I-18	5622983694				5/10/2012	5/10/2012	7/10/2013	337	271				-	0	0	0	0	-86	-	-86
33 X MFS VALUE FUND-CLASS I-18	5622983694				2/14/2012	2/14/2012	7/10/2013	996	899				-	0	0	0	0	-97	-	-
34 X MFS VALUE FUND-CLASS I-18	5622983694				5/25/2011	5/25/2011	7/10/2013	847	877				-	0	0	0	0	-110	-	-
35 X OPPENHEIMER DEVELOPING	6833974505				5/25/2011	5/25/2011	10/9/2013	1,013	1,065				-	0	0	0	0	-52	-	-
36 X PIMCO TOTAL RET FD-INST #	683398700				11/19/2012	11/19/2012	2/7/2013	7,620	7,900				-	0	0	0	0	-280	-	-
37 X PIMCO TOTAL RET FD-INST #	683398700				8/10/2012	8/10/2012	2/7/2013	1,469	1,499				-	0	0	0	0	-33	-	-
38 X PIMCO TOTAL RET FD-INST #	683398700				8/10/2012	8/10/2012	7/10/2013	858	918				-	0	0	0	0	-60	-	-
39 X PIMCO TOTAL RET FD-INST #	683398700				8/10/2012	8/10/2012	7/10/2013	882	930				-	0	0	0	0	-48	-	-
40 X PIMCO FOREIGN BD-FD USD	683398082				8/28/2011	8/28/2011	2/7/2013	258	253				-	0	0	0	0	-5	-	-
41 X PIMCO FOREIGN BD-FD USD	683398082				10/20/2011	10/20/2011	2/7/2013	109	107				-	0	0	0	0	-2	-	-
42 X RIDGEWORTH SIX-HY BD-14	7682876145				8/28/2011	8/28/2011	2/7/2013	897	825				-	0	0	0	0	-72	-	-
43 X VANGUARD FTSE EMERGING	922942858				12/17/2010	12/17/2010	10/9/2013	983	1,130				-	0	0	0	0	-147	-	-24
44 X VANGUARD RET VPER	922908553				11/19/2012	11/19/2012	2/7/2013	274	250				-	0	0	0	0	-	0	-

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

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

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

		98	40	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	40	40		
2	ESTIMATED EXCISE TAXES PAID	58			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	0
2	ARTISAN INTERNATIONAL FUND 661		0	4,476	6,668
3	DODGE & COX INCOME FD COM 147		0	9,268	9,700
4	HARBOR CAPITAL APRITION-INST 2012		0	6,666	10,103
5	MERGER FD SH BEN INT 260		0	4,015	4,050
6	PIMCO TOTAL RET FD-INST 35		0	9,276	9,566
7	PIMCO FOREIGN BD FD USD H-INST 103		0	2,619	2,749
8	T ROWE PRICE SHORT TERM BD FD 55		0	6,958	6,918
9	ARTISAN MILD CAP FUND-INSTL 1333		0	4,366	5,435
10	FID ADV EMER MKTS INC- CL 1607		0	2,081	2,045
11	SHARES S & P 500 INDEX FUND		0	1,970	2,785
12	LAUDUS MONDRIAN INTL FINST 2940		0	3,108	2,735
13	EATON VANCE GLOBAL MACRO - I		0	1,344	1,312
14	DODGE & COX INTL STOCK FD 1048		0	4,165	6,587
15	MFS VALUE FUND-CLASS I 893		0	4,661	6,727
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	4,835	4,723
17	DRIEHAUS ACTIVE INCOME FUND		0	6,865	6,953
18	JP MORGAN MID CAP VALUE-I 758		0	2,586	3,863
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	4,192	4,166
20	VANGUARD REIT VIPER		0	3,880	4,713
21	VANGUARD EMERGING MARKETS ETF		0	4,901	4,567
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	4,242	4,620
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	4,385	4,862
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	2,155	2,895
25	RIDGEWORTH SEIX HY BD-I 5855		0	6,409	6,618
26	KALMAR GR W/VAL SM CAP-INS #4		0	2,140	2,827
27	CREDIT SUISSE COMM RT ST-CO 2156		0	6,269	5,433
28	KEELEY SMALL CAP VAL FD CL I 2251		0	1,871	2,902

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 ADDITION	1	431
2	Total	2	431

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

1	COST BASIS ADJUSTMENT	1	33
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	202
3	PY RETURN OF CAPITAL ADJUSTMENT	3	48
4	Total	4	283

Assignment Income

Amount	Long Term CG Distributions			Short Term CG Distributions			Long Term CG Distributions			Short Term CG Distributions		
	Description of Property Sold	CLSP#	How Acquired	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Adjustment of Sales	F NAV as of 12/31/09	Excess of FNAV Over Adj Basis
1.455	0	0	0	0	0	0	0	0	0	0	0	0
1. DODGE & COX INCOME FD CON #147	258210105	---	251000094	2/7/2011	2/7/2013	1,880	-	-	1,942	-	0	0
2. DREYFUS MNG MTG DEBT LOC C1 #8001	251000094	---	251000094	2/7/2011	2/7/2013	890	-	-	894	18	0	0
3. DREYFUS EMG MNG MTG DEBT LOC C1 #8001	251000094	---	251000094	2/4/2011	2/7/2013	60	-	-	75	5	0	0
4. AOR MANAGED FUTURES STRT 1 #852130020389	7102013	10/9/2013	1,298	-	-	1,345	-	-	146	0	0	0
5. ARTISAN INTERNATIONAL FUND #8611	04314H204	8/28/2011	152	-	7/10/2013	152	-	-	123	29	0	0
6. ARTISAN INTERNATIONAL FUND #8611	04314H204	8/28/2011	503	-	7/10/2013	503	-	-	450	133	0	0
7. ARTISAN INTERNATIONAL FUND #8611	04314H204	8/28/2011	456	-	7/10/2013	456	-	-	246	90	0	0
8. ARTISAN ID CAP FUND-INS #1533	04314H204	7/12/2013	109/2013	-	-	375	-	-	361	14	0	0
9. ARTISAN ID CAP FUND-INS #1533	04314H204	7/12/2013	109/2013	-	-	375	-	-	361	14	0	0
10. CREDIT SUISSE COMMUT ST #19120	150	10/9/2011	1,206	-	10/9/2013	1,206	-	-	1,823	57	0	0
11. DIAMOND HILL LONG-TERM FD CL1 #12	2526545833	10/20/2011	258	-	7/10/2013	258	-	-	213	43	0	0
12. DIAMOND HILL LONG-HORT FD CL1 #12	2526545833	10/20/2011	821	-	7/10/2013	821	-	-	721	200	0	0
13. DODGE & COX INTL STOCK FD #1044	258206103	6/19/2007	179	-	7/10/2013	179	-	-	247	488	0	0
14. DODGE & COX INTL STOCK FD #1044	258206103	6/19/2007	484	-	7/10/2013	484	-	-	841	157	0	0
15. DODGE & COX INTL STOCK FD #1044	258206103	6/19/2007	481	-	7/10/2013	481	-	-	552	111	0	0
16. DREYFUS EMG MNG MTG DEBT LOC C1 #8001	251000094	2/4/2011	123	-	10/10/2013	123	-	-	125	-2	0	0
17. DREYFUS EMG MNG MTG DEBT LOC C1 #8001	251000094	12/17/2010	13	-	10/10/2013	13	-	-	13	0	0	0
18. DREYFUS EMG MNG MTG DEBT LOC C1 #8001	251000094	8/10/2010	1,880	-	10/10/2013	1,880	-	-	1,880	-61	0	0
19. CITEMA FUND #11980	851000094	9/1/2012	3,335	-	7/10/2013	3,335	-	-	3,280	75	0	0
20. GATEWAY FUND #11988	851000094	7/10/2013	1,497	-	7/10/2013	1,497	-	-	1,446	17	0	0
21. HARBOR CAPITAL AFRICAN INST #20	11511504	2/11/2013	2,737	-	7/10/2013	2,737	-	-	2,528	209	0	0
22. HARBOR CAPITAL AFRICAN INST #20	11511504	5/25/2011	58	-	10/8/2013	58	-	-	47	11	0	0
23. HARBOR CAPITAL AFRICAN INST #20	11511504	5/25/2011	508	-	10/8/2013	508	-	-	389	119	0	0
24. HUSSMAN STRATEGIC GROWTH FUND	441008100	10/20/2011	2,384	-	2/7/2013	2,384	-	-	1,384	-415	0	0
25. HUSSMAN STRATEGIC GROWTH FUND	441008100	2/14/2012	490	-	2/7/2013	490	-	-	558	-68	0	0
26. SHARES CORE 3.5 & 500 EFT	454207200	-	-	8/6/2012	2/7/2013	-	-	-	281	23	0	0
27. SHARES CORE 3.5 & 500 EFT	454207200	-	-	8/24/2011	2/7/2013	-	-	-	1,077	776	0	0
28. SHARES RUSSELL 2000 GROWTH	454207200	-	-	11/19/2012	2/7/2013	-	-	-	1,707	233	0	0
29. SHARES RUSSELL 2000 GROWTH	454207200	-	-	2/20/2013	2/7/2013	-	-	-	1,621	115	0	0
30. WALMAR GRAYVAL SM CAP FD #22	453405200	-	-	10/9/2013	2/7/2013	-	-	-	1,122	37	0	0
31. NEELY SMALL CAP FD CL #27231	452700008	-	-	2/17/2010	2/7/2013	-	-	-	1,231	328	0	0
32. LAUDUS MONGDOR INTL FINST #2840	5105105055	-	-	2/14/2012	2/7/2013	-	-	-	239	14	0	0
33. MFS VALUE FUND-CLASS #18033	552293394	3/1/2012	337	-	7/10/2013	337	-	-	271	60	0	0
34. MFS VALUE FUND-CLASS #18033	552293394	3/1/2012	958	-	7/10/2013	958	-	-	899	97	0	0
35. MFS VALUE FUND-CLASS #18033	552293394	3/25/2011	847	-	7/10/2013	847	-	-	977	170	0	0
36. OPENINNIMER FUND DEVELOPING MTCY #7	083974505	5/25/2011	1,005	-	10/8/2013	1,005	-	-	1,013	52	0	0
37. PIMCO TOTAL RET EFT INST #5	083100700	11/19/2012	7,620	-	7/10/2013	7,620	-	-	7,900	280	0	0
38. PIMCO TOTAL RET EFT INST #5	083100700	8/16/2012	1,418	-	7/10/2013	1,418	-	-	1,498	-13	0	0
39. PIMCO TOTAL RET EFT INST #5	083100700	8/16/2012	1,418	-	7/10/2013	1,418	-	-	910	-60	0	0
40. PIMCO TOTAL RET EFT INST #5	083100700	8/16/2012	883	-	7/10/2013	883	-	-	830	-48	0	0
41. PIMCO FOREIGN BD FLSH-INT'L #1	8831008052	8/26/2011	238	-	2/7/2013	238	-	-	253	5	0	0
42. PIMCO FOREIGN BD FLSH-INT'L #1	8831008052	10/20/2011	108	-	2/7/2013	108	-	-	107	2	0	0
43. RIDGEWORTH SEC HY USD #4805	7622051645	8/26/2011	897	-	2/7/2013	897	-	-	835	72	0	0
44. VANGUARD RET EEMING MARKET	922306555	11/17/2010	1,130	-	10/8/2013	1,130	-	-	983	-14	0	0
45. VANGUARD RET VPER	922306555	11/16/2012	274	-	2/7/2013	274	-	-	250	24	0	0

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

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

	Date	Amount
1 Credit from prior year return		14
2 First quarter estimated tax payment	5/7/2013	58
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		72

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	5,024
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,024