3/25/2014 10:17:00 AM - 1513076064 - 6428 - WWS - ZIMMERMAN CYRUS MARY FD TR U W

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: ZIMMERMAN CYRUS MARY FD TR U W

A Employer identification number: 23-6931796

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

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)* ▶ $ 2,259,430

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))

	Line	Description	(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	49,975	48,817		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	39,235			
	b	Gross sales price for all assets on line 6a 749,938				
	7	Capital gain net income (from Part IV, line 2)		39,235		
	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	89,210	88,052	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	28,974	21,731		7,244
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,302			1,302
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,303	1,303		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,586	23,034	0	8,546
	25	Contributions, gifts, grants paid	37,084			37,084
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,670	23,034	0	45,630
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	20,540			
	b	**Net investment income** (if negative, enter -0-)		65,018		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	90,224	96,146	96,146
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,927,801	1,946,797	2,163,284
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)	2,018,025	2,042,943	2,259,430
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	2,018,025	2,042,943	
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)	2,018,025	2,042,943	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,018,025	2,042,943	

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	2,018,025
2	Enter amount from Part I, line 27a	2	20,540
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	7,715
4	Add lines 1, 2, and 3	4	2,046,280
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,337
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,042,943

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) 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				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	39,235
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	98,664	2,069,301	0 047680
2011	103,669	2,105,324	0 049241
2010	100,712	2,015,416	0 049971
2009	96,620	1,863,990	0 051835
2008	110,234	2,085,917	0 052847

2	**Total** of line 1, column (d)	2	0 251574
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 050315
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,145,748
5	Multiply line 4 by line 3	5	107,963
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	650
7	Add lines 5 and 6	7	108,613
8	Enter qualifying distributions from Part XII, line 4	8	45,630

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	1,300
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	1,300
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	1,300
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,091		
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	1,091
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	209
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			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)*

		Yes	No
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? *If "Yes" to 6b, file Form 8870*	**6b**	X
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 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	28,974		

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	2,094,615
b	Average of monthly cash balances	1b	83,809
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,178,424
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	2,178,424
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	32,676
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,145,748
6	**Minimum investment return.** Enter 5% of line 5	6	107,287

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	107,287
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,300		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,300
3	Distributable amount before adjustments Subtract line 2c from line 1			3	105,987
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	105,987
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	105,987

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	45,630
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	45,630
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	45,630

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				105,987
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			8,980	
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 ▶ $ 45,630				
a	Applied to 2012, but not more than line 2a			8,980	
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				36,650
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				69,337
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	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	37,084
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	49,975	
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	39,235	
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		89,210	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 89,210

(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

▶ SVP Wells Fargo Bank N A. | 3/25/2014 | ▶ SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		3/25/2014		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				
ST PAUL'S UNITED CHURCH OF CHRIST				
Street				
13 CHURCH RD				
City	**State**	**Zip Code**	**Foreign Country**	
NEWMANSTOWN	PA	17073-8835		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				18,542

Name				
MILLBACH CEMETERY CORPORATION				
Street				
5 GEORGIE LN				
City	**State**	**Zip Code**	**Foreign Country**	
RICHLAND	PA	17087-9747		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				18,542

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

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

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

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

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

	Amount
Long Term CG Distributions	8,116
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	749,938	710,703	39,235
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	AQR MANAGED FUTURES STI	00203H859			7/15/2013		10/9/2013	19,818	20,564				0	-746
2	X	AFFILIATED MANAGERS GRO	008252108			2/8/2013		2/25/2013	1,434	1,469				0	-35
3	X	AFFILIATED MANAGERS GRO	008252108			8/9/2012		2/25/2013	1,434	1,169				0	265
4	X	AFFILIATED MANAGERS GRO	008252108			8/9/2012		7/11/2013	1,849	1,294				0	555
5	X	ANHEUSER-BUSCH INBEV SP	03524A108			2/8/2013		7/11/2013	1,397	1,287				0	110
6	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/21/2011		7/11/2013	373	236				0	137
7	X	APPLE INC	037833100			8/9/2012		7/11/2013	2,115	3,089				0	-974
8	X	APPLE INC	037833100			1/29/2013		7/11/2013	1,269	1,376				0	-107
9	X	BERKSHIRE HATHAWAY INC	084670702			2/8/2013		7/11/2013	1,852	1,556				0	296
10	X	BERKSHIRE HATHAWAY INC	084670702			8/9/2012		7/11/2013	1,042	763				0	279
11	X	CME GROUP INC	12572Q105			2/8/2013		7/11/2013	1,459	1,086				0	373
12	X	CME GROUP INC	12572Q105			8/30/2012		7/11/2013	768	546				0	222
13	X	CAPITAL ONE FINANCIAL COF	14040H105			12/9/2010		7/11/2013	1,181	738				0	443
14	X	CHEVRON CORP	166764100			8/9/2012		7/11/2013	3,217	2,919				0	298
15	X	CHEVRON CORP	166764100			2/8/2013		7/11/2013	1,485	1,380				0	105
16	X	CHEVRON CORP	166764100			9/30/2010		7/11/2013	247	163				0	84
17	X	CISCO SYSTEMS INC	17275R102			5/21/2009		7/11/2013	2,712	1,934				0	778
18	X	COACH INC	189754104			1/9/2013		7/11/2013	1,712	1,690				0	22
19	X	COMCAST CORP CLASS A	20030N101			8/9/2012		7/11/2013	174	138				0	36
20	X	COMCAST CORP CLASS A	20030N101			2/8/2013		7/11/2013	1,391	1,243				0	148
21	X	COMCAST CORP CLASS A	20030N101			6/22/2011		7/11/2013	696	387				0	309
22	X	CREDIT SUISSE COMM RET S	22544R305			12/13/2010		10/9/2013	11,697	15,405				0	-3,708
23	X	CREDIT SUISSE COMM RET S	22544R305			1/9/2011		10/9/2013	2,694	3,525				0	-831
24	X	CREDIT SUISSE COMM RET S	22544R305			1/28/2011		10/9/2013	2,416	3,079				0	-663
25	X	DIAGEO PLC - ADR	25243Q205			8/9/2012		7/11/2013	1,214	1,069				0	145
26	X	DIAMOND HILL LONG-SHORT	25264S833			1/28/2011		7/11/2013	16,965	13,375				0	3,590
27	X	DIAMOND HILL LONG-SHORT	25264S833			12/13/2010		7/11/2013	468	360				0	108
28	X	WALT DISNEY CO	254687106			2/8/2013		7/11/2013	1,646	1,361				0	285
29	X	WALT DISNEY CO	254687106			3/28/2012		7/11/2013	1,054	697				0	357
30	X	DREYFUS EMG MKT DEBT LO	261980494			8/9/2011		2/8/2013	2,654	2,548				0	106
31	X	DREYFUS EMG MKT DEBT LO	261980494			9/30/2010		10/10/2013	7,332	7,630				0	-298
32	X	DREYFUS EMG MKT DEBT LO	261980494			8/9/2011		10/10/2013	12,901	13,508				0	-607
33	X	DREYFUS EMG MKT DEBT LO	261980494			8/13/2012		10/10/2013	9,409	9,667				0	-258
34	X	GATEWAY FUND - Y #1986	367829884			8/13/2012		7/11/2013	50,708	49,409				0	1,299
35	X	GATEWAY FUND - Y #1986	367829884			2/12/2013		7/11/2013	25,375	25,041				0	334
36	X	GILEAD SCIENCES INC	375558103			2/9/2012		7/11/2013	2,179	1,058				0	1,121
37	X	GILEAD SCIENCES INC	375558103			8/9/2012		12/12/2013	1,479	594				0	885
38	X	GOOGLE INC	38259P508			2/8/2013		7/11/2013	2,739	2,340				0	399
39	X	GOOGLE INC	38259P508			8/30/2012		7/11/2013	913	684				0	229
40	X	HUSSMAN STRATEGIC GROW	448108100			1/28/2011		2/8/2013	32,715	38,000				0	-5,285
41	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		2/8/2013	2,036	2,292				0	-256
42	X	HUSSMAN STRATEGIC GROW	448108100			11/20/2012		2/8/2013	2,706	2,903				0	-197
43	X	HUSSMAN STRATEGIC GROW	448108100			6/7/2012		2/8/2013	1,955	2,232				0	-277
44	X	INTEL CORP	458140100			5/21/2009		6/17/2013	4,191	2,543				0	1,648
45	X	INTEL CORP	458140100			8/9/2012		6/17/2013	703	749				0	-46
46	X	ISHARES CORE S & P 500 ETF	464287200			6/22/2011		7/11/2013	46,953	36,594				0	10,359
47	X	ISHARES MSCI EAFE	464287465			9/28/2010		2/8/2013	62,843	59,401				0	3,442
48	X	ISHARES MSCI EAFE	464287465			12/9/2010		2/8/2013	83,012	81,465				0	1,547
49	X	ISHARES MSCI EAFE	464287465			1/26/2011		2/8/2013	29,346	30,170				0	-824
50	X	ISHARES MSCI EAFE	464287465			10/21/2011		2/8/2013	18,824	16,645				0	2,179
51	X	ISHARES MSCI EAFE	464287465			5/9/2012		2/8/2013	7,658	6,679				0	979
52	X	ISHARES S&P MID-CAP 400 G	464287606			7/11/2013		10/9/2013	3,938	3,914				0	24
53	X	ISHARES S&P MID-CAP 400 V	464287705			1/26/2011		10/9/2013	3,089	2,386				0	703
54	X	ISHARES CORE S&P SMALL-C	464287804			1/26/2011		2/8/2013	10,496	8,694				0	1,802
55	X	ISHARES CORE S&P SMALL-C	464287804			12/9/2010		2/8/2013	29,305	23,502				0	5,803
56	X	ISHARES CORE S&P SMALL-C	464287804			12/9/2010		10/9/2013	4,478	3,098				0	1,380
57	X	JPMORGAN CHASE & CO	46625H100			2/8/2013		7/11/2013	1,618	1,404				0	214
58	X	JPMORGAN CHASE & CO	46625H100			5/21/2009		7/11/2013	1,005	633				0	372
59	X	JOHNSON CONTROLS INC	478366107			1/22/2013		7/11/2013	911	774				0	137
60	X	JOHNSON CONTROLS INC	478366107			2/8/2013		7/11/2013	1,311	1,112				0	199
61	X	JOHNSON CONTROLS INC	478366107			8/9/2012		11/14/2013	2,945	1,544				0	1,401
62	X	MCKESSON CORP	58155Q103			2/8/2013		7/11/2013	1,652	1,445				0	207
63	X	NOVARTIS AG - ADR	66987V109			8/9/2012		1/29/2013	3,862	3,352				0	510
64	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/28/2011		2/8/2013	14,898	14,635				0	263
65	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/11/2013		10/9/2013	4,314	4,259				0	55
66	X	SCHLUMBERGER LTD	806857108			2/8/2013		7/11/2013	1,231	1,253				0	-22
67	X	SCHLUMBERGER LTD	806857108			8/9/2012		7/11/2013	693	661				0	32
68	X	TARGET CORP	87612E106			8/9/2012		7/11/2013	1,160	1,007				0	153

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	8 116		Capital Gains/Losses	749,938	710,703	39 235
Short Term CG Distributions			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
69	X	TARGET CORP	87612E106			2/8/2013		7/11/2013	1,015	872				0	143
70	X	TEVA PHARMACEUTICAL IND	881624209			8/9/2012		8/19/2013	4,289	4,363				0	-74
71	X	THERMO FISHER SCIENTIFIC	883556102			2/8/2013		7/11/2013	1,330	1,117				0	213
72	X	THERMO FISHER SCIENTIFIC	883556102			8/9/2012		7/11/2013	2,129	1,374				0	755
73	X	THERMO FISHER SCIENTIFIC	883556102			8/9/2012		8/29/2013	1,162	744				0	418
74	X	US BANCORP DEL NEW	902973304			3/28/2012		7/11/2013	1,898	1,618				0	280
75	X	UNION PACIFIC CORP	907818108			2/8/2013		7/11/2013	1,902	1,589				0	313
76	X	UNION PACIFIC CORP	907818108			8/9/2012		7/11/2013	3,803	2,921				0	882
77	X	UNITEDHEALTH GROUP INC	91324P102			4/2/2013		7/11/2013	1,706	1,548				0	158
78	X	UNITEDHEALTH GROUP INC	91324P102			2/8/2013		7/11/2013	751	630				0	121
79	X	VANGUARD INTERMEDIATE T	921937819			11/16/2012		2/8/2013	10,998	11,403				0	-405
80	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		2/8/2013	5,499	5,512				0	-13
81	X	VANGUARD INTERMEDIATE T	921937819			12/9/2010		7/11/2013	17,476	17,475				0	1
82	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		7/11/2013	583	612				0	-29
83	X	VANGUARD SHORT TERM BO	921937827			10/21/2010		2/8/2013	8,653	8,765				0	-112
84	X	VANGUARD SHORT TERM BO	921937827			9/28/2010		2/8/2013	10,271	10,391				0	-120
85	X	VANGUARD SHORT TERM BO	921937827			9/28/2010		7/11/2013	11,537	11,782				0	-245
86	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		7/11/2013	9,853	9,669				0	184
87	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		10/9/2013	16,555	15,412				0	1,143
88	X	VANGUARD FTSE EMERGING	922042858			1/26/2011		10/9/2013	14,336	16,696				0	-2,360
89	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		10/9/2013	15,606	16,866				0	-1,260
90	X	VODAFONE GROUP PLC NEW	92857W209			8/9/2012		1/9/2013	3,501	3,954				0	-453
91	X	VANGUARD INTERMEDIATE T	921937819			1/26/2011		7/11/2013	7,323	7,283				0	40
92	X	VANGUARD SHORT TERM BO	921937827			11/16/2012		2/8/2013	8,330	8,384				0	-54

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)
		1,302	0	0	1,302
	Description				
1	TAX PREP FEES	1,302			1,302

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,303	1,303	0	0
	Description				
1		1,303	1,303		

Part I, Line 23 (990-PF) - Other Expenses

		7	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	7			

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
			1,927,801	1,946,797	2,163,284
1				0	
2	AFLAC INC		0	4,408	6,480
3	AFFILIATED MANAGERS GROUP INC		0	3,624	6,723
4	APACHE CORPORATION COM		0	5,723	5,844
5	APPLE COMPUTER INC COM		0	7,467	12,342
6	BAXTER INTL INC COM		0	5,589	5,564
7	BOEING COMPANY		0	4,254	7,780
8	CVS/CAREMARK CORPORATION		0	4,878	7,801
9	CAPITAL ONE FINANCIAL CORP		0	2,993	5,593
10	CISCO SYSTEMS INC		0	5,822	7,155
11	CUMMINS INC		0	3,707	3,947
12	DIAGEO PLC - ADR		0	4,168	5,164
13	WALT DISNEY CO		0	5,443	9,168
14	E M C CORP MASS		0	4,442	4,150
15	GILEAD SCIENCES INC		0	2,313	6,158
16	INTERNATIONAL BUSINESS MACHS CORI		0	5,297	4,877
17	JOHNSON CONTROLS INC		0	3,196	6,207
18	MERGER FD SH BEN INT 260		0	62,142	62,527
19	MICROSOFT CORP		0	2,924	5,350
20	NATIONAL OILWELL INC COM		0	5,160	5,249
21	NESTLE S A REGISTERED SHARES - ADF		0	4,973	5,814
22	ORACLE CORPORATION		0	3,154	5,930
23	PIMCO FOREIGN BD FD USD H-INST 103		0	42,306	41,987
24	SCHLUMBERGER LTD		0	5,724	7,029
25	TJX COS INC NEW		0	5,075	7,201
26	THERMO FISHER SCIENTIFIC INC		0	2,575	5,011
27	TOTAL FINA ELF S A ADR		0	4,589	5,759
28	UNION PACIFIC CORP		0	5,598	7,728
29	MCKESSON CORP		0	4,267	7,263
30	GOLDMAN SACHS GROUP INC		0	3,073	5,318
31	HSBC - ADR		0	3,547	3,583
32	UNITED PARCEL SERVICE-CL B		0	4,314	5,990
33	TARGET CORP		0	5,505	6,896
34	UNITEDHEALTH GROUP INC		0	4,446	8,208
35	FID ADV EMER MKTS INC- CL I 607		0	32,694	32,140
36	COACH INC		0	4,882	5,052
37	BHP BILLITON LIMITED		0	3,529	3,478
38	US BANCORP DEL NEW		0	4,951	6,181
39	ISHARES S&P MIDCAP 400 VALUE		0	38,189	61,021
40	ISHARES S & P 500 INDEX FUND		0	30,582	43,442
41	ANHEUSER-BUSCH INBEV SPN ADR		0	3,539	6,388
42	LAUDUS MONDRIAN INTL FI-INST 2940		0	43,174	39,601
43	EATON VANCE GLOBAL MACRO - I		0	20,570	20,059
44	ISHARES S&P MIDCAP 400 GROWTH		0	63,818	94,169
45	CHEVRON CORP		0	3,419	5,246
46	DREYFUS EMG MKT DEBT LOC C-I 6083		0	77,559	74,759

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

			1,927,801	1,946,797	2,163,284
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	DRIEHAUS ACTIVE INCOME FUND		0	108,296	109,667
48	3M CO		0	5,232	7,994
49	BERSHIRE HATHAWAY INC		0	6,617	9,248
50	COMCAST CORP CLASS A		0	3,848	8,262
51	ASG GLOBAL ALTERNATIVES-Y 1993		0	63,639	63,142
52	GOOGLE INC		0	4,551	7,845
53	VANGUARD REIT VIPER		0	60,057	73,663
54	CELANESE CORP		0	3,508	4,812
55	VANGUARD EMERGING MARKETS ETF		0	152,256	146,047
56	MONSTER BEVERAGE CORP		0	3,289	4,744
57	EATON CORP PLC		0	4,134	6,090
58	VANGUARD BD INDEX FD INC		0	308,625	305,732
59	CME GROUP INC		0	4,545	6,669
60	SPDR DJ WILSHIRE INTERNATIONAL REA		0	70,203	74,407
61	VANGUARD INTERMEDIATE TERM B		0	106,042	104,576
62	VANGUARD EUROPE PACIFIC ETF		0	178,763	204,982
63	DIAMOND HILL LONG-SHORT FD CL I 11		0	32,995	45,314
64	RIDGEWORTH SEIX HY BD-I 5855		0	102,016	101,797
65	CREDIT SUISSE COMM RT ST-CO 2156		0	102,918	85,744
66	ISHARES TR SMALLCAP 600 INDEX FD		0	50,516	90,796
67	JPMORGAN CHASE & CO		0	5,145	8,421

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

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

1	COST BASIS ADJUSTMENT	1	235
2	FEDERAL EXCISE TAX REFUND	2	1,949
3	MUTUAL FUND TIMING DIFFERENCE	3	5,531
4	Total	4	7,715

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

1	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	1	773
2	MUTUAL FUND TIMING DIFFERENCE	2	2,564
3	Total	3	3,337

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

	Amount
Long Term CG Distributions	8,116
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
						741,822	0	0	710,703	31,119	0	0	0	31,119
1	AQR MANAGED FUTURES STR-I #1521	00203H859		7/15/2013	10/9/2013	19,818		0	20,564	-746	0	0	0	-746
2	AFFILIATED MANAGERS GROUP, INC C	008252108		2/8/2013	2/25/2013	1,434		0	1,469	-35	0	0	0	-35
3	AFFILIATED MANAGERS GROUP, INC C	008252108		8/9/2012	2/25/2013	1 434		0	1,169	265	0	0	0	265
4	AFFILIATED MANAGERS GROUP, INC C	008252108		8/9/2012	7/11/2013	1,849		0	1,294	555	0	0	0	555
5	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		2/8/2013	7/11/2013	1,397		0	1,287	110	0	0	0	110
6	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/21/2011	7/11/2013	373		0	236	137	0	0	0	137
7	APPLE INC	037833100		8/9/2012	7/11/2013	2 115		0	3 089	-974	0	0	0	-974
8	APPLE INC	037833100		1/29/2013	7/11/2013	1,269		0	1,376	-107	0	0	0	-107
9	BERKSHIRE HATHAWAY INC	084670702		2/8/2013	7/11/2013	1,852		0	1,556	296	0	0	0	296
10	BERKSHIRE HATHAWAY INC	084670702		8/9/2012	7/11/2013	1,042		0	763	279	0	0	0	279
11	CME GROUP INC	12572Q105		2/8/2013	7/11/2013	1,459		0	1,086	373	0	0	0	373
12	CME GROUP INC	12572Q105		8/30/2012	7/11/2013	768		0	546	222	0	0	0	222
13	CAPITAL ONE FINANCIAL CORP	14040H105		12/9/2010	7/11/2013	1,181		0	738	443	0	0	0	443
14	CHEVRON CORP	166764100		8/9/2012	7/11/2013	3,217		0	2,919	298	0	0	0	298
15	CHEVRON CORP	166764100		2/8/2013	7/11/2013	1 485		0	1,380	105	0	0	0	105
16	CHEVRON CORP	166764100		9/30/2010	7/11/2013	247		0	163	84	0	0	0	84
17	CISCO SYSTEMS INC	17275R102		5/21/2009	7/11/2013	2,712		0	1,934	778	0	0	0	778
18	COACH INC	189754104		1/9/2013	7/11/2013	1,712		0	1,690	22	0	0	0	22
19	COMCAST CORP CLASS A	20030N101		8/9/2012	7/11/2013	174		0	138	36	0	0	0	36
20	COMCAST CORP CLASS A	20030N101		2/8/2013	7/11/2013	1,391		0	1,243	148	0	0	0	148
21	COMCAST CORP CLASS A	20030N101		6/22/2011	7/11/2013	696		0	387	309	0	0	0	309
22	CREDIT SUISSE COMM RET ST-I #2156	22544R305		12/13/2010	10/9/2013	11,697		0	15,405	-3,708	0	0	0	-3,708
23	CREDIT SUISSE COMM RET ST-I #2156	22544R305		1/9/2011	10/9/2013	2,694		0	3,525	-831	0	0	0	-831
24	CREDIT SUISSE COMM RET ST-I #2156	22544R305		1/28/2011	10/9/2013	2,416		0	3,079	-663	0	0	0	-663
25	DIAGEO PLC - ADR	25243Q205		8/9/2012	7/11/2013	1,214		0	1 069	145	0	0	0	145
26	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		1/28/2011	7/11/2013	16,965		0	13,375	3,590	0	0	0	3,590
27	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		12/13/2010	7/11/2013	468		0	360	108	0	0	0	108
28	WALT DISNEY CO	254687106		2/8/2013	7/11/2013	1,646		0	1,361	285	0	0	0	285
29	WALT DISNEY CO	254687106		3/28/2012	7/11/2013	1,054		0	697	357	0	0	0	357
30	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/9/2011	2/8/2013	2,654		0	2,548	106	0	0	0	106
31	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		9/30/2010	10/10/2013	7,332		0	7 630	-298	0	0	0	-298
32	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/9/2011	10/10/2013	12,901		0	13,508	-607	0	0	0	-607
33	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/13/2012	10/10/2013	9,409		0	9,667	-258	0	0	0	-258
34	GATEWAY FUND - Y #1986	367829884		8/13/2012	7/11/2013	50 708		0	49,409	1,299	0	0	0	1,299
35	GATEWAY FUND - Y #1986	367829884		2/12/2013	7/11/2013	25,375		0	25,041	334	0	0	0	334
36	GILEAD SCIENCES INC	375558103		2/9/2012	7/11/2013	2,179		0	1 058	1,121	0	0	0	1,121
37	GILEAD SCIENCES INC	375558103		8/9/2012	12/12/2013	1,479		0	594	885	0	0	0	885
38	GOOGLE INC	38259P508		2/8/2013	7/11/2013	2,739		0	2,340	399	0	0	0	399
39	GOOGLE INC	38259P508		8/30/2012	7/11/2013	913		0	684	229	0	0	0	229
40	HUSSMAN STRATEGIC GROWTH FUND	448108100		1/28/2011	2/8/2013	32,715		0	38,000	-5,285	0	0	0	-5,285
41	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/11/2012	2/8/2013	2,036		0	2,292	-256	0	0	0	-256
42	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/20/2012	2/8/2013	2 706		0	2 903	-197	0	0	0	-197
43	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/7/2012	2/8/2013	1 955		0	2,232	-277	0	0	0	-277
44	INTEL CORP	458140100		5/21/2009	6/17/2013	4,191		0	2,543	1,648	0	0	0	1,648
45	INTEL CORP	458140100		8/9/2012	6/17/2013	703		0	749	-46	0	0	0	-46
46	ISHARES CORE S & P 500 ETF	464287200		6/22/2011	7/11/2013	46 953		0	36,594	10,359	0	0	0	10,359
47	ISHARES MSCI EAFE	464287465		9/28/2010	2/8/2013	62,843		0	59,401	3,442	0	0	0	3,442
48	ISHARES MSCI EAFE	464287465		12/9/2010	2/8/2013	83,012		0	81,465	1,547	0	0	0	1,547
49	ISHARES MSCI EAFE	464287465		1/26/2011	2/8/2013	29,346		0	30,170	-824	0	0	0	-824
50	ISHARES MSCI EAFE	464287465		10/21/2011	2/8/2013	18,824		0	16,645	2,179	0	0	0	2,179
51	ISHARES MSCI EAFE	464287465		5/9/2012	2/8/2013	7,658		0	6,679	979	0	0	0	979
52	ISHARES S&P MID-CAP 400 GROWTH	464287606		7/11/2013	10/9/2013	3 938		0	3 914	24	0	0	0	24
53	ISHARES S&P MID-CAP 400 VALUE	464287705		1/26/2011	10/9/2013	3 089		0	2,386	703	0	0	0	703
54	ISHARES CORE S&P SMALL-CAP E	464287804		1/26/2011	2/8/2013	10,496		0	8,694	1,802	0	0	0	1,802
55	ISHARES CORE S&P SMALL-CAP E	464287804		12/9/2010	2/8/2013	29 305		0	23,502	5,803	0	0	0	5,803
56	ISHARES CORE S&P SMALL-CAP E	464287804		12/9/2010	10/9/2013	4,478		0	3,098	1,380	0	0	0	1,380
57	JPMORGAN CHASE & CO	46625H100		2/8/2013	7/11/2013	1,618		0	1,404	214	0	0	0	214
58	JPMORGAN CHASE & CO	46625H100		5/21/2009	7/11/2013	1,005		0	633	372	0	0	0	372
59	JOHNSON CONTROLS INC	478366107		1/22/2013	7/11/2013	911		0	774	137	0	0	0	137
60	JOHNSON CONTROLS INC	478366107		2/8/2013	7/11/2013	1,311		0	1,112	199	0	0	0	199
61	JOHNSON CONTROLS INC	478366107		8/9/2012	11/14/2013	2,945		0	1,544	1,401	0	0	0	1,401
62	MCKESSON CORP	58155Q103		2/8/2013	7/11/2013	1,652		0	1,445	207	0	0	0	207
63	NOVARTIS AG - ADR	66987V109		8/9/2012	1/29/2013	3,862		0	3,352	510	0	0	0	510
64	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/28/2011	2/8/2013	14,898		0	14,635	263	0	0	0	263
65	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/11/2013	10/9/2013	4 314		0	4,259	55	0	0	0	55
66	SCHLUMBERGER LTD	806857108		2/8/2013	7/11/2013	1,231		0	1,253	-22	0	0	0	-22
67	SCHLUMBERGER LTD	806857108		8/9/2012	7/11/2013	693		0	661	32	0	0	0	32
68	TARGET CORP	87612E106		8/9/2012	7/11/2013	1,160		0	1,007	153	0	0	0	153
69	TARGET CORP	87612E106		2/8/2013	7/11/2013	1,015		0	872	143	0	0	0	143
70	TEVA PHARMACEUTICAL INDUSTRIES	881624209		8/9/2012	8/19/2013	4,289		0	4,363	-74	0	0	0	-74
71	THERMO FISHER SCIENTIFIC INC	883556102		2/8/2013	7/11/2013	1,330		0	1,117	213	0	0	0	213
72	THERMO FISHER SCIENTIFIC INC	883556102		8/9/2012	7/11/2013	2,129		0	1,374	755	0	0	0	755
73	THERMO FISHER SCIENTIFIC INC	883556102		8/9/2012	8/29/2013	1 162		0	744	418	0	0	0	418
74	US BANCORP DEL NEW	902973304		3/28/2012	7/11/2013	1,898		0	1,618	280	0	0	0	280
75	UNION PACIFIC CORP	907818108		2/8/2013	7/11/2013	1,902		0	1,589	313	0	0	0	313
76	UNION PACIFIC CORP	907818108		8/9/2012	7/11/2013	3,803		0	2,921	882	0	0	0	882
77	UNITEDHEALTH GROUP INC	91324P102		4/2/2013	7/11/2013	1,706		0	1,548	158	0	0	0	158
78	UNITEDHEALTH GROUP INC	91324P102		2/8/2013	7/11/2013	751		0	630	121	0	0	0	121
79	VANGUARD INTERMEDIATE TERM B	921937819		11/16/2012	2/8/2013	10,998		0	11 403	-405	0	0	0	-405
80	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	2/8/2013	5 499		0	5,512	-13	0	0	0	-13
81	VANGUARD INTERMEDIATE TERM B	921937819		12/9/2010	7/11/2013	17,476		0	17,475	1	0	0	0	1
82	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	7/11/2013	583		0	612	-29	0	0	0	-29
83	VANGUARD SHORT TERM BOND ETF	921937827		10/21/2010	2/8/2013	8,653		0	8,765	-112	0	0	0	-112
84	VANGUARD SHORT TERM BOND ETF	921937827		9/28/2010	2/8/2013	10,271		0	10,391	-120	0	0	0	-120

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

	Amount
Long Term CG Distributions	8,116
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
						741,822	0	0	710,703	31,119	0	0	0	31,119
85	VANGUARD SHORT TERM BOND ETF	921937827		9/28/2010	7/11/2013	11,537		0	11,782	-245	0	0	0	-245
86	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	7/11/2013	9 853		0	9,669	184	0	0	0	184
87	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	10/9/2013	16,555		0	15,412	1,143	0	0	0	1,143
88	VANGUARD FTSE EMERGING MARKETS	922042858		1/26/2011	10/9/2013	14,336		0	16,696	-2,360	0	0	0	-2,360
89	VANGUARD FTSE EMERGING MARKETS	922042858		2/8/2013	10/9/2013	15,606		0	16,866	-1,260	0	0	0	-1,260
90	VODAFONE GROUP PLC NEW ADR	92857W209		8/9/2012	1/9/2013	3,501		0	3,954	-453	0	0	0	-453
91	VANGUARD INTERMEDIATE TERM B	921937819		1/26/2011	7/11/2013	7,323		0	7,283	40	0	0	0	40
92	VANGUARD SHORT TERM BOND ETF	921937827		11/16/2012	2/8/2013	8,330		0	8,384	-54	0	0	0	-54

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

		Date		Amount
1	Credit from prior year return		1	1,091
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	1,091

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
										28,974	0	0
1	Wells Fargo Bank N A	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	28,974		

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	8,980
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	8,980