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Form **990-PF****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 J ROLAND GILBERT MARY R GILBERT			A Employer identification number 23-7879665	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name Foreign province/state/county Foreign postal code				
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			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"/>	
H Check type of organization <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) \$ 946,870		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	17,063	16,613		
4	Gross rents				
5a	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	29,039			
b	Gross sales price for all assets on line 6a 370,754				
7	Capital gain net income (from Part IV, line 2)		29,039		
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	46,102	45,652	0	
13	Compensation of officers, directors, trustees, etc	14,084	10,563		3,521
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	600			600
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	351			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	15,035	10,914	0	4,121
25	Contributions, gifts, grants paid	37,000			37,000
26	Total expenses and disbursements. Add lines 24 and 25	52,035	10,914	0	41,121
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-5,933			
b	Net investment income (if negative, enter -0-)		34,738		
c	Adjusted net income (if negative, enter -0-)			0	

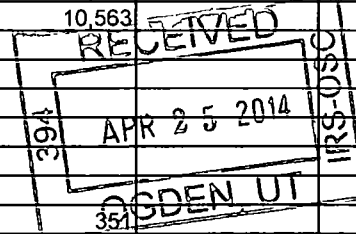
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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OPERATING AND ADMINISTRATIVE EXPENSES



9 9

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	35,750	42,820	42,820
	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)	795,142	783,215	904,050
	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)	830,892	826,035	946,870
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	830,892	826,035	
	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)	830,892	826,035	
	31 Total liabilities and net assets/fund balances (see instructions)	830,892	826,035	

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	830,892
2 Enter amount from Part I, line 27a	2	-5,933
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,257
4 Add lines 1, 2, and 3	4	828,216
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,181
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	826,035

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			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	29,039
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	43,725	865,169	0.050539
2011	40,123	875,221	0.045843
2010	39,074	831,716	0.046980
2009	43,700	730,426	0.059828
2008	49,492	869,254	0.056936

2	Total of line 1, column (d)	2	0.260126
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	0.052025
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	905,893
5	Multiply line 4 by line 3	5	47,129
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	347
7	Add lines 5 and 6	7	47,476
8	Enter qualifying distributions from Part XII, line 4 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	8	41,121

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	695	
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	695	
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	695	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	160	
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	160	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	535	
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?		X
b 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>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		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?	X	
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>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Yes ☒ No
- 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? ☐ Yes ☐ No N/A
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
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	TRUSTEE 4 00	14,084		

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	883,994
b	Average of monthly cash balances	1b	35,694
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	919,688
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	919,688
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	905,893
6	Minimum investment return. Enter 5% of line 5	6	45,295

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	45,295
2a	Tax on investment income for 2013 from Part VI, line 5	2a	695
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	695
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,600
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	44,600
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	44,600

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	41,121
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	41,121
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	41,121

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				44,600
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			39,673	
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 ▶ \$ 41,121				
a Applied to 2012, but not more than line 2a			39,673	
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				1,448
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				43,152
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				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	37,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated				
	Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
	(e) Related or exempt function income (See instructions)			
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	17,063
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	29,039
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		46,102
13 Total. Add line 12, columns (b), (d), and (e)				13 46,102

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

[illegible]

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

John A. Senter SVP Wells Fargo Bank N.A.
Signature of officer or trustee


4/16/2014
Date

SVP Wells Fargo Bank N A
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
JOSEPH J CASTRIANO

Preparer's signature 

Date	4/16/2014
------	-----------

Check ☒ if self-employed

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

Recipient(s) paid during the year

Name

FOUNDATION FOR MITOCHONDRIAL MEDICINE

Street

5424 GLENRIDGE DRIVE

City

ATLANTA

State

GA

Zip Code

30342

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,000

Name

INSTITUTE FOR CANCER RESEARCH

Street

7701 BURHOLME AVE

City

PHILADELPHIA

State

PA

Zip Code

19111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,000

Name

THE LUSTGARTEN FOUNDATION

Street

1111 STEWART AVE

City

BETHPAGE

State

NY

Zip Code

11714

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,000

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

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

Amount										Totals		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses		370,754		29,039	
Short Term CG Distributions										Other sales		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	KEELEY SMALL CAP VAL FD C	487300808		12/29/2010		10/24/2013	944	632				0	312	
2	X	LAUDUS MONDRIAN INTL FFI	51855Q855		5/10/2012		2/7/2013	1,214	1,289				0	-75	
3	X	LAUDUS MONDRIAN INTL FFI	51855Q855		12/29/2010		2/7/2013	271	286				0	-15	
4	X	LAUDUS MONDRIAN INTL FFI	51855Q855		12/29/2010		10/24/2013	1,108	1,168				0	-60	
5	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012		7/10/2013	574	460				0	114	
6	X	MFS VALUE FUND-CLASS I #8	552983694		2/14/2012		7/10/2013	5,708	5,150				0	556	
7	X	MFS VALUE FUND-CLASS I #8	552983694		2/14/2012		7/10/2013	8,553	6,831				0	1,762	
8	X	MFS VALUE FUND-CLASS I #8	552983694		2/14/2012		10/24/2013	982	722				0	240	
9	X	MERGER FD SH BEN INT #280	599509108		8/1/2011		7/10/2013	9,225	9,271				0	-46	
10	X	OPPENHEIMER DEVELOPING	683974505		12/29/2010		10/9/2013	8,372	8,126				0	246	
11	X	OPPENHEIMER DEVELOPING	683974505		12/29/2010		10/24/2013	1,372	1,283				0	89	
12	X	PIMCO TOTAL RET FD-INST #	693390700		11/19/2012		2/7/2013	33,982	34,916				0	-1,234	
13	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		2/7/2013	9,377	9,587				0	-210	
14	X	PIMCO TOTAL RET FD-INST #	693390700		10/24/2011		7/10/2013	507	510				0	-3	
15	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	5,329	5,819				0	-280	
16	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	339	393				0	-24	
17	X	PIMCO TOTAL RET FD-INST #	693390700		2/10/2009		7/10/2013	3,997	3,414				0	153	
18	X	PIMCO FOREIGN BD FD USD	693390882		8/1/2011		2/7/2013	1,824	1,800				0	24	
19	X	PIMCO FOREIGN BD FD USD	693390882		8/1/2011		7/10/2013	1,192	1,203				0	-11	
20	X	RIDGECORP SEIX HY BD-I #	768281645		12/29/2010		2/7/2013	8,030	7,730				0	300	
21	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		10/24/2013	1,618	1,523				0	95	
22	X	VANGUARD FTSE EMERGING	922042858		7/28/2011		10/9/2013	7,004	6,264				0	1,280	
23	X	VANGUARD FTSE EMERGING	922042858		7/28/2011		10/24/2013	1,004	1,160				0	-156	
24	X	VANGUARD REIT VIPER	92208553		11/19/2012		2/7/2013	1,184	1,073				0	91	
25	X	AQR MANAGED FUTURES ST	00203H859		7/12/2013		10/9/2013	8,051	8,337				0	-286	
26	X	AQR MANAGED FUTURES ST	00203H859		7/12/2013		10/24/2013	940	947				0	-7	
27	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		2/7/2013	1,875	1,629				0	246	
28	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		7/10/2013	3,050	2,532				0	518	
29	X	ARTISAN INTERNATIONAL FU	04314H204		1/28/2011		10/24/2013	4,562	3,969				0	1,193	
30	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		7/10/2013	3,243	2,819				0	424	
31	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		10/9/2013	2,937	2,392				0	555	
32	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		10/24/2013	988	754				0	234	
33	X	CREDIT SUISSE COMM RET S	22544R305		8/1/2011		10/9/2013	2,670	3,451				0	-781	
34	X	CREDIT SUISSE COMM RET S	22544R305		1/28/2011		10/24/2013	5,301	6,757				0	-1,456	
35	X	DIAMOND HILL LONG-SHORT	25284S833		8/1/2011		7/10/2013	21,254	18,758				0	4,496	
36	X	DIAMOND HILL LONG-SHORT	25284S833		8/10/2012		10/24/2013	942	769				0	173	
37	X	DODGE & COX INTL STOCK F	256208103		1/28/2011		2/7/2013	1,278	1,272				0	4	
38	X	DODGE & COX INTL STOCK F	256208103		12/29/2010		7/10/2013	1,379	1,372				0	7	
39	X	DODGE & COX INTL STOCK F	256208103		12/29/2010		7/10/2013	2,678	2,570				0	108	
40	X	DODGE & COX INTL STOCK F	256208103		12/29/2010		10/9/2013	3,084	2,749				0	335	
41	X	DODGE & COX INTL STOCK F	256208103		12/29/2010		10/24/2013	2,300	1,928				0	372	
42	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	8,541	8,921				0	-280	
43	X	DREYFUS EMG MKT DEBT LO	281980494		8/1/2011		2/7/2013	7,590	7,492				0	98	
44	X	DREYFUS EMG MKT DEBT LO	281980494		8/1/2011		10/10/2013	1,719	1,847				0	-128	
45	X	DREYFUS EMG MKT DEBT LO	281980494		8/10/2012		10/10/2013	4,398	4,534				0	-136	
46	X	DREYFUS EMG MKT DEBT LO	281980494		1/28/2011		10/10/2013	7,273	7,335				0	-62	
47	X	DREYFUS EMG MKT DEBT LO	281980494		2/14/2012		10/24/2013	952	933				0	19	
48	X	JP MORGAN MID CAP VALUE	339128100		2/11/2013		7/10/2013	3,172	2,880				0	312	
49	X	JP MORGAN MID CAP VALUE	339128100		8/1/2011		7/10/2013	2,324	1,962				0	642	
50	X	JP MORGAN MID CAP VALUE	339128100		8/1/2011		10/24/2013	947	851				0	296	
51	X	GATEWAY FUND - Y #1988	367829884		8/10/2012		7/10/2013	22,282	21,782				0	500	
52	X	GATEWAY FUND - Y #1988	367829884		2/11/2013		7/10/2013	13,928	13,762				0	164	
53	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		7/10/2013	15,788	14,591				0	1,207	
54	X	HARBOR CAPITAL APRTION	411511504		12/29/2010		7/10/2013	2,852	2,183				0	669	
55	X	HARBOR CAPITAL APRTION	411511504		12/29/2010		10/24/2013	3,149	2,287				0	862	
56	X	HARBOR CAPITAL APRTION	411511504		12/29/2010		10/24/2013	3,485	2,323				0	1,142	
57	X	HUSSMAN STRATEGIC GROW	448108100		8/1/2011		2/7/2013	20,377	23,660				0	-3,283	
58	X	ISHARES CORE S & P 500 ETF	484287200		8/6/2012		2/7/2013	2,279	2,109				0	170	
59	X	ISHARES CORE S & P 500 ETF	484287200		12/27/2010		7/10/2013	18,408	14,005				0	4,403	
60	X	ISHARES CORE S & P 500 ETF	484287200		8/6/2012		10/24/2013	1,057	844				0	213	
61	X	ISHARES RUSSELL 2000 GRO	484287848		11/19/2012		2/7/2013	15,213	13,386				0	1,827	
62	X	ISHARES RUSSELL 2000 GRO	484287848		12/19/2012		2/7/2013	14,192	13,255				0	937	
63	X	KALMAR GR WWAL SM CAP F	483438206		2/11/2013		10/24/2013	2,280	1,742				0	518	
64	X	KEELEY SMALL CAP VAL FD C	487300808		8/1/2011		2/7/2013	291	244				0	47	
65	X	KEELEY SMALL CAP VAL FD C	487300808		12/29/2010		2/7/2013	8,143	6,612				0	1,531	

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

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

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

		351	351	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	351	351		

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

		795,142	783,215	904,050
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
		795,142	0	
1	Asset Description			
2	ARTISAN INTERNATIONAL FUND 661	0	37,336	52,709
3	DODGE & COX INCOME FD COM 147	0	36,232	36,499
4	HARBOR CAPITAL APRCTION-INST 2012	0	48,045	73,772
5	MERGER FD SH BEN INT 260	0	17,901	18,042
6	PIMCO TOTAL RET FD-INST 35	0	34,864	36,014
7	PIMCO FOREIGN BD FD USD H-INST 103	0	4,536	4,481
8	T ROWE PRICE SHORT TERM BD FD 55	0	20,652	20,560
9	ARTISAN MID CAP FUND-INSTL 1333	0	31,110	38,685
10	FID ADV EMER MKTS INC- CL I 607	0	14,023	13,786
11	ISHARES S & P 500 INDEX FUND	0	15,666	22,092
12	LAUDUS MONDRIAN INTL FI-INST 2940	0	4,936	4,497
13	DODGE & COX INTL STOCK FD 1048	0	34,408	52,054
14	MFS VALUE FUND-CLASS I 893	0	34,645	49,705
15	DREYFUS EMG MKT DEBT LOC C-I 6083	0	31,727	31,025
16	DRIEHAUS ACTIVE INCOME FUND	0	28,065	28,188
17	JP MORGAN MID CAP VALUE-I 758	0	17,726	26,753
18	ASG GLOBAL ALTERNATIVES-Y 1993	0	37,724	37,491
19	VANGUARD REIT VIPER	0	30,552	36,476
20	AQR MANAGED FUTURES STR-I	0	8,660	9,009
21	VANGUARD EMERGING MARKETS ETF	0	49,942	46,694
22	OPPENHEIMER DEVELOPING MKT-Y 788	0	43,254	46,956
23	SPDR DJ WILSHIRE INTERNATIONAL REA	0	33,134	35,226
24	ROBECO BP LNG/SHRT RES-INS	0	26,921	29,186
25	DIAMOND HILL LONG-SHORT FD CL I 11	0	13,897	18,372
26	RIDGEWORTH SEIX HY BD-I 5855	0	45,905	45,655
27	KALMAR GR W/ VAL SM CAP-INS #4	0	20,355	26,892
28	CREDIT SUISSE COMM RT ST-CO 2156	0	44,301	36,674
29	KEELEY SMALL CAP VAL FD CL I 2251	0	16,698	26,557

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	124
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	2,993
3	FEDERAL EXCISE TAX REFUND	3	140
4	Total	4	3,257

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,801
2	PY RETURN OF CAPITAL ADJUSTMENT	2	380
3	Total	3	2,181

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

Line	Description of Property Sold	CUSIP #	Long Term CG Distributions		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
			Amount	0											
1	KEELEY SMALL CAP VAL FD CL 12251	487300808	10,638	0	12/29/2010	10/24/2013	944			532	312				18,401
2	LAUDUS MONDRIAN INTL FINST #2944518508855				5/10/2012	2/7/2013	1,214			1,289	-75				312
3	LAUDUS MONDRIAN INTL FINST #2944518508855				12/29/2010	2/7/2013	271			286	-15				-75
4	LAUDUS MONDRIAN INTL FINST #2944518508855				12/29/2010	10/24/2013	1,108			1,158	-50				-15
5	MF'S VALUE FUND-CLASS I #893	552938894			5/10/2012	7/10/2013	574			460	114				114
6	MF'S VALUE FUND-CLASS I #893	552938894			2/1/2013	7/10/2013	576			510	66				66
7	MF'S VALUE FUND-CLASS I #893	552938894			2/1/2012	7/10/2013	8,593			8,531	62				62
8	MF'S VALUE FUND-CLASS I #893	552938894			2/1/2012	10/24/2013	962			722	240				240
9	MERGER FD 94 BEN INT 2580	989509108			8/10/2011	7/10/2013	9,225			9,271	-46				-46
10	OPPENHEIMER DEVELOPING MKT-Y #7	883974505			12/29/2010	10/24/2013	8,172			8,128	44				44
11	OPPENHEIMER DEVELOPING MKT-Y #7	883974505			12/29/2010	10/24/2013	1,372			1,283	89				89
12	PIMCO TOTAL RET FD-INST #35	893380700			11/19/2012	2/7/2013	33,882			34,915	-1,033				-1,033
13	PIMCO TOTAL RET FD-INST #35	893380700			8/10/2012	2/7/2013	9,377			9,587	-210				-210
14	PIMCO TOTAL RET FD-INST #35	893380700			10/24/2012	7/10/2013	507			510	-3				-3
15	PIMCO TOTAL RET FD-INST #35	893380700			5/10/2012	7/10/2013	5,329			5,619	-290				-290
16	PIMCO TOTAL RET FD-INST #35	893380700			8/10/2012	7/10/2013	339			361	-22				-22
17	PIMCO FOREIGN BD FD USD H-INST #1	893380862			2/10/2009	7/10/2013	3,587			3,414	173				173
18	PIMCO FOREIGN BD FD USD H-INST #1	893380862			8/10/2011	2/7/2013	1,824			1,800	24				24
19	PIMCO FOREIGN BD FD USD H-INST #1	893380862			8/10/2011	7/10/2013	1,132			1,203	-71				-71
20	RIDGEMOUNT SEX HY 801 #9555	789231645			12/29/2010	2/7/2013	8,030			7,730	300				300
21	SPDR DJ WILSHIRE INTERNATIONAL R	225448305			12/29/2010	10/24/2013	1,618			1,523	95				95
22	VANGUARD FTSE EMERGING MARKET	922042858			7/28/2011	10/24/2013	7,004			8,264	-1,260				-1,260
23	VANGUARD FTSE EMERGING MARKET	922042858			7/28/2011	10/24/2013	1,004			1,160	-156				-156
24	VANGUARD RET WPER	922042858			7/19/2012	2/7/2013	1,184			1,073	111				111
25	AGR MANAGED FUTURES STR #1521300203H559	71122013			7/12/2013	10/24/2013	9,051			8,337	-714				-714
26	ARTISAN INTERNATIONAL FUND #681	043147204			12/29/2010	2/7/2013	1,875			1,629	246				246
27	ARTISAN INTERNATIONAL FUND #681	043147204			12/29/2010	7/10/2013	3,050			2,532	518				518
28	ARTISAN MID CAP FUNDS #1333	043147204			4/10/2012	10/24/2013	4,562			3,389	1,173				1,173
29	ARTISAN MID CAP FUNDS #1333	043147204			4/10/2012	7/10/2013	2,743			2,819	-76				-76
30	ARTISAN MID CAP FUNDS #1333	043147204			4/10/2012	10/24/2013	2,937			2,382	555				555
31	ARTISAN MID CAP FUNDS #1333	043147204			4/10/2012	10/24/2013	988			754	234				234
32	CREDIT SUISSE COMB RET S1-12156	225448305			8/10/2011	10/24/2013	5,870			6,451	-581				-581
33	CREDIT SUISSE COMB RET S1-12156	225448305			12/29/2010	10/24/2013	5,301			6,751	-1,450				-1,450
34	DIAMOND HILL LONG-SHORT FD CL 1	222845833			8/10/2011	10/24/2013	21,254			16,756	4,498				4,498
35	DOODGE & COX INT'L STOCK FD #1048	256288103			12/29/2010	10/24/2013	1,278			1,272	6				6
36	DOODGE & COX INT'L STOCK FD #1048	256288103			12/29/2010	2/7/2013	1,372			1,372	0				0
37	DOODGE & COX INT'L STOCK FD #1048	256288103			12/29/2010	7/10/2013	3,678			2,770	908				908
38	DOODGE & COX INT'L STOCK FD #1048	256288103			12/29/2010	10/24/2013	2,984			2,748	236				236
39	DOODGE & COX INT'L STOCK FD #1048	256288103			12/29/2010	10/24/2013	2,900			1,926	974				974
40	DOODGE & COX INT'L STOCK FD #1048	256288103			2/1/2013	7/10/2013	9,540			8,821	719				719
41	DRETFUS EMG MKT DEBT LOC C1 #606	281880494			8/10/2011	2/7/2013	1,590			1,492	98				98
42	DRETFUS EMG MKT DEBT LOC C1 #606	281880494			8/10/2011	10/24/2013	1,711			1,647	64				64
43	DRETFUS EMG MKT DEBT LOC C1 #606	281880494			12/29/2010	10/24/2013	4,138			4,547	-409				-409
44	DRETFUS EMG MKT DEBT LOC C1 #606	281880494			2/1/2012	7/10/2013	7,273			7,335	-62				-62
45	JP MORGAN MID CAP VALUE-#758	333128100			2/1/2012	10/24/2013	3,326			2,938	388				388
46	JP MORGAN MID CAP VALUE-#758	333128100			8/10/2011	7/10/2013	1,172			2,890	-1,718				-1,718
47	GATEWAY FUND - Y #1888	38738884			8/10/2011	10/24/2013	2,474			1,862	612				612
48	GATEWAY FUND - Y #1888	38738884			8/10/2011	7/10/2013	2,392			991	1,401				1,401
49	GATEWAY FUND - Y #1888	38738884			2/1/2012	7/10/2013	15,536			21,782	-6,246				-6,246
50	GATEWAY FUND - Y #1888	38738884			2/1/2012	10/24/2013	15,768			1,451	14,317				14,317
51	HARBOR CAPITAL APPOINTMENT #20	411511564			12/29/2010	10/24/2013	2,852			2,183	669				669
52	HARBOR CAPITAL APPOINTMENT #20	411511564			12/29/2010	10/24/2013	3,148			2,231	917				917
53	HARBOR CAPITAL APPOINTMENT #20	411511564			12/29/2010	7/10/2013	3,148			2,231	917				917
54	HARBOR CAPITAL APPOINTMENT #20	411511564			2/1/2012	7/10/2013	20,377			23,660	-3,283				-3,283
55	HARBOR CAPITAL APPOINTMENT #20	411511564			8/10/2011	2/7/2013	2,770			2,098	672				672
56	HARBOR CAPITAL APPOINTMENT #20	411511564			12/27/2010	7/10/2013	18,408			1,958	16,450				16,450
57	HARBOR CAPITAL APPOINTMENT #20	411511564			8/10/2011	10/24/2013	1,057			1,134	-77				-77
58	HARBOR CAPITAL APPOINTMENT #20	411511564			11/19/2012	2/7/2013	15,713			13,386	2,327				2,327
59	HARBOR CAPITAL APPOINTMENT #20	411511564			12/19/2012	7/10/2013	14,192			13,458	734				734
60	HARBOR CAPITAL APPOINTMENT #20	411511564			2/1/2012	10/24/2013	2,260			1,742	518				518
61	KEELEY SMALL CAP VAL FD CL 12251	487300808			8/10/2011	2/7/2013	281			244	37				37
62	KEELEY SMALL CAP VAL FD CL 12251	487300808			12/29/2010	2/7/2013	8,143			6,612	1,531				1,531

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

	Date	1	Amount
1 Credit from prior year return		1	160
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	160

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	39,673
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	39,673