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# Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- 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](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation

J ROLAND GILBERT MARY R GILBERT

Number and street (or P O box number if mail is not delivered to street address) Room/suite

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code

Winston Salem NC 27101-3818

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 946,870 (Part I, column (d) must be on cash basis)

J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number

23-7879665

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Part I Revenue	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)
			17,063	16,613	46,102
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b 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	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,084	10,563	3,521	<i>RECEIVED</i>
	14 Other employee salaries and wages				<i>IRS-1050</i>
	15 Pension plans, employee benefits				<i>600</i>
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	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	

P  
9

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	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)			
	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	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	830,892	826,035	946,870	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	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	<b>Total net assets or fund balances</b> (see instructions)	830,892	826,035	
	31	<b>Total liabilities and net assets/fund balances</b> (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.)
<b>1a</b> See Attached Statement					
<b>b</b> See Attached Statement					
<b>c</b> See Attached Statement					
<b>d</b> See Attached Statement					
<b>e</b> See Attached Statement					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	29,039	
<b>3</b> 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			<b>3</b>	0	

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

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

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

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

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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 260126
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 052025
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	905,893
<b>5</b> Multiply line 4 by line 3	<b>5</b>	47,129
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	347
<b>7</b> Add lines 5 and 6	<b>7</b>	47,476
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	41,121

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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	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

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►  Refunded

and enter "N/A" on line 1 necessary—see instructions)		}		
t V, check			1	695
anizations enter 4% of				
ns only Others enter -0-)			2	0
ns only Others enter -0-) or less, enter -0-			3	695
		4		
		5	695	
6a	160			
6b				
6c				
6d				
f Form 2220 is attached owed amount overpaid Refunded		7	160	
		8		
		9	535	
		10	0	
		11	0	

**Part VII-A Statements Regarding Activities**

**1a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

*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?

**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities*

**3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

**b** If "Yes," has it filed a tax return on Form 990-T for this year?

**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

**6** Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

**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*

**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*

**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*

**10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes 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.

1a		Yes	No
a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
		7b N/A					

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	14,084		
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>	►	

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	NONE	
2	.....	
3	.....	
4	.....	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2	.....	
3	.....	
All other program-related investments. See instructions		
3	NONE	
<b>Total. Add lines 1 through 3</b>		► 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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	905,893
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted</b> 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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	41,121
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	41,121
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				39,673
a Enter amount for 2012 only				
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				39,673
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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

**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

## 6 Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	37,000
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 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	(e) Related or exempt function income (See instructions )	
		(a) Business code	(b) Amount		(c) Exclusion code
<b>1</b>	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
<b>2</b>	Membership dues and assessments				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities				
<b>5</b>	Net rental income or (loss) from real estate			14	17,063
a	Debt-financed property				
b	Not debt-financed property				
<b>6</b>	Net rental income or (loss) from personal property				
<b>7</b>	Other investment income				
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	29,039
<b>9</b>	Net income or (loss) from special events				
<b>10</b>	Gross profit or (loss) from sales of inventory				
<b>11</b>	Other revenue a				
b					
c					
d					
e					
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		46,102
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e)			13	46,102

(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 (2) Other assets	1a(1)	X
b	Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X 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.		

**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

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.

Sign  
Here

▶ John N. Silvestri SVP Wells Fargo Bank N.A.

4/16/2014

► SVP Wells Fargo Bank N A

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

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JOSEPH J CASTRIANO</b>	Preparer's signature 	Date <b>4/16/2014</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P01251603</b>
	Firm's name ► <b>PricewaterhouseCoopers, LLP</b>		Firm's EIN ► <b>13-4008324</b>		
	Firm's address ► <b>600 GRANT STREET, PITTSBURGH, PA 15219-2777</b>		Phone no <b>412-355-6000</b>		

**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**

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Date	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Cost, Other Basis and Expenses	Net Gain or Loss
										Capital Gains/Losses Other Sales	Gross Sales		
Long Term CG Distributions	Amount	10,838								0	370,754	341,715	0
Short Term CG Distributions										0			29,039
1 X KEELEY SMALL CAP VAL FD C	4873000808				12/29/2010	10/24/2013	944	632					0
2 X LAUDUS MONDRAN INTL FU	5185052655				5/10/2012	27/7/2013	1,214	1,289					75
3 X LAUDUS MONDRAN INTL FU	5185050555				12/29/2010	27/7/2013	271	266					-15
4 X LAUDUS MONDRAN INTL FU	5185050655				12/29/2010	10/24/2013	1,108	1,168					60
5 X MFS VALUE FUND-CLASS #9	5522838994				5/10/2012	7/10/2013	574	460					14
6 X MFS VALUE FUND-CLASS #8	5522838994				2/11/2013	7/10/2013	574	5,150					556
7 X MFS VALUE FUND-CLASS #8	5522838994				2/14/2012	7/10/2013	5,093	6,831					1,762
8 X MFS VALUE FUND-CLASS #8	5522838994				2/14/2012	10/24/2013	962	722					240
9 X MERGER-FD SH BEN INT #280	589390108				8/1/2011	7/10/2013	6225	9,271					-46
10 X OPPENHEIMER DEVELOPING	683874505				12/29/2010	10/24/2013	8,126	8,126					246
11 X OPPENHEIMER DEVELOPING	683874505				12/29/2010	10/24/2013	1,372	1,283					89
12 X FIMCO TOTAL RET-FD-INST #	693390700				11/19/2012	27/7/2013	36,682	34,916					-1234
13 X FIMCO TOTAL RET-FD-INST #	693390700				8/1/2012	10/24/2011	9,377	9,587					-210
14 X FIMCO TOTAL RET-FD-INST #	693390700				10/24/2011	7/10/2013	507	510					-3
15 X FIMCO TOTAL RET-FD-INST #	693390700				5/10/2012	7/10/2013	5,323	5,619					-250
16 X FIMCO TOTAL RET-FD-INST #	693390700				8/1/2012	7/10/2013	339	339					-24
17 X FIMCO TOTAL RET-FD-INST #	693390700				2/10/2009	7/10/2013	3,587	3,414					153
18 X FIMCO FOREIGN BD FD USD	693390882				8/1/2011	7/10/2013	1,824	1,800					24
19 X FIMCO FOREIGN BD FD USD	693390882				8/1/2011	7/10/2013	1,192	1,203					-11
20 X RIDGEWORTH SIXTH BD-1 #	763281645				12/29/2010	7/10/2013	8,030	7,750					300
21 X SPDR DJ WILSHIRE INTERNA	7816331863				4/28/2011	10/24/2013	1,618	1,523					95
22 X VANGUARD F-SEE EMERGING	822042858				7/28/2011	10/24/2013	7,004	6,284					-1,260
23 X VANGUARD F-SEE EMERGING	822042858				7/28/2011	10/24/2013	1,004	1,160					-156
24 X VANGUARD RET-FD VIPER	822809553				11/15/2012	27/7/2013	1,184	1,073					91
25 X AQR MANAGED FUTURES ST	0020314859				7/12/2013	10/24/2013	6,051	8,337					-286
26 X AQR MANAGED FUTURES ST	0020314859				7/12/2013	10/24/2013	940	947					-7
27 X ARTISAN INTERNATIONAL FU	043141204				12/28/2011	27/7/2013	1,875	1,629					246
28 X ARTISAN INTERNATIONAL FU	043141204				12/28/2011	10/24/2013	3,050	3,522					56
29 X ARTISAN INTERNATIONAL FU	043141204				12/28/2011	10/24/2013	4,582	3,369					1,193
30 X ARTISAN MID CAP FUNDS	043141600				4/10/2012	7/10/2013	2,243	2,819					424
31 X ARTISAN MID CAP FUNDS	043141600				4/10/2012	10/24/2013	2,931	2,382					565
32 X ARTISAN MID CAP FUNDS	043141600				4/10/2012	10/24/2013	10,240	9,888					234
33 X CREDIT SUISSE COMM RET S	225441305				12/28/2011	10/24/2013	2,870	3,451					-781
34 X CREDIT SUISSE COMM RET S	225441305				12/28/2011	10/24/2013	5,301	6,757					-1,456
35 X DIAMOND HILL LONG-SHORT	252645833				8/1/2011	7/10/2013	2,254	18,758					4,496
36 X DIAMOND HILL LONG-SHORT	252645833				8/10/2012	10/24/2013	942	789					173
37 X DODGE & COX INTL STOCK F	258206103				12/29/2010	27/7/2013	1,276	1,272					4
38 X DODGE & COX INTL STOCK F	258206103				2/29/2010	27/7/2013	1,379	1,372					7
39 X DODGE & COX INTL STOCK F	258206103				7/10/2010	10/24/2013	2,678	2,570					108
40 X DODGE & COX INTL STOCK F	258206103				12/29/2010	10/24/2013	3,084	2,749					335
41 X DODGE & COX INTL STOCK F	258206103				12/29/2010	7/10/2013	2,300	1,928					372
42 X DODGE & COX INCOME FD C	258206105				7/11/2013	7/10/2013	8,541	8,821					-280
43 X DREYFUS ENG MKT DEBT LO	261980494				8/1/2011	27/7/2013	7,590	7,492					98
44 X DREYFUS ENG MKT DEBT LO	261980494				8/1/2011	10/10/2013	17,19	1,847					-128
45 X DREYFUS ENG MKT DEBT LO	261980494				8/1/2012	10/10/2013	4,398	4,534					-136
46 X DREYFUS ENG MKT DEBT LO	261980494				1/28/2011	10/10/2013	7,273	7,335					-62
47 X DREYFUS ENG MKT DEBT LO	261980494				2/14/2012	10/24/2013	952	933					19
48 X J P MORGAN MID CAP VALUE	339128100				2/11/2013	7/10/2013	3,172	2,860					-312
49 X J P MORGAN MID CAP VALUE	339128100				8/1/2011	7/10/2013	2,324	1,682					642
50 X J P MORGAN MID CAP VALUE	339128100				8/1/2011	10/24/2013	947	861					296
51 X KEELEY STRATEGIC GROW	448308100				8/1/2011	27/7/2013	2,282	2,1752					328
52 X GATEWAY FUND -Y #1986	387829884				2/11/2013	13,928	2,279	2,109					170
53 X HARBOR CAPITAL ARCTION	411511504				2/11/2013	10/24/2013	15,798	14,581					164
54 X HARBOR CAPITAL ARCTION	411511504				12/29/2010	7/10/2013	2,852	2,183					1,207
55 X HARBOR CAPITAL ARCTION	411511504				12/29/2010	10/24/2013	3,149	2,287					669
56 X HARBOR CAPITAL ARCTION	411511504				12/29/2010	7/10/2013	3,485	2,323					862
57 X HARBOR CAPITAL ARCTION	411511504				8/1/2011	27/7/2013	20,377	23,660					-1,142
58 X SHARES CORE S & P 500 EFT	484287200				8/8/2012	2/11/2013	2,279	2,109					170
59 X SHARES CORE S & P 500 EFT	484287200				12/27/2010	10/24/2013	18,408	14,005					4,403
60 X SHARES CORE S & P 500 EFT	484287200				8/8/2012	10/24/2013	1,057	944					-213
61 X SHARES RUSSELL 2000 GRO	484287648				11/19/2012	2/11/2013	16,13	13,386					1,827
62 X KALMAR GR W/WAL SMACAP	4834393204				2/11/2013	10/24/2013	14,192	13,255					937
63 X KEELEY SMALL CAP VAL FD C	487300808				8/1/2011	27/7/2013	2,260	1,742					518
64 X KEELEY SMALL CAP VAL FD C	487300808				12/29/2010	2/11/2013	2,91	244					547
65 X KEELEY SMALL CAP VAL FD C	487300808				12/29/2010	2/11/2013	8,143	6,612					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**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			795,142	783,215	904,050
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 APRCTN-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	TROWIE 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 1607		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 INT'L 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	OPENHEIMER 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**

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### **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**

Long Term CG Distributions	Amount	10,638	0	360,116	0	0	0	341,715	18,401	0	0	0	Gains Minus Losses of FIN Over Adjusted Basis or Losses
Short Term CG Distributions				Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments		F MV as of 12/31/13	Adjusted Basis as of 12/31/13	F MV as of 12/31/13	Excess of FIN Over Adj Basis
<b>Description of Property Sold</b>	<b>CUSIP #</b>	<b>How Acquired</b>											
1 KEELEY SMALL CAP VAL FD CL #2251				12/29/2010	10/24/2013	944		632	0	0	0	0	0
2 LAUDUS MONDRAGINT FINST #2940	518556855			5/10/2012	2/27/2013	1,214		1,289	-75	0	0	0	-75
3 LAUDUS MONDRAGINT FINST #2940	518556855			12/29/2010	10/24/2013	271		286	-15	0	0	0	-15
4 LAUDUS MONDRAGINT FINST #2940	518556855			12/29/2010	10/24/2013	1,038		1,168	-60	0	0	0	-60
5 MFS VALUE FUND-CLASS #893	5529			5/10/2012	7/10/2013	574		460	114	0	0	0	114
6 MFS VALUE FUND-CLASS #893	5529			2/11/2013	7/10/2013	5,100		5,150	-56	0	0	0	-56
7 MFS VALUE FUND-CLASS #893	5529			2/14/2012	7/10/2013	5,983		6,811	-1,762	0	0	0	1,762
8 MERGED TO SPARTEN INT #260	5529			2/14/2012	7/10/2013	5,982		6,812	-20	0	0	0	-20
9 OPPENHEIMER DEVELOPING MKT-Y #7	683974505			8/1/2011	7/10/2013	9,225		9,211	-16	0	0	0	-16
10 OPPENHEIMER DEVELOPING MKT-Y #7	683974505			12/29/2010	10/24/2013	8,372		8,126	246	0	0	0	246
11 PIMCO TOTAL RET FD-HINST #25	691339709			12/29/2010	10/24/2013	1,372		1,283	69	0	0	0	69
12 PIMCO TOTAL RET FD-HINST #25	691339709			11/15/2012	2/17/2013	3,682		3,496	-124	0	0	0	-124
13 PIMCO TOTAL RET FD-HINST #25	691339709			8/10/2011	2/17/2013	9,377		9,567	-210	0	0	0	-210
14 PIMCO TOTAL RET FD-HINST #25	691339709			10/24/2011	2/17/2013	507		510	-3	0	0	0	-3
15 PIMCO TOTAL RET FD-HINST #25	691339709			8/10/2011	7/10/2013	5,329		5,619	-290	0	0	0	-290
16 PIMCO TOTAL RET FD-HINST #25	691339709			9/10/2012	7/10/2013	3,339		3,363	-24	0	0	0	-24
17 PIMCO FOREIGN BND USD HINST #1	691339709			2/10/2010	7/10/2013	5,567		3,414	-153	0	0	0	-153
18 PIMCO FOREIGN BND USD HINST #1	691339709			8/1/2011	7/10/2013	1,824		1,800	24	0	0	0	24
19 PIMCO FOREIGN BND USD HINST #1	691339709			8/1/2011	7/10/2013	1,192		1,203	-11	0	0	0	-11
20 RIDGEWORTH SIXTH BD-L #855	760281845			12/29/2010	2/17/2013	8,030		7,730	300	0	0	0	300
21 SPDR DOW JONES INDUSTRIAL AVERAGE SP500	760281845			4/28/2011	10/24/2013	1,614		1,523	95	0	0	0	95
22 VANGUARD TOTAL EMERGING MARKET EQUITY	760281265			7/28/2011	10/24/2013	7,004		8,364	-1,260	0	0	0	-1,260
23 VANGUARD TOTAL EMERGING MARKET EQUITY	760281265			7/28/2011	10/24/2013	1,004		1,160	-156	0	0	0	-156
24 VANGUARD RETI VIPER	932081553			11/15/2012	2/17/2013	1,164		1,073	91	0	0	0	91
25 ADR MANAGED FUTURES STR-HINST #3	102031858			7/1/2013	10/19/2013	8,051		8,337	-286	0	0	0	-286
26 ADR MANAGED FUTURES STR-HINST #3	102031858			7/1/2013	10/19/2013	940		947	-7	0	0	0	-7
27 ARTISAN INTERNATIONAL FUND #681	043147204			1/28/2011	2/17/2013	1,875		1,629	246	0	0	0	246
28 ARTISAN INTERNATIONAL FUND #681	043147204			1/28/2011	7/10/2013	3,050		2,532	518	0	0	0	518
29 ARTISAN INTERNATIONAL FUND #681	043147204			1/28/2011	10/24/2013	4,562		3,165	1,193	0	0	0	1,193
30 ARTISAN MID CAP FUNDING #333	043147600			4/10/2012	7/10/2013	2,243		2,819	-576	0	0	0	-576
31 ARTISAN MID CAP FUNDING #333	043147600			4/10/2012	10/24/2013	2,301		2,782	-555	0	0	0	-555
32 ARTISAN MID CAP FUNDING #333	043147600			4/10/2012	10/24/2013	988		754	234	0	0	0	234
33 CREDIT SUISSE COMM RET ST-1#2158	22344-R305			8/10/2011	10/19/2013	2,670		3,451	-781	0	0	0	-781
34 CREDIT SUISSE COMM RET ST-1#2158	22344-R305			17/28/2011	10/19/2013	5,301		6,757	-1,456	0	0	0	-1,456
35 DIAMOND HILL LONG-SHORT FUND CL #1	252026103			8/10/2011	7/10/2013	21,254		16,758	4,496	0	0	0	4,496
36 DIAMOND HILL LONG-SHORT FUND CL #1	252026103			8/10/2011	10/24/2013	942		2,769	4,173	0	0	0	4,173
37 DODGE & COX INTL STOCK FD #1048	252026103			12/29/2010	2/17/2013	1,276		1,372	-94	0	0	0	-94
38 DODGE & COINTL STOCK FD #1048	252026103			12/29/2010	7/10/2013	1,379		2,570	108	0	0	0	108
39 DODGE & COINTL STOCK FD #1048	252026103			12/29/2010	10/19/2013	3,084		2,749	335	0	0	0	335
40 DODGE & COINTL STOCK FD #1048	252026103			12/29/2010	10/24/2013	2,300		1,928	372	0	0	0	372
41 DODGE & COINTL STOCK FD #1048	252026103			2/11/2013	7/10/2013	6,541		8,321	-260	0	0	0	-260
42 DODGE & COX INCOME FD COM #117	252026105			2/11/2013	7/10/2013	0		8,321	0	0	0	0	0
43 DREYFUS ENG MKT DEBT LOC CL #1	26190494			8/10/2011	2/17/2013	7,590		7,492	98	0	0	0	98
44 DREYFUS ENG MKT DEBT LOC CL #1	26190494			8/10/2011	10/10/2013	1,719		1,447	272	0	0	0	272
45 DREYFUS ENG MKT DEBT LOC CL #1	26190494			8/10/2012	10/10/2013	4,159		4,534	-375	0	0	0	-375
46 DREYFUS ENG MKT DEBT LOC CL #1	26190494			7/26/2011	10/10/2013	7,273		7,335	-62	0	0	0	-62
47 DREYFUS ENG MKT DEBT LOC CL #1	26190494			2/14/2012	2/17/2013	9,952		9,933	19	0	0	0	19
48 JP MORGAN Mkt Cap Value #738	339318200			2/11/2013	7/10/2013	3,172		2,880	-300	0	0	0	-300
49 JP MORGAN Mkt Cap Value #738	339318200			2/11/2013	7/10/2013	6,541		6,622	-62	0	0	0	-62
50 JP MORGAN Mkt Cap Value #738	339318200			2/11/2013	7/10/2013	947		651	265	0	0	0	265
51 GATEWAY FUND Y #1986	36736984			8/10/2012	2/17/2013	2,282		2,182	100	0	0	0	100
52 GATEWAY FUND Y #1986	36736984			2/11/2013	7/10/2013	13,926		13,762	164	0	0	0	164
53 HARBOR CAPITAL APCTN-HINST #20	41151504			2/11/2013	7/10/2013	15,898		14,931	1,207	0	0	0	1,207
54 HARBOR CAPITAL APCTN-HINST #20	41151504			12/29/2010	10/19/2013	2,852		2,183	669	0	0	0	669
55 HARBOR CAPITAL APCTN-HINST #20	41151504			12/29/2010	10/24/2013	3,149		2,387	862	0	0	0	862
56 HARBOR CAPITAL APCTN-HINST #20	41151504			12/29/2010	10/24/2013	3,465		2,323	1,142	0	0	0	1,142
57 HUSSMAN STRATEGIC GROWTH FUND	441010800			8/10/2011	2/17/2013	20,377		23,660	-3,283	0	0	0	-3,283
58 iSHARES CORE S & P 500 ETF	484287200			8/8/2012	2/17/2013	2,279		2,109	70	0	0	0	70
59 iSHARES CORE S & P 500 ETF	484287200			2/12/2013	7/10/2013	18,408		14,005	-4,403	0	0	0	-4,403
60 iSHARES CORE S & P 500 ETF	484287200			2/12/2013	10/24/2013	1,057		1,034	21	0	0	0	21
61 iSHARES CORE S & P 500 ETF	484287200			8/8/2012	10/24/2013	15,376		13,386	1,987	0	0	0	1,987
62 iSHARES DOWJELL 2000 GROWTH	484287248			11/9/2012	2/17/2013	15,213		15,182	937	0	0	0	937
63 KALMAR GRWTH SM CAP FD #2	483438206			2/11/2013	10/24/2013	2,142		1,742	518	0	0	0	518
64 KEELEY SMALL CAP VAL FD CL #2251	487300008			8/1/2011	2/17/2013	291		244	47	0	0	0	47
65 KEELEY SMALL CAP VAL FD CL #2251	487300008			12/29/2010	2/17/2013	8,143		6,812	1,531	0	0	0	1,531

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

Name	Check "X" if Business Travel	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N A Trust Tax	X	1 W 4th St 4th Floor MAC D4000-D411	Winston Salem	NC	27101-3918		TRUSTEE	4.00	14.084	14.084	0

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

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

	Date	Amount
1		160
2		
3		
4		
5		
6		
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