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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>NICHOLAS CHARITABLE TRUST</b>			A Employer identification number <b>25-6785253</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name		Foreign province/state/country	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"/>	
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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 181,167</b>			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

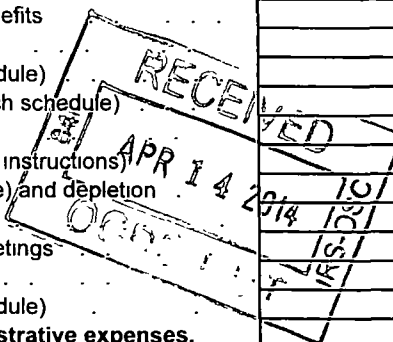
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,871	2,787		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,734			
	b Gross sales price for all assets on line 6a 76,112				
	7 Capital gain net income (from Part IV, line 2)		6,734		
	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	9,605	9,521	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,862	2,147		715
	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)	84	84		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35			35
	24 Total operating and administrative expenses. Add lines 13 through 23	3,581	2,231	0	1,350
	25 Contributions, gifts, grants paid	15,532			15,532
26 Total expenses and disbursements. Add lines 24 and 25	19,113	2,231	0	16,882	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-9,508				
b Net investment income (if negative, enter -0-)		7,290			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		38	546	546
	2	Savings and temporary cash investments		6,133	6,880	6,880
	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)				
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)		167,571	158,757	181,167
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	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		167,571	158,757		
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)		167,571	158,757		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		167,571	158,757		

## 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	167,571
2	Enter amount from Part I, line 27a	2	-9,508
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	1,118
4	Add lines 1, 2, and 3	4	159,181
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	424
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	158,757

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	6,734
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	41,504	196,495	0.211222	
2011	8,161	204,852	0.039839	
2010	8,085	190,293	0.042487	
2009	16,497	169,283	0.097452	
2008	25,788	225,493	0.114363	
2 Total of line 1, column (d)			2	0.505363
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	0.101073
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	173,607
5 Multiply line 4 by line 3			5	17,547
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	73
7 Add lines 5 and 6			7	17,620
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	16,882

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1a</b>	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>b</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			
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
<b>3</b>	Add lines 1 and 2			146
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			146
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		8
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d			8
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			138
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>Refunded</b>			0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <b>\$</b> (2) On foundation managers <b>\$</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b>		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>MA</b>		
<b>b</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	
<b>9</b> 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
<b>10</b> 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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <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
- If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 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	2,862	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	170,285
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,966
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	176,251
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	176,251
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	2,644
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	173,607
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,680

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	8,680
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	146
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	146
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	8,534
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	8,534
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	8,534

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	16,882
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	16,882
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	16,882

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				8,534
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	12,040			
<b>b</b> From 2009	8,117			
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012	31,689			
<b>f</b> Total of lines 3a through e	51,846			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: $\$$ 16,882				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				8,534
<b>e</b> Remaining amount distributed out of corpus	8,348			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	60,194			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	12,040			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	48,154			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009	8,117			
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012	31,689			
<b>e</b> Excess from 2013	8,348			

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

N/A

<p><b>1a</b> 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 <span style="float: right;">▶</span></p>					
<p><b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p><b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p>	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	15,532
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0





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

Recipient(s) paid during the year

**Name**

ALDERSGATE UTD METHODIST CHURCH

**Street**

397 TYLER RUN RD

**City**

YORK

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,883

**Name**

ALBRIGHT CARE SERVICES

**Street**

90 MAPLEWOOD DRIVE

**City**

LEWISBURG

**State**

PA

**Zip Code**

17837

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,883

**Name**

THE BRETHEREN HOME FOUNDATION

**Street**

PO BOX 128

**City**

NEW OXFORD

**State**

PA

**Zip Code**

17350

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,883

**Name**

THE CHURCH OF THE BRETHEREN

**Street**

1505 DUNDEE AVENUE

**City**

ELGIN

**State**

IL

**Zip Code**

60120

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,883

**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

Part I, Line B (990-PF) - Gain/Loss from Sale of Assets Other than Inventory														
Amount										Totals				
2,139														
Long Term CG Distributions										Capital Gains/Losses				
Short Term CG Distributions										Other sales				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST			7/12/2013		10/12/2013	1,578	1,608					-30
2	X	ARTISAN INTERNATIONAL FU			2/17/2011		2/7/2013	2,230	1,982					248
3	X	ARTISAN INTERNATIONAL FU			2/17/2011		4/30/2013	538	450					88
4	X	ARTISAN INTERNATIONAL FU			2/17/2011		7/10/2013	265	225					40
5	X	ARTISAN INTERNATIONAL FU			2/17/2011		10/1/2013	749	586					163
6	X	ARTISAN MID CAP FUND-INS			2/17/2011		4/30/2013	348	334					14
7	X	ARTISAN MID CAP FUND-INS			4/10/2012		7/10/2013	365	318					47
8	X	ARTISAN MID CAP FUND-INS			4/10/2012		10/12/2013	875	675					200
9	X	CREDIT SUISSE COMM RET S			2/17/2011		10/12/2013	1,406	1,835					-429
10	X	DIAMOND HILL LONG-SHORT			2/17/2011		4/30/2013	382	323					59
11	X	DIAMOND HILL LONG-SHORT			2/17/2011		7/10/2013	4,858	3,946					912
12	X	DODGE & COX INTL STOCK F			2/17/2011		2/7/2013	431	447					-16
13	X	DODGE & COX INTL STOCK F			2/17/2011		4/30/2013	299	296					3
14	X	DODGE & COX INTL STOCK F			2/17/2011		7/10/2013	374	373					1
15	X	DODGE & COX INTL STOCK F			2/17/2011		10/12/2013	863	783					80
16	X	DODGE & COX INCOME FD C			2/17/2011		7/10/2013	376	388					-12
17	X	DODGE & COX INCOME FD C			2/17/2011		10/12/2013	121	120					1
18	X	DREYFUS EMG MKT DEBT LO			8/12/2011		2/7/2013	991	954					37
19	X	DREYFUS EMG MKT DEBT LO			2/17/2011		2/7/2013	2,478	2,323					155
20	X	DREYFUS EMG MKT DEBT LO			2/17/2011		10/1/2013	2,402	2,477					-75
21	X	DREYFUS EMG MKT DEBT LO			2/14/2012		10/1/2013	696	709					-13
22	X	DREYFUS EMG MKT DEBT LO			8/10/2012		10/12/2013	981	1,001					-40
23	X	DREYFUS EMG MKT DEBT LO			10/24/2011		10/12/2013	208	208					0
24	X	JP MORGAN MID CAP VALUE			2/17/2011		4/30/2013	381	360					21
25	X	JP MORGAN MID CAP VALUE			2/17/2011		7/10/2013	63	57					6
26	X	JP MORGAN MID CAP VALUE			2/17/2011		10/12/2013	836	622					214
27	X	GATEWAY FUND - Y #1986			8/10/2012		7/10/2013	4,331	4,234					97
28	X	GATEWAY FUND - Y #1986			2/17/2013		10/12/2013	2,746	2,714					32
29	X	HARBOR CAPITAL APRTION			2/17/2013		4/30/2013	744	712					32
30	X	HARBOR CAPITAL APRTION			2/17/2013		7/10/2013	429	397					32
31	X	HARBOR CAPITAL APRTION			2/17/2011		10/12/2013	2,896	2,359					537
32	X	HARBOR CAPITAL APRTION			2/17/2011		10/12/2013	1,004	746					258
33	X	HUSSMAN STRATEGIC GRO			2/17/2011		2/7/2013	4,058	4,627					-569
34	X	ISHARES CORE S & P 500 ETR			2/7/2013		4/30/2013	481	456					25
35	X	ISHARES CORE S & P 500 ETR			2/17/2011		7/10/2013	4,146	3,371					775
36	X	ISHARES RUSSELL 2000 GRO			11/19/2012		2/7/2013	3,778	3,324					454
37	X	ISHARES RUSSELL 2000 GRO			12/19/2012		2/7/2013	3,880	3,624					256
38	X	KALMAR GR WALAL SM CAP F			2/17/2011		10/12/2013	454	362					92
39	X	KEELEY SMALL CAP VAL FD C			2/17/2011		2/7/2013	1,463	1,264					199
40	X	KEELEY SMALL CAP VAL FD C			2/17/2011		4/30/2013	228	188					40
41	X	MFS VALUE FUND-CLASS I #8			2/17/2013		4/30/2013	668	627					41
42	X	MFS VALUE FUND-CLASS I #8			2/17/2011		10/12/2013	119	99					20
43	X	MFS VALUE FUND-CLASS I #8			5/10/2012		7/10/2013	276	221					55
44	X	MFS VALUE FUND-CLASS I #8			2/17/2011		10/12/2013	2,147	1,721					426
45	X	MERGER FD SH BEN INT #260			2/17/2011		7/10/2013	1,915	1,919					0
46	X	OPPENHEIMER DEVELOPING			2/17/2013		7/10/2013	2,134	2,287					-4
47	X	OPPENHEIMER DEVELOPING			2/17/2013		10/12/2013	307	297					10
48	X	SPDR DJ WILSHIRE INTERNA			2/7/2013		10/12/2013	211	207					4
49	X	OPPENHEIMER DEVELOPING			2/17/2011		10/12/2013	1,430	1,327					103
50	X	VANGUARD FTSE EMERGING			2/7/2013		7/10/2013	1,412	1,621					-215
51	X	PIMCO TOTAL RET FD-INST #			12/4/2008		7/10/2013	1,698	1,565					133
52	X	PIMCO TOTAL RET FD-INST #			5/10/2012		2/7/2013	202	203					-1
53	X	VANGUARD FTSE EMERGING			2/7/2013		10/12/2013	1,181	1,275					-94
54	X	VANGUARD FTSE EMERGING			4/30/2013		10/12/2013	122	131					0
55	X	PIMCO TOTAL RET FD-INST #			11/21/2012		7/10/2013	91	94					-3
56	X	PIMCO TOTAL RET FD-INST #			11/14/2012		2/7/2013	81	81					-4
57	X	VANGUARD REIT VIPER			2/17/2011		4/30/2013	95	99					157
58	X	PIMCO TOTAL RET FD-INST #			12/10/2008		7/10/2013	196	174					22
59	X	PIMCO TOTAL RET FD-INST #			2/17/2011		7/10/2013	831	762					69
60	X	RIDGEMOUNT SEIX HY BDI-#			2/17/2011		2/7/2013	1,956	1,937					19
61	X	SPDR DJ WILSHIRE INTERNA			2/17/2011		4/30/2013	597	512					85



**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**

		84	84	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	84	84		

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

		35	0	0	35
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	35			35

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

		161,400		151,331		173,741	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1			161,400	0			
2	CREDIT SUISSE COMM RT ST-CO 2156		0	10,679	8,585		
3	KEELEY SMALL CAP VAL FD CL I 2251		0	4,503	6,728		
4	ARTISAN INTERNATIONAL FUND 661		0	8,743	11,982		
5	DODGE & COX INCOME FD COM 147		0	2,581	2,604		
6	HARBOR CAPITAL APRCTION-INST 2012		0	11,061	15,971		
7	MERGER FD SH BEN INT 260		0	5,140	5,154		
8	PIMCO TOTAL RET FD-INST 35		0	826	859		
9	ARTISAN MID CAP FUND-INSTL 1333		0	6,993	8,703		
10	FID ADV EMER MKTS INC- CL I 607		0	2,600	2,580		
11	ISHARES S & P 500 INDEX FUND		0	3,254	4,456		
12	DODGE & COX INT'L STOCK FD 1048		0	10,165	11,972		
13	MFS VALUE FUND-CLASS I 893		0	7,753	10,689		
14	DREYFUS EMG MKT DEBT LOC C-I 6083		0	4,297	4,253		
15	JP MORGAN MID CAP VALUE-I 758		0	4,222	6,137		
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	6,766	6,724		
17	VANGUARD REIT VIPER		0	6,071	6,779		
18	TEMPLETON EMER MKT S/C-ADV 626		0	1,730	1,786		
19	AQR MANAGED FUTURES STR-I		0	1,772	1,846		
20	VANGUARD EMERGING MARKETS ETF		0	11,268	10,203		
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	9,286	10,229		
22	ASHMORE EMERG MKTS CR DB-INS		0	1,732	1,746		
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	6,350	6,757		
24	ROBECO BP LNG/SHRT RES-INS		0	8,468	9,181		
25	HSBC FRONTIER MARKETS-I		0	1,692	1,796		
26	DIAMOND HILL LONG-SHORT FD CL I 11		0	3,440	4,554		
27	RIDGEWORTH SEIX HY BD-I 5855		0	5,026	4,975		
28	KALMAR GR W/ VAL SM CAP-INS #4		0	4,913	6,492		

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

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

1	Rounding	1	8
2	Mutual Fund & CTF Income Additions	2	551
3	Federal Excise Tax Refund	3	559
4	Total	4	1,118

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

1	Mutual Fund & CTF Income Subtraction	1	346
2	PY Return of Capital Adjustment	2	78
3	Total	3	424

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

Long Term CG Distributions															2,139		0	
Short Term CG Distributions															Amount			
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	4,595	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	4,595	
1	AOR MANAGED FUTURES STR-151213	300203H059		7/12/2013	10/12/2013	1,578			1,508	-30			0	0		-30		
2	ARTISAN INTERNATIONAL FUND #661	04314H204		2/17/2011	2/17/2013	2,230			1,982	248			0	0		248		
3	ARTISAN INTERNATIONAL FUND #661	04314H204		2/17/2011	4/30/2013	538			450	88			0	0		88		
4	ARTISAN INTERNATIONAL FUND #661	04314H204		2/17/2011	7/10/2013	265			225	40			0	0		40		
5	ARTISAN INTERNATIONAL FUND #661	04314H204		2/17/2011	10/12/2013	749			566	183			0	0		183		
6	ARTISAN MID CAP FUND-INS #1333	04314H600		2/17/2011	4/30/2013	348			316	32			0	0		32		
7	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	7/10/2013	365			316	47			0	0		47		
8	ARTISAN MID CAP FUND-INS #1333	04314H600		7/10/2012	10/12/2013	875			675	200			0	0		200		
9	CREDIT SUISSE COMM RET ST1 #2156	22544R305		2/17/2011	7/10/2013	1,405			1,335	428			0	0		428		
10	DIAMOND HILL LONG-SHORT FD CL I #25284S333	25284S333		2/17/2011	4/30/2013	382			323	59			0	0		59		
11	DIAMOND HILL LONG-SHORT FD CL I #25284S333	25284S333		2/17/2011	7/10/2013	4,636			3,946	892			0	0		892		
12	DODGE & COX INTL STOCK FD #1048	25620B103		2/17/2011	2/17/2013	431			447	-16			0	0		-16		
13	DODGE & COX INTL STOCK FD #1048	25620B103		2/17/2011	4/30/2013	299			266	33			0	0		33		
14	DODGE & COX INTL STOCK FD #1048	25620B103		2/17/2011	7/10/2013	374			373	1			0	0		1		
15	DODGE & COX INTL STOCK FD #1048	25620B103		2/17/2011	10/12/2013	663			763	80			0	0		80		
16	DODGE & COX INCOME FD COM #147	256210105		2/17/2011	7/10/2013	376			388	-12			0	0		-12		
17	DODGE & COX INCOME FD COM #147	256210105		2/17/2011	10/12/2013	121			120	1			0	0		1		
18	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		8/1/2011	2/17/2013	991			954	37			0	0		37		
19	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		2/17/2011	7/10/2013	2,478			2,323	155			0	0		155		
20	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		2/17/2011	10/12/2013	2,402			2,477	-75			0	0		-75		
21	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		2/17/2011	7/10/2013	696			709	-13			0	0		-13		
22	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		8/10/2012	10/12/2013	961			1,001	-40			0	0		-40		
23	DREYFUS EMG MKT DEBT LOC C1 #608	261860494		10/24/2011	10/12/2013	208			208	0			0	0		0		
24	J.P. MORGAN MID CAP VALUET #758	33912B100		2/17/2011	4/30/2013	361			360	1			0	0		1		
25	J.P. MORGAN MID CAP VALUET #758	33912B100		2/17/2011	7/10/2013	63			57	6			0	0		6		
26	J.P. MORGAN MID CAP VALUET #758	33912B100		2/17/2011	10/12/2013	836			822	14			0	0		14		
27	GATEWAY FUND - Y #1888	387829864		2/17/2011	7/10/2013	4,331			4,234	97			0	0		97		
28	GATEWAY FUND - Y #1888	387829864		2/17/2011	10/12/2013	2,748			2,714	34			0	0		34		
29	HARBOR CAPITAL APRTION-INST #20	411511504		2/17/2011	4/30/2013	744			712	32			0	0		32		
30	HARBOR CAPITAL APRTION-INST #20	411511504		2/17/2011	7/10/2013	429			397	32			0	0		32		
31	HARBOR CAPITAL APRTION-INST #20	411511504		2/17/2011	10/12/2013	2,896			2,359	537			0	0		537		
32	HARBOR CAPITAL APRTION-INST #20	411511504		2/17/2011	7/10/2013	1,004			746	258			0	0		258		
33	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/17/2011	2/17/2013	4,058			4,621	-563			0	0		-563		
34	ISHARES CORE S & P 500 ETF	464287200		2/17/2011	4/30/2013	481			456	25			0	0		25		
35	ISHARES CORE S & P 500 ETF	464287200		2/17/2011	7/10/2013	418			371	47			0	0		47		
36	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/17/2013	3,778			3,324	454			0	0		454		
37	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/17/2013	3,880			3,824	56			0	0		56		
38	KALMAR GR WVAL SM CAP FD #2	483438208		2/17/2011	10/12/2013	454			362	92			0	0		92		
39	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/17/2011	2/17/2013	1,463			1,284	179			0	0		179		
40	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/17/2011	4/30/2013	668			627	41			0	0		41		
41	MFS VALUE FUND-CLASS #893	552983694		2/17/2011	4/30/2013	228			188	40			0	0		40		
42	MFS VALUE FUND-CLASS #893	552983694		2/17/2011	7/10/2013	119			99	20			0	0		20		
43	MFS VALUE FUND-CLASS #893	552983694		5/10/2012	10/12/2013	276			221	55			0	0		55		
44	MFS VALUE FUND-CLASS #893	552983694		2/17/2011	7/10/2013	2,147			1,721	426			0	0		426		
45	MERGER FD SH BEN INT #200	683974505		2/17/2011	7/10/2013	1,915			1,919	-4			0	0		-4		
46	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/17/2011	7/10/2013	2,134			2,287	-153			0	0		-153		
47	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/17/2011	10/12/2013	307			297	10			0	0		10		
48	SPDR DJ WILSHIRE INTERNATIONAL RET #7463X693	683974505		2/17/2011	10/12/2013	211			207	4			0	0		4		
49	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/17/2011	7/10/2013	1,430			1,327	103			0	0		103		
50	VANGUARD FTSE EMERGING MARKET	922042858		2/17/2011	7/10/2013	1,627			1,627	0			0	0		0		
51	PIMCO TOTAL RET FD-INST #35	693390700		12/4/2008	2/17/2013	1,698			1,565	133			0	0		133		
52	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	2/17/2013	202			203	-1			0	0		-1		
53	VANGUARD FTSE EMERGING MARKET	922042858		2/17/2011	10/12/2013	1,181			1,275	-94			0	0		-94		
54	VANGUARD FTSE EMERGING MARKET	922042858		4/30/2013	10/12/2013	122			131	-9			0	0		-9		
55	PIMCO TOTAL RET FD-INST #35	693390700		11/21/2012	2/17/2013	91			84	7			0	0		7		
56	PIMCO TOTAL RET FD-INST #35	693390700		11/14/2012	2/17/2013	95			99	-4			0	0		-4		
57	VANGUARD REIT VIPER	922908553		2/17/2011	4/30/2013	673			516	157			0	0		157		
58	PIMCO TOTAL RET FD-INST #35	693390700		12/10/2008	2/17/2013	196			174	22			0	0		22		
59	PIMCO TOTAL RET FD-INST #35	693390700		12/10/2008	7/16/2013	831			762	69			0	0		69		
60	RIDGEMOUNT SEIX HY BD1 #5855	766281645		2/17/2011	2/17/2013	1,956			1,937	19			0	0		19		
61	SPDR DJ WILSHIRE INTERNATIONAL RET #7463X693			2/17/2011	4/30/2013	597			512	85			0	0		85		

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	2,862		
										2,862	0	0

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

		Date	1	Amount	8
1	Credit from prior year return . . . . .		1		8
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		8