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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>VIRGINIA F C BATCHELDER FDN</b>			A Employer identification number <b>25-6917434</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			Room/suite	
City or town <b>Winston Salem</b>		State <b>NC</b>	ZIP code <b>27101-3818</b>	
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			B Telephone number (see instructions) <b>(888) 730-4933</b>	
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			C If exemption application is pending, check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 822,385</b>			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
(Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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	14,786	14,401		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,133			
	b Gross sales price for all assets on line 6a <b>318,851</b>				
	7 Capital gain net income (from Part IV, line 2)		22,133		
	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	36,919	36,534	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,187			3,297
	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)	984	304		
	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	14,771	10,194	0	3,897
	25 Contributions, gifts, grants paid	34,000			34,000
26 Total expenses and disbursements. Add lines 24 and 25	48,771	10,194	0	37,897	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,852				
b Net investment income (if negative, enter -0-)		26,340			
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			
	2	Savings and temporary cash investments	31,028	37,166	37,166
	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)	515,887		
	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)	167,330	665,981	785,217
	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)	714,245	703,147	822,383
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		<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	714,245	703,147	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	<b>Total net assets or fund balances</b> (see instructions)	714,245	703,147	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	714,245	703,147	

## 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	714,245
2	Enter amount from Part I, line 27a	2	-11,852
3	Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND &amp; CTF INCOME ADDITIONS</u>	3	2,597
4	Add lines 1, 2, and 3	4	704,990
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	1,843
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	703,147

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

  

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	22,133
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?  
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	36,389	747,186	0.048701
2011	33,977	764,300	0.044455
2010	29,749	718,009	0.041433
2009	17,801	561,126	0.031724
2008	0	394,259	0.000000

  

2 Total of line 1, column (d)	2	0.166313
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	0.033263
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	786,256
5 Multiply line 4 by line 3	5	26,153
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	263
7 Add lines 5 and 6	7	26,416
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	37,897

**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		263
<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-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		263
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		263
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		474
<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>	<b>Total credits and payments.</b> Add lines 6a through 6d	<b>7</b>		474
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<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>	<b>9</b>		0
<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>	<b>10</b>		211
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 211 <b>Refunded</b>	<b>11</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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<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) ▶ PA		
<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
- N/A
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	13,187	

**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>	768,281
<b>b</b>	Average of monthly cash balances	<b>1b</b>	29,948
<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>	798,229
<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>	798,229
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	11,973
<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>	786,256
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	39,313

**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>	39,313
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	263
<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>	263
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	39,050
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	39,050
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	39,050

**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>	37,897
<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>	37,897
<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>	263
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	37,634

**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				39,050
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			35,252	
<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				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 37,897				
<b>a</b> Applied to 2012, but not more than line 2a			35,252	
<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				2,645
<b>e</b> Remaining amount distributed out of corpus				
<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	0			
<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				36,405
<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)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

N/A

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
<b>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>	34,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	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	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	14,786	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	22,133	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		36,919	0
13	Total. Add line 12, columns (b), (d), and (e)				13	36,919

(See worksheet in line 13 instructions to verify calculations )

<b>Part XVI-B</b>	<b>Relationship of Activities to the Accomplishment of Exempt Purposes</b>
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[illegible]



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

Recipient(s) paid during the year

**Name**

THE AGNES IRWIN SCHOOL

**Street**

275 S ITHAN AVE

**City**

BRYN MAWR

**State**

PA

**Zip Code**

19010

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

34,000

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

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

		Amount					Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		9,227					Capital Gains/Losses		318,851		298,718		22,133	
							Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859		7/12/2013		8/6/2013	7,904	7,920				0	-16
2	X	ARTISAN INTERNATIONAL FU	04314H204		8/24/2011		2/7/2013	2,899	2,346				0	543
3	X	ARTISAN INTERNATIONAL FU	04314H204		8/24/2011		7/10/2013	2,758	2,140				0	618
4	X	ARTISAN INTERNATIONAL FU	04314H204		7/20/2012		8/3/2013	588	479				0	109
5	X	ARTISAN INTERNATIONAL FU	04314H204		8/24/2011		8/3/2013	544	412				0	132
6	X	ARTISAN INTERNATIONAL FU	04314H204		8/24/2011		10/6/2013	1,989	1,461				0	528
7	X	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013		7/10/2013	2,878	2,826				0	252
8	X	ARTISAN MID CAP FUND-INS	04314H600		7/20/2012		9/3/2013	1,324	1,048				0	276
9	X	ARTISAN MID CAP FUND-INS	04314H600		7/20/2012		10/9/2013	2,252	1,722				0	530
10	X	CREDIT SUISSE COMM RET S	22544R305		8/24/2011		9/3/2013	792	998				0	-176
11	X	CREDIT SUISSE COMM RET S	22544R305		8/24/2011		8/6/2013	8,572	10,594				0	-2,022
12	X	DIAMOND HILL LONG-SHORT	25264S833		8/21/2012		7/10/2013	7,853	6,584				0	1,089
13	X	DIAMOND HILL LONG-SHORT	25264S833		7/20/2012		7/10/2013	11,151	9,277				0	1,874
14	X	DODGE & COX INTL STOCK F	256206103		5/13/2008		2/7/2013	1,898	2,349				0	-451
15	X	DODGE & COX INTL STOCK F	256206103		4/15/2008		2/7/2013	1,188	1,396				0	-208
16	X	DODGE & COX INTL STOCK F	256206103		4/15/2008		7/10/2013	2,381	2,698				0	-317
17	X	DODGE & COX INTL STOCK F	256206103		4/15/2008		10/6/2013	4,045	4,258				0	-213
18	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	7,494	7,739				0	-245
19	X	DREYFUS EMG MKT DEBT LO	261980494		8/24/2011		2/7/2013	8,924	8,763				0	161
20	X	DREYFUS EMG MKT DEBT LO	261980494		5/25/2011		10/10/2013	825	867				0	-42
21	X	DREYFUS EMG MKT DEBT LO	261980494		8/24/2011		10/10/2013	501	532				0	-31
22	X	DREYFUS EMG MKT DEBT LO	261980494		8/21/2012		10/10/2013	5,055	5,190				0	-135
23	X	DREYFUS EMG MKT DEBT LO	261980494		7/20/2012		10/10/2013	6,156	6,242				0	-86
24	X	JP MORGAN MID CAP VALUE	339128100		2/11/2013		7/10/2013	2,810	2,353				0	257
25	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		7/10/2013	2,216	1,566				0	653
26	X	GATEWAY FUND - Y #1988	367828884		8/21/2012		7/10/2013	19,488	19,078				0	410
27	X	GATEWAY FUND - Y #1988	367828884		2/11/2013		7/10/2013	12,133	11,980				0	143
28	X	HARBOR CAPITAL APFCTION	411511504		2/11/2013		7/10/2013	14,933	13,793				0	1,140
29	X	HARBOR CAPITAL APFCTION	411511504		5/25/2011		7/10/2013	1,451	1,173				0	278
30	X	HARBOR CAPITAL APFCTION	411511504		5/25/2011		9/3/2013	1,841	1,441				0	400
31	X	HARBOR CAPITAL APFCTION	411511504		11/21/2012		10/6/2013	1,418	1,158				0	260
32	X	HARBOR CAPITAL APFCTION	411511504		5/25/2011		10/6/2013	1,274	976				0	298
33	X	HUSSMAN STRATEGIC GROV	448108100		7/20/2012		2/7/2013	8,957	8,824				0	-867
34	X	HUSSMAN STRATEGIC GROV	448108100		7/20/2012		2/7/2013	7,875	8,837				0	-762
35	X	ISHARES CORE S & P 500 ETF	464287200		8/17/2012		2/7/2013	1,671	1,570				0	101
36	X	ISHARES CORE S & P 500 ETF	464287200		8/17/2012		7/10/2013	9,452	8,137				0	1,315
37	X	ISHARES CORE S & P 500 ETF	464287200		8/24/2011		7/10/2013	8,633	4,893				0	1,840
38	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	13,273	11,678				0	1,594
39	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/7/2013	12,354	11,536				0	816
40	X	KALMAR GR WVAL SM CAP F	483438208		2/11/2013		10/6/2013	1,649	1,363				0	286
41	X	KEELEY SMALL CAP VAL FDC	487300808		12/17/2010		2/7/2013	7,804	6,330				0	1,574
42	X	LAUDUS MONDRIAN INTL FI II	51855Q655		7/20/2012		2/7/2013	343	365				0	-22
43	X	LAUDUS MONDRIAN INTL FI II	51855Q655		7/20/2012		2/7/2013	1,084	1,132				0	-68
44	X	LAUDUS MONDRIAN INTL FI II	51855Q655		7/20/2012		10/9/2013	1,034	1,120				0	-86
45	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	4,378	3,951				0	427
46	X	MFS VALUE FUND-CLASS I #8	552983694		5/25/2011		7/10/2013	8,677	6,830				0	1,747
47	X	MERGER FD SH BEN INT #260	589509108		8/21/2012		7/10/2013	256	295				0	1
48	X	MERGER FD SH BEN INT #260	589509108		7/20/2012		7/10/2013	7,820	7,752				0	69
49	X	OPPENHEIMER DEVELOPING	893974505		5/25/2011		10/6/2013	8,556	8,139				0	417
50	X	PIMCO TOTAL RET FD INST #	893390700		11/21/2012		2/7/2013	27,599	26,536				0	937
51	X	PIMCO TOTAL RET FD INST #	893390700		8/21/2012		2/7/2013	10,033	10,204				0	-171
52	X	PIMCO TOTAL RET FD INST #	893390700		8/24/2011		7/10/2013	3,831	4,030				0	-99
53	X	PIMCO TOTAL RET FD INST #	893390700		8/21/2012		7/10/2013	1,522	1,623				0	-101
54	X	PIMCO TOTAL RET FD INST #	893390700		4/13/2009		7/10/2013	3,094	2,955				0	139
55	X	PIMCO FOREIGN BD FD USD	893390882		5/13/2008		2/7/2013	1,840	1,572				0	68
56	X	PIMCO FOREIGN BD FD USD	893390882		5/13/2008		7/10/2013	1,044	1,024				0	20
57	X	RIDGEWORTH SEIX HY BDJ #	768287645		8/21/2012		2/7/2013	4,106	3,963				0	145
58	X	RIDGEWORTH SEIX HY BDJ #	768287645		8/24/2011		2/7/2013	2,271	2,088				0	183
59	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		8/6/2013	3,764	4,090				0	-306
60	X	VANGUARD FTSE EMERGING	922042858		12/17/2010		10/9/2013	3,564	4,096				0	535



**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)
<b>1</b>	TAX PREP FEES	600			600

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

		984	304	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	304	304		
2	PY EXCISE TAX DUE	206			
3	ESTIMATED EXCISE PAYMENTS	474			

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		515,887	0	0	0	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1			515,887			

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

		167,330	665,981	785,217	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BEGINNING BALANCE		167,330	0	
2	MERGER FD SH BEN INT 260		0	15,503	15,722
3	PIMCO TOTAL RET FD-INST 35		0	29,272	30,419
4	PIMCO FOREIGN BD FD USD H-INST 103		0	3,521	3,907
5	T ROWE PRICE SHORT TERM BD FD 55		0	17,465	17,369
6	ARTISAN MID CAP FUND-INSTL 1333		0	25,567	33,446
7	FID ADV EMER MKTS INC- CL I 607		0	11,848	11,648
8	ISHARES S & P 500 INDEX FUND		0	13,298	20,236
9	LAUDUS MONDRIAN INTL FI-INST 2940		0	4,256	3,841
10	DODGE & COX INT'L STOCK FD 1048		0	27,497	45,947
11	MFS VALUE FUND-CLASS I 893		0	30,937	44,180
12	DREYFUS EMG MKT DEBT LOC C-I 6083		0	27,669	26,976
13	DRIEHAUS ACTIVE INCOME FUND		0	23,719	23,822
14	JP MORGAN MID CAP VALUE-I 758		0	16,160	24,140
15	ASG GLOBAL ALTERNATIVES-Y 1993		0	31,266	31,075
16	VANGUARD REIT VIPER		0	24,225	29,782
17	AQR MANAGED FUTURES STR-I		0	7,711	8,022
18	VANGUARD EMERGING MARKETS ETF		0	42,446	40,276
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	36,963	40,803
20	SPDR DJ WILSHIRE INTERNATIONAL REA		0	29,681	31,559
21	ROBECO BP LNG/SHRT RES-INS		0	23,452	25,425
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	13,030	16,845
23	RIDGEWORTH SEIX HY BD-I 5855		0	37,914	38,397
24	KALMAR GR W/ VAL SM CAP-INS #4		0	17,926	23,682
25	CREDIT SUISSE COMM RT ST-CO 2156		0	35,436	30,984
26	KEELEY SMALL CAP VAL FD CL I 2251		0	15,100	23,998
27	ARTISAN INTERNATIONAL FUND 661		0	31,422	46,537
28	DODGE & COX INCOME FD COM 147		0	29,787	30,831
29	HARBOR CAPITAL APRCTION-INST 2012		0	42,910	65,368

### 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	MUTUAL FUND & CTF INCOME ADDITIONS	1	2,597
2	Total	2	2,597

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

1	COST BASIS ADJUSTMENT	1	288
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,199
3	PY RETURN OF CAPITAL ADJUSTMENT	3	356
4	Total	4	1,843

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

Long Term CG Distributions		9,227	309,624		0	0	208,719	12,908	0	0	12,908	
Short Term CG Distributions		0										
		How	Date	Date	Gross	Depreciation	Cost or Other		F.M.V. as of	Adjusted Basis	Excess of FMV	Gain/Loss
		Acquired	Acquired		Sales Price	Allowed	Base Plus	Gain or Loss	12/31/89	as of 12/31/89	Over Adj. Basis	Minus Excess of FMV Over Adjusted Basis or Losses
							Expenses of Sale					
1	AGR MANAGED FUTURE STR 1#1521	00203H859	7/12/2013	6/6/2013	7,904	0	7,920	16	0	0	0	0
2	ARTISAN INTERNATIONAL FUND #861	04314H204	8/24/2011	7/27/2013	2,890	0	2,348	542	0	0	0	543
3	ARTISAN INTERNATIONAL FUND #861	04314H204	8/24/2011	7/10/2013	2,750	0	2,140	610	0	0	0	610
4	ARTISAN INTERNATIONAL FUND #861	04314H204	7/10/2012	9/3/2013	598	0	479	119	0	0	0	119
5	ARTISAN INTERNATIONAL FUND #861	04314H204	8/24/2011	9/3/2013	544	0	412	132	0	0	0	132
6	ARTISAN INTERNATIONAL FUND #861	04314H204	8/24/2011	1/9/2013	1,261	0	1,090	170	0	0	0	170
7	ARTISAN MID CAP FUND-INS #1333	04314H600	2/11/2013	7/10/2013	2,878	0	2,626	252	0	0	0	252
8	ARTISAN MID CAP FUND-INS #1333	04314H600	7/10/2012	9/3/2013	1,324	0	1,048	276	0	0	0	276
9	ARTISAN MID CAP FUND-INS #1333	04314H600	7/10/2012	10/6/2013	732	0	722	10	0	0	0	10
10	CREDIT SUISSE COMM RE1 ST 1#142156	22544R805	8/24/2011	9/3/2013	92	0	92	0	0	0	0	0
11	CREDIT SUISSE COMM RE1 ST 1#142156	22544R805	8/24/2011	9/3/2013	8,572	0	10,594	2,022	0	0	0	2,022
12	DIAMOND HILL LONG-SHORT FID CL 1#	22564S833	8/21/2012	7/10/2013	7,653	0	6,964	1,089	0	0	0	1,089
13	DIAMOND HILL LONG-SHORT FID CL 1#	22564S833	7/10/2012	7/10/2013	11,151	0	9,277	1,874	0	0	0	1,874
14	DODGE & COX INTL STOCK FID #1048	256206103	4/15/2008	2/10/2013	1,898	0	1,396	502	0	0	0	502
15	DODGE & COX INTL STOCK FID #1048	256206103	4/15/2008	2/7/2013	1,180	0	738	442	0	0	0	442
16	DODGE & COX INTL STOCK FID #1048	256206103	4/15/2008	7/10/2013	2,381	0	2,699	317	0	0	0	317
17	DODGE & COX INTL STOCK FID #1048	256206103	4/15/2008	10/6/2013	1,045	0	2,259	213	0	0	0	213
18	DODGE & COX INCOME FID COM #147	256112013	2/11/2013	7/10/2013	6,624	0	6,763	139	0	0	0	139
19	DREYFUS EMG MKT DEBT LOC C-1 #604	261980494	6/24/2011	2/7/2013	6,824	0	6,763	61	0	0	0	61
20	DREYFUS EMG MKT DEBT LOC C-1 #604	261980494	5/25/2011	10/10/2013	825	0	967	142	0	0	0	142
21	DREYFUS EMG MKT DEBT LOC C-1 #604	261980494	8/24/2011	10/10/2013	501	0	532	31	0	0	0	31
22	DREYFUS EMG MKT DEBT LOC C-1 #604	261980494	8/21/2012	10/10/2013	8,196	0	8,196	0	0	0	0	0
23	DREYFUS EMG MKT DEBT LOC C-1 #604	261980494	7/10/2012	10/10/2013	6,196	0	6,242	46	0	0	0	46
24	JP MORGAN MID CAP VALUE #1758	339128100	2/11/2013	7/10/2013	2,210	0	2,353	143	0	0	0	143
25	JP MORGAN MID CAP VALUE #1758	339128100	12/17/2010		2,619	0	1,968	653	0	0	0	653
26	GATEWAY FUND - Y #1986	387829884	8/21/2012	7/10/2013	18,488	0	17,020	1,468	0	0	0	1,468
27	GATEWAY FUND - Y #1986	387829884	2/11/2013	7/10/2013	12,133	0	11,990	143	0	0	0	143
28	HARBOR CAPITAL APPLICON INST #20	411511504	2/11/2013	7/10/2013	14,933	0	13,793	1,140	0	0	0	1,140
29	HARBOR CAPITAL APPLICON INST #20	411511504	5/25/2011	7/10/2013	1,451	0	1,173	278	0	0	0	278
30	HARBOR CAPITAL APPLICON INST #20	411511504	5/25/2011	4/30/2013	1,451	0	1,381	70	0	0	0	70
31	HARBOR CAPITAL APPLICON INST #20	411511504	11/21/2012	10/9/2013	1,418	0	1,158	260	0	0	0	260
32	HARBOR CAPITAL APPLICON INST #20	411511504	5/25/2011	10/9/2013	1,274	0	978	298	0	0	0	298
33	HUSMAN STRATEGIC GROWTH FUND	448106100	7/10/2012	2/7/2013	9,957	0	9,824	133	0	0	0	133
34	HUSMAN STRATEGIC GROWTH FUND	448106100	7/10/2012	2/7/2013	9,957	0	9,824	133	0	0	0	133
35	SHARES CORE S & P 500 ETF	464287200	8/17/2012	2/7/2013	1,621	0	1,570	51	0	0	0	51
36	SHARES CORE S & P 500 ETF	464287200	8/17/2012	7/10/2013	9,452	0	8,137	1,315	0	0	0	1,315
37	SHARES CORE S & P 500 ETF	464287200	8/24/2011		8,633	0	4,693	1,940	0	0	0	1,940
38	SHARES RUSSELL 2000 GROWTH	464287648	11/18/2012	2/7/2013	13,273	0	11,678	1,594	0	0	0	1,594
39	SHARES RUSSELL 2000 GROWTH	464287648	12/18/2012	2/7/2013	12,354	0	11,538	816	0	0	0	816
40	KALMAR GR WWAL SM CAP FD #2	463438206	2/11/2013	10/9/2013	1,649	0	1,363	286	0	0	0	286
41	KEELEY SMALL CAP VAL FID CL 1#2231	467300903	12/17/2010	2/7/2013	7,004	0	6,330	674	0	0	0	674
42	LAUDUS MONDRAN INTL FID INST #2940	418505655	7/10/2012	10/7/2013	943	0	905	38	0	0	0	38
43	LAUDUS MONDRAN INTL FID INST #2940	418505655	7/10/2012	11/1/2013	1,064	0	1,201	137	0	0	0	137
44	LAUDUS MONDRAN INTL FID INST #2940	418505655	7/10/2012	1/3/2013	1,064	0	1,120	60	0	0	0	60
45	MFS VALUE FUND-CLASS #1893	520983694	2/11/2013	7/10/2013	4,378	0	3,951	427	0	0	0	427
46	MFS VALUE FUND-CLASS #1893	520983694	5/25/2011	7/10/2013	8,677	0	6,930	1,747	0	0	0	1,747
47	MERGER FID SH BEN INT #260	598509108	8/21/2012	7/10/2013	1,166	0	1,089	77	0	0	0	77
48	MERGER FID SH BEN INT #260	598509108	7/10/2012	7/10/2013	7,820	0	7,752	68	0	0	0	68
49	OPPENHEIMER DEVELOPING MKT Y #7	683974305	5/25/2011	10/9/2013	8,556	0	8,139	417	0	0	0	417
50	PIMCO TOTAL RET FID INST #35	693390700	11/21/2012	2/7/2013	27,999	0	26,538	1,461	0	0	0	1,461
51	PIMCO TOTAL RET FID INST #35	693390700	8/21/2012	2/7/2013	17,700	0	17,020	680	0	0	0	680
52	PIMCO TOTAL RET FID INST #35	693390700	8/24/2011	7/10/2013	3,921	0	4,030	109	0	0	0	109
53	PIMCO TOTAL RET FID INST #35	693390700	8/12/2012	7/10/2013	1,924	0	1,623	301	0	0	0	301
54	PIMCO TOTAL RET FID INST #35	693390700	4/15/2008	7/10/2013	3,924	0	2,929	995	0	0	0	995
55	PIMCO FOREIGN BD FID USD H INST #1	693390882	5/15/2008	2/7/2013	1,044	0	1,024	20	0	0	0	20
56	PIMCO FOREIGN BD FID USD H INST #1	693390882	5/15/2008	7/10/2013	4,108	0	3,963	145	0	0	0	145
57	RIDGEWORTH H SEIX HY BD 1#5855	766281845	8/24/2011	7/10/2013	2,771	0	2,686	85	0	0	0	85
58	RIDGEWORTH H SEIX HY BD 1#5855	766281845	2/7/2013		2,771	0	2,686	85	0	0	0	85
59	VANGUARD FISE EMERGING MARKET	822042858	12/17/2010	10/9/2013	3,564	0	3,099	465	0	0	0	465
60	VANGUARD FISE EMERGING MARKET	822042858	12/17/2010	10/9/2013	3,564	0	3,099	465	0	0	0	465

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

										13,187	0	0
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	13,187			

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/7/2013	2	474
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	474



**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	<b>1</b>	<u>35,252</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	<u>35,252</u>