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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation VIRGINIA F C BATCHELDER FDN			A Employer identification number 25-6917434	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		Room/suite		
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 822,385		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)				

		(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	318,851			
	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	3,297	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,187	RECEIVED		
	14 Other employee salaries and wages		9,890		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	984	MAY 02 2014		
	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.	14,771	304		
Add lines 13 through 23					
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.

HTA

Form 990-PF (2013)

NE 25

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
	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)				
	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 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		714,245	703,147	822,383
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		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				
	30 Total net assets or fund balances (see instructions)		714,245	703,147	
	31 Total liabilities and net assets/fund balances (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) ► MUTUAL FUND & CTF INCOME ADDITIONS	3	2,597
4 Add lines 1, 2, and 3	4	704,990
5 Decreases not included in line 2 (itemize) ► See Attached Statement	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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
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)

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

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

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

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

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 211 Refunded ► 211

1	263
2	0
3	263
4	
5	263
7	474
8	
9	0
10	211
11	0

Part VII-A Statements Regarding Activities

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

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

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

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

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

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

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

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

1a	During the year did the foundation (either directly or indirectly).		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b N/A		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b X		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				
7b N/A				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	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-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	

2		

All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3		►
		0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	768,281
b	Average of monthly cash balances	1b	29,948
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	798,229
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	798,229
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,973
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	786,256
6	Minimum investment return. Enter 5% of line 5	6	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)

1	Minimum investment return from Part X, line 6	1	39,313
2a	Tax on investment income for 2013 from Part VI, line 5	2a	263
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	263
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,050
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,050
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,050

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	37,897
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	37,897
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	263
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	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
1 Distributable amount for 2013 from Part XI, line 7				39,050
2 Undistributed income, if any, as of the end of 2013			35,252	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 37,897			35,252	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				2,645
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b	0			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014	0			
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				36,405
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines.

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 34,000
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(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					
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					
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)				36,919	0

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
Not Applicable	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If Yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge
► *John N. Salter* SVP Wells Fargo Bank N.A. 4/24/2014 ► SVP Wells Fargo Bank N.A. May the IRS... with the pr...
for me.

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

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 4/24/2014	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000			

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**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
								Capital Gains/Losses		Sales		Other sales		Gross Sales		Cost, Other Basis and Expenses	
	Long Term CG Distributions	Short Term CG Distributions	9,227	0	0	0	0	318,851	0	298,718	0	22,133	0	0	0	0	0
1 X	AQR MANAGED FUTURES ST	00203H859			7/2/2013		8/9/2013	7,904	7,920					0	0	0	16
2 X	ARTISAN INTERNATIONAL FU	04314H204			8/2/2011		2/7/2013	2,859	2,348					0	0	0	543
3 X	ARTISAN INTERNATIONAL FU	04314H204			8/2/2011		7/10/2013	2,758	2,140					0	0	0	618
4 X	ARTISAN INTERNATIONAL FU	04314H204			7/2/2012		8/3/2013	598	479					0	0	0	119
5 X	ARTISAN INTERNATIONAL FU	04314H204			8/2/2011		8/3/2013	544	412					0	0	0	132
6 X	ARTISAN INTERNATIONAL FU	04314H204			8/2/2011		10/6/2013	1,989	1,481					0	0	0	528
7 X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		7/10/2013	2,878	2,626					0	0	0	252
8 X	ARTISAN MID CAP FUND-INS	04314H600			7/2/2012		8/9/2013	1,324	1,048					0	0	0	276
9 X	ARTISAN MID CAP FUND-INS	04314H600			7/2/2012		10/9/2013	2,252	1,722					0	0	0	530
10 X	CREDIT SUISSE COMM RE1 S	22544R305			8/2/2011		9/3/2013	792	988					0	0	0	-176
11 X	CREDIT SUISSE COMM RE1 S	22544R305			8/2/2011		8/8/2013	8,572	10,594					0	0	0	-2,222
12 X	DIAMOND HILL LONG-SHORT S	25284S833			8/2/2012		7/10/2013	7,653	6,564					0	0	0	1,089
13 X	DIAMOND HILL LONG-SHORT S	25284S833			7/2/2012		7/10/2013	11,151	8,277					0	0	0	1,874
14 X	DODGE & COX INTL STOCK F	256206103			5/13/2008		2/7/2013	1,898	2,349					0	0	0	451
15 X	DODGE & COX INTL STOCK F	256206103			4/15/2008		2/7/2013	1,188	1,396					0	0	0	-208
16 X	DODGE & COX INTL STOCK F	256206103			4/15/2008		7/10/2013	2,381	2,688					0	0	0	-317
17 X	DODGE & COX INTL STOCK F	256206103			4/15/2008		10/6/2013	4,045	4,258					0	0	0	-213
18 X	DODGE & COX INCOME FD C	258210105			2/11/2013		7/10/2013	7,494	7,739					0	0	0	-245
19 X	DREYFUS EMG MKT DEBT LO	261980494			8/24/2011		2/7/2013	6,924	8,763					0	0	0	181
20 X	DREYFUS EMG MKT DEBT LO	261980494			5/25/2011		10/1/2013	826	857					0	0	0	42
21 X	DREYFUS EMG MKT DEBT LO	261980494			8/24/2011		10/1/2013	501	532					0	0	0	31
22 X	DREYFUS EMG MKT DEBT LO	261980494			8/21/2012		10/1/2013	5,056	5,190					0	0	0	-125
23 X	DREYFUS EMG MKT DEBT LO	261980494			7/2/2012		10/1/2013	6,156	6,242					0	0	0	86
24 X	JP MORGAN MID CAP VALUE	338128100			2/11/2013		7/10/2013	2,610	2,353					0	0	0	257
25 X	JP MORGAN MID CAP VALUE	338128100			12/17/2010		7/10/2013	2,216	1,566					0	0	0	653
26 X	GATEWAY FUND - Y #1886	387828884			8/21/2012		7/10/2013	18,488	19,078					0	0	0	410
27 X	GATEWAY FUND - Y #1886	387828884			2/11/2013		7/10/2013	12,133	11,980					0	0	0	143
28 X	HARBOR CAPITAL APRCTN	411511504			2/11/2013		7/10/2013	14,933	13,793					0	0	0	1,140
29 X	HARBOR CAPITAL APRCTN	411511504			5/25/2011		7/10/2013	1,451	1,173					0	0	0	278
30 X	HARBOR CAPITAL APRCTN	411511504			5/25/2011		9/8/2013	1,841	1,441					0	0	0	400
31 X	HARBOR CAPITAL APRCTN	411511504			11/21/2012		10/9/2013	1,418	1,158					0	0	0	260
32 X	HARBOR CAPITAL APRCTN	411511504			5/25/2011		10/9/2013	1,274	976					0	0	0	298
33 X	HUSSMAN STRATEGIC GROW	448108100			7/2/2012		2/7/2013	8,957	9,824					0	0	0	-867
34 X	HUSSMAN STRATEGIC GROW	448108100			7/2/2012		2/7/2013	7,875	8,837					0	0	0	-782
35 X	ISHARES CORE S & P 500 ET	464267200			8/17/2012		2/7/2013	1,671	1,570					0	0	0	101
36 X	ISHARES CORE S & P 500 ET	464267200			8/17/2012		7/1/2013	8,452	8,137					0	0	0	1,315
37 X	ISHARES CORE S & P 500 ET	464267200			8/24/2011		7/1/2013	6,633	4,693					0	0	0	1,940
38 X	ISHARES RUSSELL 2000 GROW	484267648			11/18/2012		2/7/2013	13,273	11,679					0	0	0	1,594
39 X	ISHARES RUSSELL 2000 GROW	484267648			12/19/2012		2/7/2013	12,354	11,538					0	0	0	816
40 X	KALMAR GR W/VAL SM CAP F	483438206			2/11/2013		10/8/2013	1,649	1,363					0	0	0	288
41 X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/7/2013	7,904	6,330					0	0	0	1,574
42 X	LAUDUS MONDRIAN INTL FI II	51855Q655			7/2/2012		2/7/2013	343	365					0	0	0	-22
43 X	LAUDUS MONDRIAN INTL FI II	51855Q655			7/2/2012		2/7/2013	1,084	1,132					0	0	0	-58
44 X	LAUDUS MONDRIAN INTL FI II	51855Q655			7/2/2012		10/8/2013	1,034	1,120					0	0	0	-86
45 X	MFS VALUE FUND-CLASS I #8	552983684			2/11/2013		7/1/2013	4,378	3,651					0	0	0	427
46 X	MFS VALUE FUND CLASS I #8	552983684			5/25/2011		7/1/2013	8,077	8,830					0	0	0	1,747
47 X	MERGER FD SH BEN INT #260	588509108			8/21/2012		7/1/2013	256	255					0	0	0	1
48 X	MERGER FD SH BEN INT #260	588509108			7/2/2012		7/1/2013	7,820	7,752					0	0	0	68
49 X	OPPENHEIMER DEVELOPING	683874505			5/25/2011		10/9/2013	6,556	8,139					0	0	0	417
50 X	PIMCO TOTAL RET FD INST #	693380700			11/21/2012		2/7/2013	27,599	28,538					0	0	0	-837
51 X	PIMCO TOTAL RET FD INST #	693380700			8/21/2012		2/7/2013	10,033	10,204					0	0	0	-171
52 X	PIMCO TOTAL RET FD INST #	693380700			8/24/2011		7/10/2013	3,831	4,030					0	0	0	-99
53 X	PIMCO TOTAL RET FD INST #	693380700			8/21/2012		7/10/2013	1,522	1,623					0	0	0	-101
54 X	PIMCO TOTAL RET FD INST #	693380700			4/13/2009		7/10/2013	3,094	2,955					0	0	0	139
55 X	PIMCO FOREIGN BD FD USD	693390882			5/13/2008		2/7/2013	1,840	1,572					0	0	0	68
56 X	PIMCO FOREIGN BD FD USD	693390882			5/13/2008		7/1/2013	1,044	1,024					0	0	0	20
57 X	RIDGEWORTH SEIX HY BD-I	768267645			8/21/2012		2/7/2013	4,108	3,983					0	0	0	145
58 X	RIDGEWORTH SEIX HY BD-I	768267645			8/24/2011		2/7/2013	2,271	2,088					0	0	0	182
59 X	VANGUARD FTSE EMERGING	922042658			2/7/2013		9/9/2013	3,784	4,090					0	0	0	-306
60 X	VANGUARD FTSE EMERGING	922042658			12/17/2010		10/9/2013	3,584	4,090					0	0	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)
1	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

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	0	0	0

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BEGINNING BALANCE		167,330	665,981	785,217
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 INTL 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	29,762
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 APRCTN-INST 2012		0	42,910	65,368

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

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

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

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expenses of Sale	F M V as of 12/31/13	Adjusted Basis as of 12/31/13	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
										Amount	0
1 AQR MANAGED FUTURE STR #1521	02031859	7/1/2013	9/9/2013	7,904	0	0	7,920	16	0	0	0
2 ARTISAN INTERNATIONAL FUND #651	04314H204	5/2/2011	2/7/2013	2,885	0	2,346	543	0	0	0	0
3 ARTISAN INTERNATIONAL FUND #651	04314H204	5/2/2011	7/1/2013	2,750	0	2,145	615	0	0	0	0
4 ARTISAN INTERNATIONAL FUND #651	04314H204	5/2/2011	7/1/2013	590	0	440	150	0	0	0	0
5 ARTISAN INTERNATIONAL FUND #651	04314H204	5/2/2011	8/2/2013	441	0	413	122	0	0	0	0
6 ARTISAN INTERNATIONAL FUND #651	04314H204	5/2/2011	10/6/2013	1,085	0	1,451	526	0	0	0	0
7 ARTISAN MID CAP FUND-INS #1333	04314H600	2/1/2013	7/1/2013	2,878	0	2,626	252	0	0	0	0
8 ARTISAN MID CAP FUND-INS #1333	04314H600	7/2/2012	9/3/2013	1,324	0	1,048	276	0	0	0	0
9 ARTISAN MID CAP FUND-INS #1333	04314H600	7/2/2012	10/9/2013	2,252	0	1,722	530	0	0	0	0
10 CREDIT SUISSE COMR REI ST #1256	25244H305	8/2/2011	9/3/2013	762	0	668	178	0	0	0	0
11 DREYFUS SUISSE COMR REI ST #1256	25244H305	8/2/2011	9/9/2013	8,072	0	10,345	2,022	0	0	0	0
12 DODGE & COX INTL STOCK FD #1048	2526206103	4/1/2008	7/1/2013	1,023	0	1,023	0	0	0	0	0
13 DIAMOND HILL LONG-SHORT FD CL #1	326452833	7/2/2002	7/1/2013	11,151	0	9,277	874	0	0	0	0
14 DODGE & COX INTL STOCK FD #1048	2526206103	5/1/2002	7/1/2013	1,084	0	2,349	451	0	0	0	0
15 DODGE & COX INTL STOCK FD #1048	2526206103	4/1/2008	7/1/2013	1,188	0	1,398	708	0	0	0	0
16 DODGE & COX INTL STOCK FD #1048	2526206103	4/1/2008	10/6/2013	2,381	0	2,658	317	0	0	0	0
17 DODGE & COX INTL STOCK FD #1048	2526206103	4/1/2008	10/6/2013	4,045	0	4,255	213	0	0	0	0
18 DODGE & COX INCOME FD COM #147	252611015	2/1/2013	7/1/2013	7,454	0	7,739	245	0	0	0	0
19 DREYFUS EMG MKT DEBT LOC C-#6504	201980494	8/2/2011	2/7/2013	6,924	0	6,763	161	0	0	0	0
20 DREYFUS EMG MKT DEBT LOC C-#6504	201980494	5/2/2011	10/1/2013	5,001	0	4,833	168	0	0	0	0
21 DREYFUS EMG MKT DEBT LOC C-#6504	201980494	5/2/2011	10/1/2013	5,021	0	5,190	135	0	0	0	0
22 DREYFUS EMG MKT DEBT LOC C-#6504	201980494	8/17/2012	10/1/2013	5,058	0	6,242	96	0	0	0	0
23 DREYFUS EMG MKT DEBT LOC C-#6504	201980494	7/20/2012	10/1/2013	6,156	0	6,242	86	0	0	0	0
24 JP MORGAN MID CAP VALUE #758	339128100	2/1/2013	7/1/2013	2,610	0	2,357	257	0	0	0	0
25 JP MORGAN MID CAP VALUE #758	339128100	12/17/2010	7/1/2013	2,219	0	1,568	653	0	0	0	0
26 GATEWAY FUND #Y1986	367826884	8/2/2012	7/1/2013	19,488	0	19,078	410	0	0	0	0
27 GATEWAY FUND #Y1986	367826884	2/1/2013	7/1/2013	12,133	0	11,990	143	0	0	0	0
28 HARBOR CAPITAL APROCTN INST #20	411511504	2/1/2013	7/1/2013	14,933	0	13,703	1,140	0	0	0	0
29 HARBOR CAPITAL APROCTN INST #20	411511504	5/25/2012	7/1/2013	1,451	0	1,141	278	0	0	0	0
30 HARBOR CAPITAL APROCTN INST #20	411511504	5/25/2012	7/1/2013	1,029	0	1,141	216	0	0	0	0
31 HARBOR CAPITAL APROCTN INST #20	411511504	11/21/2012	10/9/2013	1,418	0	1,158	260	0	0	0	0
32 HARBOR CAPITAL APROCTN INST #20	411511504	5/25/2011	10/6/2013	1,274	0	976	298	0	0	0	0
33 HUSSMAN STRATEGIC GROWTH FUND	448108100	7/2/2012	2/7/2013	8,957	0	9,824	867	0	0	0	0
34 HUSSMAN STRATEGIC GROWTH FUND	448108100	7/2/2012	2/7/2013	7,876	0	8,637	702	0	0	0	0
35 iSHARES CORE S & P 500 ETF	454267200	8/1/2012	2/7/2013	1,071	0	1,570	101	0	0	0	0
36 iSHARES CORE S & P 500 ETF	454267200	8/1/2012	7/1/2013	9,452	0	8,137	315	0	0	0	0
37 iSHARES CORE S & P 500 ETF	454267200	8/24/2011	7/1/2013	8,633	0	4,693	1,940	0	0	0	0
38 iSHARES RUSSELL 2000 GROWTH	454267648	11/19/2012	2/7/2013	13,273	0	11,679	594	0	0	0	0
39 iSHARES RUSSELL 2000 GROWTH	454267648	11/19/2012	7/1/2013	12,534	0	11,538	916	0	0	0	0
40 RIDGEWORTH SEIK HYD-INTL FD #2	483476005	2/11/2013	10/9/2013	1,249	0	1,233	20	0	0	0	0
41 RIDGELEY SMALL CAP VALUE FD CL #20251	487300008	12/17/2010	2/7/2013	7,604	0	6,330	1,374	0	0	0	0
42 LAUDUS MONDRIAN INTL FI INST #294051855	518550655	7/20/2012	2/7/2013	343	0	305	22	0	0	0	0
43 LAUDUS MONDRIAN INTL FI INST #294051855	518550655	7/20/2012	2/7/2013	1,054	0	1,132	68	0	0	0	0
44 LAUDUS MONDRIAN INTL FI INST #294051855	518550655	7/20/2012	10/6/2013	1,034	0	1,120	86	0	0	0	0
45 MFS VALUE FUND-CLASS #893	552983694	2/1/2013	7/1/2013	4,376	0	3,951	427	0	0	0	0
46 MFS VALUE FUND-CLASS #893	552983694	5/29/2011	7/1/2013	8,677	0	6,930	1,747	0	0	0	0
47 MERRILL FD SH BEN INT #760	568590108	5/21/2012	7/1/2013	256	0	255	1	0	0	0	0
48 MERRILL FD SH BEN INT #760	568590108	1/20/2012	7/1/2013	7,620	0	7,750	68	0	0	0	0
49 OPPENHEIMER DEVELOPMENT MKT Y#87	643074462	5/25/2011	10/6/2013	6,847	0	8,350	417	0	0	0	0
50 PIMCO TOTAL RET FD INST #35	693390700	11/21/2012	2/7/2013	27,599	0	28,538	937	0	0	0	0
51 PIMCO TOTAL RET FD INST #35	693390700	8/21/2012	2/7/2013	10,033	0	10,204	171	0	0	0	0
52 PIMCO TOTAL RET FD INST #35	693390700	8/24/2011	7/1/2013	3,931	0	4,030	99	0	0	0	0
53 PIMCO TOTAL RET FD INST #35	693390700	8/21/2012	7/1/2013	1,527	0	1,623	-101	0	0	0	0
54 PIMCO TOTAL RET FD INST #35	693390700	4/13/2009	7/1/2013	3,094	0	2,955	139	0	0	0	0
55 PIMCO FOREIGN BD USD H INST #1	693390882	5/1/2008	2/7/2013	1,640	0	1,572	68	0	0	0	0
56 PIMCO FOREIGN BD USD H INST #1	693390882	5/1/2008	7/1/2013	1,041	0	1,024	20	0	0	0	0
57 RIDGEWORTH SEIK HYD-INTL #55155	766281445	1/25/2012	2/7/2013	1,046	0	3,048	2,002	0	0	0	0
58 RIDGEWORTH SEIK HYD-INTL #55155	766281445	8/4/2011	2/7/2013	2,771	0	3,048	183	0	0	0	0
59 VANGUARD FUSE EMERGING MARKET	922042658	2/7/2013	8/9/2013	3,784	0	4,090	306	0	0	0	0
60 VANGUARD FUSE EMERGING MARKET	922042658	12/17/2010	10/9/2013	3,564	0	4,099	535	0	0	0	0

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
Wells Fargo Bank N A Trust Tax D 1	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101 3818		TRUSTEE	4 00	13,187	0	0

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

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