Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: PHILIP I KENT FOUNDATION

A Employer identification number: 26-1552762

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

B Telephone number (see instructions): (888) 730-4933

City or town: Winston Salem State: NC ZIP code: 27101-3818

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,508,346

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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))*

	Line	Description	(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)	525,000			
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	23,877	23,463		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	36,050			
	b	Gross sales price for all assets on line 6a 488,092				
	7	Capital gain net income (from Part IV, line 2)		36,050		
	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)	1,100	1,100		
	12	**Total.** Add lines 1 through 11	586,027	60,613	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	11,766	8,824		2,942
	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)	3,218	192		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,584	9,016	0	3,542
	25	Contributions, gifts, grants paid	65,000			65,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	80,584	9,016	0	68,542
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	505,443			
	b	**Net investment income** (if negative, enter -0-)		51,597		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	46,831	22,114	22,114
	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)	504,308		
	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)	327,294	1,357,289	1,486,231
	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)	878,433	1,379,403	1,508,345
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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	878,433	1,379,403	
	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)	878,433	1,379,403	
	31	**Total liabilities and net assets/fund balances** (see instructions)	878,433	1,379,403	

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	878,433
2	Enter amount from Part I, line 27a	2	505,443
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	3,320
4	Add lines 1, 2, and 3	4	1,387,196
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,793
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,379,403

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	36,050
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	58,958	835,255	0 070587
2011	127,872	777,144	0 164541
2010	68,318	617,873	0.110570
2009	56,888	483,049	0.117769
2008	100,621	460,411	0.218546

2	**Total** of line 1, column (d)	2	0.682013
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 136403
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	991,954
5	Multiply line 4 by line 3	5	135,306
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	516
7	Add lines 5 and 6	7	135,822
8	Enter qualifying distributions from Part XII, line 4	8	68,542

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,032
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,032
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,032
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,911		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,911
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	879
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 879 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ 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?	☐ Yes ☒ 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)?		5b N/A
	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? N/A	☐ Yes ☐ 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?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b No: X
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?		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, I	TRUSTEE 4.00	11,766		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	998,580
b	Average of monthly cash balances	1b	8,480
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,007,060
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	1,007,060
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	15,106
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	991,954
6	**Minimum investment return.** Enter 5% of line 5	6	49,598

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	49,598
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,032		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,032
3	Distributable amount before adjustments Subtract line 2c from line 1			3	48,566
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	48,566
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	48,566

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	68,542
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	68,542
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,542

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				48,566
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 — 76,497				
b	From 2009 — 32,960				
c	From 2010 — 37,660				
d	From 2011 — 90,601				
e	From 2012 — 19,106				
f	**Total** of lines 3a through e	256,824			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 68,542				
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				48,566
e	Remaining amount distributed out of corpus	19,976			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	276,800			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	76,497			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	200,303			
10	Analysis of line 9				
a	Excess from 2009 — 32,960				
b	Excess from 2010 — 37,660				
c	Excess from 2011 — 90,601				
d	Excess from 2012 — 19,106				
e	Excess from 2013 — 19,976				

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter. **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

WELLS FARGO BANK NA 3280 PEACHTREE RD NE ATLANTA, GA 30305 (404) 238-0444

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

NONE

c Any submission deadlines.

NONE

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

NO GRANTS TO INDIVIDUALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	65,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,877	
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	36,050	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a OTHER INCOME			01	1,100	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		61,027	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 61,027

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 4/21/2014 | SVP Wells Fargo Bank N.A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		4/21/2014		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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
PHILIP I KENT FOUNDATION	26-1552762

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILIP I KENT 75 BEVERLY RD ATLANTA GA 30309 Foreign State or Province Foreign Country	$ 525,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

Recipient(s) paid during the year

Name
WOODRUFF ARTS CENTER
Street
1280 PEACHTREE ST NE

City	State	Zip Code	Foreign Country
ATLANTA	GA	30322	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	15,000

Name
LEHIGH UNIVERSITY
Street
27 MEMORIAL DR W

City	State	Zip Code	Foreign Country
BETHLEHAM	PA	18015	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
INNER CITY FILMMAKERS
Street
3000 OLYMPIC BLVD

City	State	Zip Code	Foreign Country
SANTA MONICA	CA	90404	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
ATLANTA BELTLINE PARTNERSHIP
Street
50 HURT PLZ SE STE 910

City	State	Zip Code	Foreign Country
ATLANTA	GA	30303	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
CHRIS KIDS
Street
1017 FAYETTEVILLE ROAD SUITE B

City	State	Zip Code	Foreign Country
ATLANTA	GA	30316	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
EMORY UNIVERSITY LIBRARIES
Street
201 DOWMAN DRIVE

City	State	Zip Code	Foreign Country
ATLANTA	GA	30309	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

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

Recipient(s) paid during the year

Name				
HUMAN RIGHTS ACTION CENTER				
Street				
451 1ST ST NE				
City	**State**	**Zip Code**	**Foreign Country**	
WASHINGTON	DC	30303		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

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
Long Term CG Distributions	15,478		Capital Gains/Losses	488,092	452,042	36,050
Short Term CG Distributions			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	ARTIO GLOBAL HIGH INCOME	04315J860			7/21/2011		5/21/2013	175	176				0	-1
2	X	ABERDEEN GLOBAL HIGH INC	04315J860			9/25/2008		10/10/2013	23,060	21,967				0	1,093
3	X	ABERDEEN GLOBAL HIGH INC	04315J860			7/21/2011		7/30/2013	4,657	4,818				0	-161
4	X	ABERDEEN GLOBAL HIGH INC	04315J860			2/22/2010		7/30/2013	5,343	5,415				0	-72
5	X	ABERDEEN GLOBAL HIGH INC	04315J860			5/7/2009		10/10/2013	7,245	5,990				0	1,255
6	X	ABERDEEN GLOBAL HIGH INC	04315J860			2/14/2012		10/10/2013	3,638	3,495				0	143
7	X	ABERDEEN GLOBAL HIGH INC	04315J860			2/22/2010		10/10/2013	266	270				0	-4
8	X	ABERDEEN GLOBAL HIGH INC	04315J860			12/17/2012		10/10/2013	1,508	1,498				0	10
9	X	ABERDEEN GLOBAL HIGH INC	04315J860			1/4/2013		10/10/2013	2,000	2,000				0	0
10	X	ABERDEEN GLOBAL HIGH INC	04315J860			2/21/2013		10/10/2013	995	1,000				0	-5
11	X	DIAMOND HILL LONG-SHORT	25264S833			1/4/2013		5/21/2013	74	67				0	7
12	X	DIAMOND HILL LONG-SHORT	25264S833			9/8/2010		7/30/2013	18,889	13,691				0	5,198
13	X	DIAMOND HILL LONG-SHORT	25264S833			2/14/2012		7/30/2013	1,791	1,500				0	291
14	X	DIAMOND HILL LONG-SHORT	25264S833			1/4/2013		7/30/2013	1,054	933				0	121
15	X	DRIEHAUS ACTIVE INCOME F	262028855			1/24/2011		5/21/2013	137	141				0	-4
16	X	DRIEHAUS ACTIVE INCOME F	262028855			1/24/2011		7/30/2013	9,500	9,924				0	-424
17	X	EATON VANCE GLOBAL MACI	277923728			1/24/2011		5/21/2013	65	67				0	-2
18	X	EATON VANCE GLOBAL MACI	277923728			1/24/2011		7/30/2013	3,500	3,661				0	-161
19	X	FID ADV EMER MKTS INC- CL	315920702			12/17/2012		5/21/2013	101	104				0	-3
20	X	FID ADV EMER MKTS INC- CL	315920702			12/17/2012		12/19/2013	349	396				0	-47
21	X	FID ADV EMER MKTS INC- CL	315920702			1/4/2013		12/19/2013	1,326	1,500				0	-174
22	X	FID ADV EMER MKTS INC- CL	315920702			2/21/2013		12/19/2013	1,366	1,500				0	-134
23	X	FID ADV EMER MKTS INC- CL	315920702			7/2/2012		12/19/2013	1,959	2,061				0	-102
24	X	GATEWAY FUND - Y #1986	367829884			1/4/2013		5/21/2013	138	133				0	5
25	X	GATEWAY FUND - Y #1986	367829884			7/21/2011		7/30/2013	31,733	30,000				0	1,733
26	X	GATEWAY FUND - Y #1986	367829884			2/14/2012		7/30/2013	4,206	4,000				0	206
27	X	GATEWAY FUND - Y #1986	367829884			1/4/2013		7/30/2013	3,469	3,367				0	102
28	X	GENERAL ELECTRIC CO	369604103			1/1/1950		2/15/2013	11,635	0				0	11,635
29	X	HARBOR INTERNATION FD IN	411511306			12/19/2007		5/21/2013	356	383				0	-7
30	X	OAKMARK FUND - I #110	413838103			7/30/2013		12/19/2013	3,685	3,500				0	185
31	X	HARBOR INTERNATION FD IN	411511306			12/19/2007		11/15/2013	19,725	19,224				0	501
32	X	HARBOR INTERNATION FD IN	411511306			1/24/2011		11/15/2013	2,878	2,500				0	378
33	X	HARBOR INTERNATION FD IN	411511306			7/21/2011		11/15/2013	5,521	5,000				0	521
34	X	HARBOR INTERNATION FD IN	411511306			2/14/2012		11/15/2013	10,878	9,000				0	1,878
35	X	HARBOR INTERNATION FD IN	411511306			6/7/2012		11/15/2013	2,634	2,000				0	634
36	X	HARBOR INTERNATION FD IN	411511306			12/17/2012		11/15/2013	578	500				0	78
37	X	HARBOR INTERNATION FD IN	411511306			1/4/2013		11/15/2013	4,491	4,000				0	491
38	X	HARBOR INTERNATION FD IN	411511306			7/30/2013		11/15/2013	9,756	9,000				0	756
39	X	OAKMARK FUND - I #110	413838103			1/4/2013		12/19/2013	315	254				0	61
40	X	HARBOR INTERNATION FD IN	411511306			2/22/2010		11/15/2013	1,384	1,021				0	363
41	X	HARBOR INTERNATION FD IN	411511306			2/22/2010		12/9/2013	12,000	8,931				0	3,069
42	X	OAKMARK FUND - I #110	413838103			1/4/2013		5/21/2013	300	260				0	40
43	X	ING INTERNATIONAL REAL ES	44980Q518			12/17/2012		1/4/2013	1,500	1,541				0	-41
44	X	ING INTERNATIONAL REAL ES	44980Q518			12/17/2012		5/21/2013	76	71				0	5
45	X	PIMCO TOTAL RET FD-INST #	693390700			12/18/2007		7/30/2013	28,918	28,435				0	483
46	X	PIMCO TOTAL RET FD-INST #	693390700			12/18/2007		12/4/2013	20,000	19,575				0	425
47	X	PIMCO TOTAL RET FD-INST #	693390700			9/25/2008		12/11/2013	5,188	5,000				0	188
48	X	PIMCO TOTAL RET FD-INST #	693390700			12/18/2007		12/11/2013	43,552	42,945				0	607
49	X	PIMCO LOW DURATION II-INS	693390791			9/8/2010		5/21/2013	97	99				0	-2
50	X	PIMCO COMMODITY REAL RE	722005667			12/18/2007		5/21/2013	94	241				0	-147
51	X	PIMCO COMMODITY REAL RE	722005667			2/22/2010		10/10/2013	5,679	8,000				0	-2,321
52	X	PIMCO COMMODITY REAL RE	722005667			5/5/2009		10/10/2013	4,336	5,000				0	-664
53	X	PIMCO COMMODITY REAL RE	722005667			10/24/2008		10/10/2013	622	1,000				0	-378
54	X	ING REAL ESTATE FUND CL-I	44981V706			12/17/2012		1/4/2013	3,000	2,906				0	94
55	X	ING REAL ESTATE FUND CL I	44981V706			2/21/2013		5/21/2013	188	165				0	23
56	X	ING REAL ESTATE FUND CL-I	44981V706			2/21/2013		7/30/2013	9,110	8,835				0	275
57	X	ING REAL ESTATE FUND CL-I	44981V706			12/17/2012		7/30/2013	890	821				0	69
58	X	JP MORGAN ALERIAN MLP IN	46625H365			2/10/2012		5/21/2013	96	80				0	16
59	X	JPMORGAN HIGH YIELD FUN	4812C0803			10/10/2013		12/19/2013	7,500	7,603				69	-34
60	X	LAZARD EMERGING MKTS PT	52106N889			7/21/2011		5/21/2013	165	181				0	-16
61	X	LAZARD EMERGING MKTS PT	52106N889			5/7/2009		7/30/2013	29,885	21,339				0	8,546
62	X	LAZARD EMERGING MKTS PT	52106N889			1/24/2011		7/30/2013	1,718	2,000				0	-282
63	X	LAZARD EMERGING MKTS PT	52106N889			7/21/2011		7/30/2013	4,030	4,819				0	-789
64	X	LAZARD EMERGING MKTS PT	52106N889			2/14/2012		7/30/2013	4,032	4,300				0	-268
65	X	LAZARD EMERGING MKTS PT	52106N889			6/7/2012		7/30/2013	2,097	2,000				0	97
66	X	LAZARD EMERGING MKTS PT	52106N889			1/4/2013		7/30/2013	1,832	2,000				0	-168
67	X	PIMCO TOTAL RET FD-INST #	693390700			12/17/2012		5/21/2013	397	400				0	3
68	X	PIMCO TOTAL RET FD-INST #	693390700			12/17/2012		7/30/2013	3,901	4,100				0	-199

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

	Amount
Long Term CG Distributions	15,478
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	488,092	452,042	36,050
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
69	X	PIMCO TOTAL RET FD-INST #	693390700			1/4/2013		7/30/2013	8,181	8,500				0	-319
70	X	PIMCO COMMODITY REAL RE	722005667			12/18/2007		10/10/2013	6,487	18,039				0	-11,552
71	X	PIMCO COMMODITY REAL RE	722005667			1/24/2011		10/10/2013	622	1,000				0	-378
72	X	PIMCO COMMODITY REAL RE	722005667			7/21/2011		10/10/2013	3,775	6,000				0	2,225
73	X	PIMCO COMMODITY REAL RE	722005667			2/14/2012		10/10/2013	835	1,000				0	-165
74	X	PIMCO COMMODITY REAL RE	722005667			12/17/2012		10/10/2013	854	1,000				0	-146
75	X	PIMCO COMMODITY REAL RE	722005667			1/4/2013		10/10/2013	1,756	2,000				0	-244
76	X	PRINCIPAL PREFERRED SEC	74253Q416			12/17/2012		2/21/2013	3,026	3,000				0	26
77	X	PRINCIPAL PREFERRED SEC	74253Q416			1/4/2013		2/21/2013	2,517	2,500				0	17
78	X	PRINCIPAL PREFERRED SEC	74253Q416			5/3/2012		2/21/2013	7,458	7,015				0	443
79	X	PRINCIPAL PREFERRED SEC	74253Q416			5/3/2012		5/21/2013	124	114				0	10
80	X	PRINCIPAL PREFERRED SEC	74253Q416			5/3/2012		12/19/2013	5,000	5,071				71	0
81	X	PRINCIPAL MIDCAP FD-IN #47	74253Q747			2/21/2013		5/21/2013	222	199				0	23
82	X	PRINCIPAL MIDCAP FD-IN #47	74253Q747			7/30/2013		12/19/2013	3,000	2,810				0	190
83	X	TCW FUNDS SELECT EQUITIE	87234N302			1/4/2013		5/21/2013	284	262				0	22
84	X	TCW FUNDS SELECT EQUITIE	87234N302			7/30/2013		12/19/2013	4,000	3,561				0	439
85	X	TEMPLETON GLOBAL BOND F	880208400			7/21/2011		2/21/2013	8,000	8,335				0	-335
86	X	TEMPLETON GLOBAL BOND F	880208400			7/21/2011		5/21/2013	171	175				0	-4
87	X	TEMPLETON GLOBAL BOND F	880208400			1/24/2011		7/30/2013	11,544	12,000				0	-456
88	X	TEMPLETON GLOBAL BOND F	880208400			7/21/2011		7/30/2013	1,380	1,490				0	-110
89	X	TEMPLETON GLOBAL BOND F	880208400			1/4/2013		7/30/2013	2,888	3,000				0	-112
90	X	TEMPLETON GLOBAL BOND F	880208400			12/17/2012		7/30/2013	1,687	1,724				0	-37
91	X	TEMPLETON GLOBAL BOND F	880208400			2/22/2010		12/19/2013	1,228	1,219				0	9
92	X	TOUCHSTONE SMALL CAP CO	89155H256			2/21/2013		5/21/2013	183	165				0	18
93	X	TOUCHSTONE SMALL CAP CO	89155H256			2/21/2013		12/19/2013	3,500	3,013				0	487
94	X	TEMPLETON GLOBAL BOND F	880208400			12/17/2012		12/19/2013	272	276				4	0
95	X	WASATCH EMERGING MKT S	936793884			2/15/2013		5/21/2013	37	35				0	2

Part I, Line 11 (990-PF) - Other Income

		1,100	1,100	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Other Income	1,100	1,100	

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,218	192	0	0
	Description				
1	Foreign Tax Withheld	192	192		
2	PY Excise Tax Due	1,115			
3	Estimated Excise Payments	1,911			

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

			327,294	1,357,289	1,486,231
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Beginning Balance		327,294	0	
2	TEMPLETON GLOBAL BOND FD-ADV 616		0	37,822	38,261
3	PRINCIPAL MIDCAP BLEND FD-IN 4749		0	95,265	113,485
4	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	25,022	25,787
5	TOUCHSTONE SMALL CAP CORE-IN 555		0	62,869	77,438
6	ING REAL ESTATE FUND CL-I 2190		0	47,949	56,855
7	AQR MANAGED FUTURES STR-I		0	25,000	25,833
8	JPMORGAN HIGH YIELD FUND SS 3580		0	36,138	35,509
9	OPPENHEIMER DEVELOPING MKT-Y 788		0	84,000	89,153
10	ASHMORE EMERG MKTS CR DB-INS		0	15,000	14,984
11	PRINCIPAL PREFERRED SEC-INS 4929		0	37,870	37,286
12	ROBECO BP LNG/SHRT RES-INS		0	35,000	36,668
13	ELEMENTS ROGERS TOTAL RETURN		0	25,120	24,477
14	ARTISAN INTERNATIONAL FUND 661		0	82,845	84,787
15	GENERAL ELECTRIC CO		0	0	14,015
16	HARBOR INTERNATION FD INST 2011		0	31,960	47,158
17	OAKMARK FUND - I 110		0	128,109	156,807
18	OAKMARK INTL SMALL CAP FD 811		0	42,000	42,678
19	MERGER FD SH BEN INT 260		0	24,000	23,985
20	TCW FUNDS SELECT EQUITIES-I 4730		0	139,253	157,777
21	T ROWE CORPORATE INCOME FD 112		0	79,194	78,849
22	MAINSTAY CONVERTIBLE FD CL I 2584		0	50,000	50,158
23	FID ADV EMER MKTS INC- CL I 607		0	22,580	21,409
24	ING INTERNATIONAL REAL EST-I 2664		0	35,888	39,648
25	JP MORGAN ALERIAN MLP INDEX		0	17,969	22,016
26	EATON VANCE GLOBAL MACRO - I		0	15,667	14,541
27	DRIEHAUS ACTIVE INCOME FUND		0	40,434	39,624
28	PIMCO LOW DURATION II-INSTL 107		0	30,370	29,694
29	EATON VANCE FLOATING RATE FD-I 924		0	15,000	15,011
30	WASATCH EMERGING MKT S/C FD		0	54,965	53,160
31	ASG GLOBAL ALTERNATIVES-Y 1993		0	20,000	19,178

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	3,320
2	Total	2	3,320

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

1	Cost Basis Adjustment	1	135
2	Mutual Fund & CTF Income Subtraction	2	7,593
3	PY Return of Capital Adjustment	3	65
4	Total	4	7,793

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

	Amount
Long Term CG Distributions	15,478
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						472,814	0	144	452,186	20,572	0	0	0	20,572
1	ARTIO GLOBAL HIGH INCOME I #1525	04315J860		7/21/2011	5/21/2013	175		0	176	1	0	0	0	1
2	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		9/25/2008	10/10/2013	23,060		0	21,967	1,093	0	0	0	1,093
3	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		7/21/2011	7/30/2013	4,857		0	4,818	161	0	0	0	161
4	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		2/22/2010	7/30/2013	5,343		0	5,415	72	0	0	0	72
5	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		5/7/2009	10/10/2013	7,245		0	5,990	1,255	0	0	0	1,255
6	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		2/14/2012	10/10/2013	3,638		0	3,495	143	0	0	0	143
7	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		2/22/2010	10/10/2013	266		0	270	-4	0	0	0	-4
8	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		12/17/2012	10/10/2013	1,508		0	1,498	10	0	0	0	10
9	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		1/4/2013	10/10/2013	2,000		0	2,000	0	0	0	0	0
10	ABERDEEN GLOBAL HIGH INCOME FD	04315J860		2/21/2013	10/10/2013	995		0	1,000	5	0	0	0	-5
11	DIAMOND HILL LONG SHORT FD CL I #	25264S833		1/4/2013	5/21/2013	74		0	67	7	0	0	0	7
12	DIAMOND HILL LONG SHORT FD CL I #	25264S833		9/8/2010	7/30/2013	18,889		0	13,691	5,198	0	0	0	5,198
13	DIAMOND HILL LONG SHORT FD CL I #	25264S833		2/14/2012	7/30/2013	1,791		0	1,500	291	0	0	0	291
14	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		1/4/2013	7/30/2013	1,054		0	933	121	0	0	0	121
15	DRIEHAUS ACTIVE INCOME FUND	262028855		1/24/2011	5/21/2013	137		0	141	-4	0	0	0	-4
16	DRIEHAUS ACTIVE INCOME FUND	262028855		1/24/2011	7/30/2013	9,500		0	9,924	-424	0	0	0	-424
17	EATON VANCE GLOBAL MACRO I #00	277923728		1/24/2011	5/21/2013	65		0	67	2	0	0	0	2
18	EATON VANCE GLOBAL MACRO - I #00	277923728		1/24/2011	7/30/2013	3,500		0	3,661	161	0	0	0	161
19	FID ADV EMER MKTS INC- CL I #607	315920702		12/17/2012	5/21/2013	101		0	104	3	0	0	0	-3
20	FID ADV EMER MKTS INC CL I #607	315920702		12/17/2012	12/19/2013	349		0	396	-47	0	0	0	-47
21	FID ADV EMER MKTS INC CL I #607	315920702		1/4/2013	12/19/2013	1,326		0	1,500	174	0	0	0	174
22	FID ADV EMER MKTS INC- CL I #607	315920702		2/21/2013	12/19/2013	1,366		0	1,500	134	0	0	0	134
23	FID ADV EMER MKTS INC- CL I #607	315920702		7/2/2012	12/19/2013	1,959		0	2,061	102	0	0	0	102
24	GATEWAY FUND Y #1986	367829884		1/4/2013	5/21/2013	138		0	133	5	0	0	0	5
25	GATEWAY FUND Y #1986	367829884		7/21/2011	7/30/2013	31,733		0	30,000	1,733	0	0	0	1,733
26	GATEWAY FUND Y #1986	367829884		2/14/2012	7/30/2013	4,206		0	4,000	206	0	0	0	206
27	GATEWAY FUND Y #1986	367829884		1/4/2013	7/30/2013	3,469		0	3,367	102	0	0	0	102
28	GENERAL ELECTRIC CO	369604103		1/1/1950	2/15/2013	11,635		0	0	11,635	0	0	0	11,635
29	HARBOR INTERNATION FD INST #2011	411511306		12/19/2007	5/21/2013	356		0	363	7	0	0	0	7
30	OAKMARK FUND I #110	413838103		7/30/2013	12/19/2013	3,685		0	3,500	185	0	0	0	185
31	HARBOR INTERNATION FD INST #2011	411511306		12/19/2007	11/15/2013	19,725		0	19,224	501	0	0	0	501
32	HARBOR INTERNATION FD INST #2011	411511306		1/24/2011	11/15/2013	2,878		0	2,500	378	0	0	0	378
33	HARBOR INTERNATION FD INST #2011	411511306		7/21/2011	11/15/2013	5,521		0	5,000	521	0	0	0	521
34	HARBOR INTERNATION FD INST #2011	411511306		2/14/2012	11/15/2013	10,878		0	9,000	1,878	0	0	0	1,878
35	HARBOR INTERNATION FD INST #2011	411511306		6/7/2012	11/15/2013	2,634		0	2,000	634	0	0	0	634
36	HARBOR INTERNATION FD INST #2011	411511306		12/17/2012	11/15/2013	578		0	500	78	0	0	0	78
37	HARBOR INTERNATION FD INST #2011	411511306		1/4/2013	11/15/2013	4,491		0	4,000	491	0	0	0	491
38	HARBOR INTERNATION FD INST #2011	411511306		7/30/2013	11/15/2013	9,756		0	9,000	756	0	0	0	756
39	OAKMARK FUND I #110	413838103		1/4/2013	12/19/2013	315		0	254	61	0	0	0	61
40	HARBOR INTERNATION FD INST #2011	411511306		2/22/2010	11/15/2013	1,384		0	1,021	363	0	0	0	363
41	HARBOR INTERNATION FD INST #2011	411511306		2/22/2010	12/9/2013	12,000		0	8,931	3,069	0	0	0	3,069
42	OAKMARK FUND - I #110	413838103		1/4/2013	5/21/2013	300		0	260	40	0	0	0	40
43	ING INTERNATIONAL REAL EST I #2664	44980Q518		12/17/2012	1/4/2013	1,500		0	1,541	-41	0	0	0	-41
44	ING INTERNATIONAL REAL EST I #2664	44980Q518		12/17/2012	5/21/2013	76		0	71	5	0	0	0	5
45	PIMCO TOTAL RET FD INST #35	693390700		12/18/2007	7/30/2013	28,918		0	28,435	483	0	0	0	483
46	PIMCO TOTAL RET FD-INST #35	693390700		12/18/2007	12/4/2013	20,000		0	19,575	425	0	0	0	425
47	PIMCO TOTAL RET FD-INST #35	693390700		9/25/2008	12/11/2013	5,188		0	5,000	188	0	0	0	188
48	PIMCO TOTAL RET FD-INST #35	693390700		12/18/2007	12/11/2013	43,552		0	42,945	607	0	0	0	607
49	PIMCO LOW DURATION II INSTL 107	693390791		9/8/2010	5/21/2013	97		0	99	2	0	0	0	2
50	PIMCO COMMODITY REAL RET STRAT-	722005667		12/18/2007	5/21/2013	94		0	241	147	0	0	0	147
51	PIMCO COMMODITY REAL RET STRAT-	722005667		2/22/2010	10/10/2013	5,679		0	8,000	2,321	0	0	0	2,321
52	PIMCO COMMODITY REAL RET STRAT-	722005667		5/5/2009	10/10/2013	4,336		0	5,000	-664	0	0	0	664
53	PIMCO COMMODITY REAL RET STRAT-	722005667		10/24/2008	10/10/2013	622		0	1,000	378	0	0	0	378
54	ING REAL ESTATE FUND CL I #2190	44981V706		12/17/2012	1/4/2013	3,000		0	2,906	94	0	0	0	94
55	ING REAL ESTATE FUND CL-I #2190	44981V706		2/21/2013	5/21/2013	188		0	165	23	0	0	0	23
56	ING REAL ESTATE FUND CL I #2190	44981V706		2/21/2013	7/30/2013	9,110		0	8,835	275	0	0	0	275
57	ING REAL ESTATE FUND CL I #2190	44981V706		12/17/2012	7/30/2013	890		0	821	69	0	0	0	69
58	JP MORGAN ALERIAN MLP INDEX	46625H365		2/10/2012	5/21/2013	96		0	80	16	0	0	0	16
59	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		10/10/2013	12/18/2013	7,500		69	7,603	34	0	0	0	34
60	LAZARD EMERGING MKTS PTFL #638	52106N889		7/21/2011	5/21/2013	165		0	181	16	0	0	0	16
61	LAZARD EMERGING MKTS PTFL #638	52106N889		5/7/2009	7/30/2013	29,885		0	21,339	8,546	0	0	0	8,546
62	LAZARD EMERGING MKTS PTFL #638	52106N889		1/24/2011	7/30/2013	1,718		0	2,000	282	0	0	0	282
63	LAZARD EMERGING MKTS PTFL #638	52106N889		7/21/2011	7/30/2013	4,030		0	4,819	789	0	0	0	789
64	LAZARD EMERGING MKTS PTFL #638	52106N889		2/14/2012	7/30/2013	4,032		0	4,300	268	0	0	0	268
65	LAZARD EMERGING MKTS PTFL #638	52106N889		6/7/2012	7/30/2013	2,097		0	2,000	97	0	0	0	97
66	LAZARD EMERGING MKTS PTFL #638	52106N889		1/4/2013	7/30/2013	1,832		0	2,000	168	0	0	0	168
67	PIMCO TOTAL RET FD-INST #35	693390700		12/17/2012	5/21/2013	397		0	400	3	0	0	0	3
68	PIMCO TOTAL RET FD-INST #35	693390700		12/17/2012	7/30/2013	3,901		0	4,100	-199	0	0	0	199
69	PIMCO TOTAL RET FD-INST #35	693390700		1/4/2013	7/30/2013	8,181		0	8,500	319	0	0	0	319
70	PIMCO COMMODITY REAL RET STRAT-	722005667		12/18/2007	10/10/2013	6,487		0	18,039	11,552	0	0	0	11,552
71	PIMCO COMMODITY REAL RET STRAT-	722005667		1/24/2011	10/10/2013	622		0	1,000	378	0	0	0	378
72	PIMCO COMMODITY REAL RET STRAT-	722005667		7/21/2011	10/10/2013	3,775		0	6,000	2,225	0	0	0	2,225
73	PIMCO COMMODITY REAL RET STRAT-	722005667		2/14/2012	10/10/2013	835		0	1,000	-165	0	0	0	165
74	PIMCO COMMODITY REAL RET STRAT-	722005667		12/17/2012	10/10/2013	854		0	1,000	-146	0	0	0	146
75	PIMCO COMMODITY REAL RET STRAT-	722005667		1/4/2013	10/10/2013	1,756		0	2,000	244	0	0	0	244
76	PRINCIPAL PREFERRED SEC INS #492	74253Q416		12/17/2012	2/21/2013	3,026		0	3,000	26	0	0	0	26
77	PRINCIPAL PREFERRED SEC INS #492	74253Q416		1/4/2013	2/21/2013	2,517		0	2,500	17	0	0	0	17
78	PRINCIPAL PREFERRED SEC INS #492	74253Q416		5/3/2012	2/21/2013	7,458		0	7,015	443	0	0	0	443
79	PRINCIPAL PREFERRED SEC INS #492	74253Q416		5/3/2012	5/21/2013	124		0	114	10	0	0	0	10
80	PRINCIPAL PREFERRED SEC INS #492	74253Q416		5/3/2012	12/19/2013	5,000		71	5,071	0	0	0	0	0
81	PRINCIPAL MIDCAP FD-IN #4749	742530747		2/21/2013	5/21/2013	222		0	199	23	0	0	0	23
82	PRINCIPAL MIDCAP FD-IN #4749	742530747		7/30/2013	12/19/2013	3,000		0	2,810	190	0	0	0	190
83	TCW FUNDS SELECT EQUITIES I #4730	87234N302		1/4/2013	5/21/2013	284		0	262	22	0	0	0	22
84	TCW FUNDS SELECT EQUITIES I #4730	87234N302		7/30/2013	12/19/2013	4,000		0	3,561	439	0	0	0	439

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

	Amount
Long Term CG Distributions	15,478
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						472,614	0	144	452,188	20,572	0	0	0	20,572
85	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		7/21/2011	2/21/2013	8,000		0	8,335	335	0	0	0	335
86	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		7/21/2011	5/21/2013	171		0	175	-4	0	0	0	-4
87	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		1/24/2011	7/30/2013	11,544		0	12,000	-456	0	0	0	-456
88	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		7/21/2011	7/30/2013	1,380		0	1,490	110	0	0	0	110
89	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		1/4/2013	7/30/2013	2,888		0	3,000	112	0	0	0	112
90	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		12/17/2012	7/30/2013	1,687		0	1,724	-37	0	0	0	37
91	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		2/22/2010	12/19/2013	1,228		0	1,219	9	0	0	0	9
92	TOUCHSTONE SMALL CAP CORE IN #5	89155H256		2/21/2013	5/21/2013	183		0	165	18	0	0	0	18
93	TOUCHSTONE SMALL CAP CORE IN #5	89155H256		2/21/2013	12/19/2013	3,500		0	3,013	487	0	0	0	487
94	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		12/17/2012	12/19/2013	272		4	276	0	0	0	0	0
95	WASATCH EMERGING MKT S/C FD	936793884		2/15/2013	5/21/2013	37		0	35	2	0	0	0	2

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
									11,766	0	0
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	11,766		

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	478
3	Second quarter estimated tax payment	6/10/2013	3	478
4	Third quarter estimated tax payment	9/9/2013	4	477
5	Fourth quarter estimated tax payment	12/10/2013	5	478
6	Other payments		6	
7	Total		7	1,911