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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JOSEPH H STAHLBERG FOUNDATION			A Employer identification number 26-3456559	
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		B Telephone number (see instructions) (888) 730-4933
Foreign postal code		C If exemption application is pending, check here <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,041,459		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,223	44,138		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	53,452			
	b Gross sales price for all assets on line 6a	754,857			
	7 Capital gain net income (from Part IV, line 2)		53,452		
	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	98,675	97,590			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	29,755	22,316		7,439
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,098			1,098
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,184	1,184		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	41	6		35
	24 Total operating and administrative expenses. Add lines 13 through 23	32,078	23,506	0	8,572
	25 Contributions, gifts, grants paid	40,000			40,000
26 Total expenses and disbursements. Add lines 24 and 25	72,078	23,506	0	48,572	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	26,597				
b Net investment income (if negative, enter -0-)		74,084			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	64,011	111,664	111,664		
	3 Accounts receivable					
	Less allowance for doubtful accounts					
	4 Pledges receivable					
	Less allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule)					
	Less allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis					
Less accumulated depreciation (attach schedule)						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	1,761,278	1,743,373	1,929,796			
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)	1,825,289	1,855,037	2,041,460			
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. <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	1,825,289	1,855,037			
	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)	1,825,289	1,855,037				
31 Total liabilities and net assets/fund balances (see instructions)	1,825,289	1,855,037				

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	1,825,289
2 Enter amount from Part I, line 27a	2	26,597
3 Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	6,199
4 Add lines 1, 2, and 3	4	1,858,085
5 Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	3,048
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,855,037

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	53,452
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	148,055	1,955,858	0.075698
2011	208,250	2,046,369	0.101766
2010	86,679	1,988,260	0.043595
2009	91,684	1,877,657	0.048829
2008	3,257	1,781,153	0.001829

2 Total of line 1, column (d)	2	0.271717
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	0.054343
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,962,037
5 Multiply line 4 by line 3	5	106,623
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	741
7 Add lines 5 and 6	7	107,364
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	48,572

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		1,482
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		1,482
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		1,482
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	425	
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		425
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		1,057
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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	TRUSTEE	4 00	29,755	

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	1,906,743
b	Average of monthly cash balances	1b	85,173
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,991,916
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	1,991,916
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	29,879
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,962,037
6	Minimum investment return. Enter 5% of line 5	6	98,102

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	98,102
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,482
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,482
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,620
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	96,620
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	96,620

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	48,572
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	48,572
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	48,572

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				96,620
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			19,772	
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: ► \$ <u>48,572</u>				
a Applied to 2012, but not more than line 2a			19,772	
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				28,800
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				67,820
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 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

SEE ATTACHED

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

SEE ATTACHED

- c** Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

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	40,000
b Approved for future payment NONE				
Total			3b	0

Joseph H. Stahlberg Foundation

Application Deadlines	August 31
Program Areas	
Program Limitations	Organizations must be engaged in medical, psychiatric, or psychological research and must not be associated with a particular religion. Preference may be given to research related to dementia, autism, or Alzheimer's disease.
States Served	
Geographic Limitations	While there are no geographic limitations, this trust has a practice of primarily supporting organizations in California.
Trustees	Wells Foundation, Inc.

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

Recipient(s) paid during the year

Name

ALZHEIMER'S FOUNDATION OF AMERICA

Street

322 EIGHTH AVENUE, 7TH FLOOR

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,000

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss	
									Capital Gains/Losses		Other sales			Gross Sales
									7,353	Capital Gains/Losses		754,857	701,405	53,452
										Other sales		0	0	0
1	X	CHEVRON CORP	166764100			10/21/2011		7/11/2013	3,465	2,923			0	542
2	X	CISCO SYSTEMS INC	17275R102			5/9/2012		7/11/2013	1,612	1,173			0	439
3	X	CISCO SYSTEMS INC	17275R102			10/21/2011		7/11/2013	870	592			0	278
4	X	COACH INC	199754104			1/9/2013		7/11/2013	1,598	1,574			0	24
5	X	COMCAST CORP CLASS A	20030N101			8/9/2012		7/11/2013	174	138			0	36
6	X	CHEVRON CORP CLASS A	166764100			2/8/2013		7/11/2013	1,114	1,035			0	79
7	X	COMCAST CORP CLASS A	20030N101			10/21/2011		7/11/2013	869	476			0	393
8	X	CREDIT SUISSE COMM RET S	22544R305			11/20/2012		10/9/2013	3,793	4,260			0	-467
9	X	CREDIT SUISSE COMM RET S	22544R305			10/25/2011		10/9/2013	6,177	7,299			0	-1,122
10	X	AFAC INC	001055102			8/9/2012		11/22/2013	1,125	773			0	352
11	X	AOR MANAGED FUTURES ST	00203H859			7/15/2013		10/9/2013	18,079	18,759			0	-680
12	X	AFFILIATED MANAGERS GRO	008252108			2/8/2013		2/25/2013	1,147	1,175			0	-28
13	X	AFFILIATED MANAGERS GRO	008252108			8/9/2012		2/25/2013	1,434	1,169			0	265
14	X	AFFILIATED MANAGERS GRO	008252108			8/9/2012		7/11/2013	1,680	1,169			0	511
15	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/21/2011		11/22/2013	1,035	590			0	445
16	X	APACHE CORP	037411105			8/9/2012		11/22/2013	1,131	1,056			0	75
17	X	APPLE INC	037833100			8/9/2012		7/11/2013	846	1,236			0	-390
18	X	APPLE INC	037833100			12/9/2013		7/11/2013	2,115	2,293			0	-178
19	X	BERKSHIRE HATHAWAY INC	084670702			2/8/2013		7/11/2013	1,388	1,165			0	223
20	X	BERKSHIRE HATHAWAY INC	084670702			8/9/2012		7/11/2013	1,273	933			0	340
21	X	BOEING CO	097023105			8/9/2012		10/9/2013	1,038	672			0	366
22	X	CME GROUP INC	12572Q105			8/30/2012		11/22/2013	1,260	818			0	442
23	X	CVS/CAREMARK CORPORATI	126650100			8/9/2012		11/22/2013	598	409			0	189
24	X	CVS/CAREMARK CORPORATI	126650100			3/28/2012		11/22/2013	665	447			0	218
25	X	CAPITAL ONE FINANCIAL CO	14040H105			10/21/2011		11/22/2013	1,039	627			0	412
26	X	CREDIT SUISSE COMM RET S	22544R305			10/25/2011		11/22/2013	1,996	2,422			0	-426
27	X	DIAGEO PLC - ADR	25243Q205			8/9/2012		7/11/2013	1,214	1,069			0	145
28	X	DIAMOND HILL LONG-SHORT	23264S833			10/25/2011		7/11/2013	19,921	15,593			0	4,338
29	X	WALT DISNEY CO	254687106			2/8/2013		7/11/2013	1,251	1,033			0	218
30	X	WALT DISNEY CO	254687106			3/28/2012		7/11/2013	1,251	828			0	423
31	X	DREYFUS EMG MKT DEBT LO	261980494			11/22/2010		2/8/2013	17,908	17,435			0	473
32	X	DREYFUS EMG MKT DEBT LO	261980494			11/23/2010		2/8/2013	1,073	1,008			0	65
33	X	THERMO FISHER SCIENTIFIC	803556102			8/9/2012		8/29/2013	1,073	687			0	386
34	X	3M CO	88579Y101			8/9/2012		10/9/2013	1,056	826			0	230
35	X	US BANCORP DEL NEW	902973304			8/9/2012		11/22/2013	1,011	857			0	154
36	X	US BANCORP DEL NEW	902973304			3/28/2012		11/22/2013	117	95			0	22
37	X	UNION PACIFIC CORP	907818108			2/8/2013		7/11/2013	1,426	1,192			0	234
38	X	UNION PACIFIC CORP	907818108			8/9/2012		7/11/2013	3,803	2,921			0	882
39	X	UNITEDHEALTH GROUP INC	91324P102			4/2/2013		7/11/2013	2,184	1,981			0	203
40	X	VANGUARD INTERMEDIATE T	921937819			5/9/2012		2/8/2013	10,387	10,515			0	-128
41	X	VANGUARD INTERMEDIATE T	921937819			11/15/2012		2/8/2013	9,863	10,227			0	-364
42	X	VANGUARD INTERMEDIATE T	921937819			10/21/2011		2/8/2013	2,095	2,082			0	13
43	X	VANGUARD INTERMEDIATE T	921937819			10/21/2011		7/11/2013	23,135	24,119			0	-984
44	X	VANGUARD INTERMEDIATE T	921937819			10/21/2011		11/22/2013	2,089	2,169			0	-80
45	X	VANGUARD SHORT TERM BO	921937827			2/8/2013		7/11/2013	10,416	10,521			0	-105
46	X	VANGUARD SHORT TERM BO	921937827			2/8/2013		11/22/2013	6,041	6,070			0	-29
47	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		7/11/2013	8,927	8,760			0	167
48	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		10/9/2013	15,267	14,212			0	1,055
49	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		11/22/2013	3,976	3,526			0	450
50	X	VANGUARD FTSE EMERGING	922042858			12/6/2010		10/9/2013	27,443	32,019			0	-4,576
51	X	VANGUARD FTSE EMERGING	922042858			11/22/2010		11/22/2013	2,109	2,437			0	-328
52	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		11/22/2013	786	841			0	-55
53	X	VANGUARD REIT VIPER	922906553			10/21/2011		7/11/2013	4,248	3,174			0	1,074
54	X	VODAFONE GROUP PLC NEW	92857W209			8/9/2012		10/9/2013	3,290	3,716			0	-426
55	X	DREYFUS EMG MKT DEBT LO	261980494			8/13/2012		10/9/2013	28,795	27,846			0	-951
56	X	DREYFUS EMG MKT DEBT LO	261980494			8/13/2012		11/22/2013	1,999	2,076			0	-77
57	X	DRIEHAUS ACTIVE INCOME F	262028855			2/8/2013		11/22/2013	2,158	2,146			0	12
58	X	GATEWAY FUND - Y #1986	367829884			8/13/2012		7/11/2013	49,787	48,511			0	1,276
59	X	GATEWAY FUND - Y #1986	367829884			10/21/2011		7/11/2013	19,621	19,362			0	259
60	X	GILEAD SCIENCES INC	375558103			10/21/2011		4/2/2013	481	207			0	274
61	X	GILEAD SCIENCES INC	375558103			10/21/2011		7/11/2013	1,677	621			0	1,056
62	X	GILEAD SCIENCES INC	375558103			10/21/2011		12/12/2013	1,479	435			0	1,044
63	X	GOOGLE INC	38259P508			2/8/2013		7/11/2013	2,739	2,340			0	399
64	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2009		2/8/2013	20,294	24,256			0	-3,962
65	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		2/8/2013	14,275	16,073			0	-1,798
66	X	HUSSMAN STRATEGIC GROW	448108100			11/20/2012		2/8/2013	3,440	3,692			0	-252
67	X	INTEL CORP	458140100			10/21/2011		6/17/2013	3,940	3,751			0	189
68	X	INTEL CORP	458140100			8/9/2012		6/17/2013	678	722			0	-44

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										7,353			
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	Cost, Other Basis and Expenses		Net Gain or Loss
											Totals		
											Gross Sales	754,857	
Capital Gains/Losses										701,405		53,452	
Other sales										0			
69	X	ISHARES CORE S & P 500 ETF	464287200		2/10/2010		2/8/2013	6,989	4,935			0	2,054
70	X	ISHARES CORE S & P 500 ETF	464287200		2/10/2010		7/11/2013	40,245	25,746			0	14,499
71	X	ISHARES CORE S & P 500 ETF	464287200		2/10/2010		11/22/2013	1,998	1,180			0	818
72	X	ISHARES MSCI EAFE	464287465		1/6/2010		2/8/2013	52,613	51,246			0	1,367
73	X	ISHARES MSCI EAFE	464287465		1/27/2010		2/8/2013	27,768	25,517			0	2,251
74	X	ISHARES MSCI EAFE	464287465		2/16/2010		2/8/2013	29,230	26,369			0	2,861
75	X	ISHARES MSCI EAFE	464287465		2/22/2010		2/8/2013	16,076	14,575			0	1,501
76	X	ISHARES MSCI EAFE	464287465		3/8/2010		2/8/2013	35,075	33,053			0	2,022
77	X	ISHARES MSCI EAFE	464287465		12/8/2013		2/8/2013	33,789	33,026			0	763
78	X	ISHARES S&P MID-CAP 400 G	464287606		7/11/2013		10/9/2013	3,239	3,239			0	20
79	X	ISHARES S&P MID-CAP 400 G	464287606		7/11/2013		11/22/2013	2,041	1,890			0	151
80	X	ISHARES S&P MIDCAP 400 VA	464287705		10/21/2011		7/11/2013	2,756	1,901			0	855
81	X	ISHARES S&P MID-CAP 400 V	464287705		10/21/2011		11/22/2013	2,962	1,901			0	1,061
82	X	ISHARES CORE S&P SMALL-C	464287804		5/9/2011		2/8/2013	22,672	19,948			0	2,724
83	X	ISHARES CORE S&P SMALL-C	464287804		5/31/2011		2/8/2013	4,786	4,248			0	538
84	X	ISHARES CORE S&P SMALL-C	464287804		2/25/2011		2/8/2013	14,778	12,475			0	2,303
85	X	ISHARES CORE S&P SMALL-C	464287804		2/25/2011		10/9/2013	4,186	3,048			0	1,138
86	X	ISHARES CORE S&P SMALL-C	464287804		2/25/2011		11/22/2013	2,024	1,347			0	677
87	X	JPMORGAN CHASE & CO	46625H100		2/8/2013		7/11/2013	1,284	1,113			0	171
88	X	JPMORGAN CHASE & CO	46625H100		10/21/2011		7/11/2013	1,172	702			0	470
89	X	JOHNSON CONTROLS INC	478366107		1/22/2013		7/11/2013	729	619			0	110
90	X	JOHNSON CONTROLS INC	478366107		2/8/2013		7/11/2013	1,275	1,081			0	194
91	X	JOHNSON CONTROLS INC	478366107		8/9/2012		11/14/2013	2,700	1,415			0	1,285
92	X	MCKESSON CORP	58155Q103		11/7/2012		11/22/2013	1,140	664			0	476
93	X	MONSTER BEVERAGE CORP	611740101		2/8/2013		7/11/2013	1,205	966			0	239
94	X	NOVARTIS AG - ADR	66887Y109		8/9/2012		1/29/2013	3,658	3,176			0	482
95	X	ORACLE CORPORATION	68389X105		10/21/2011		7/11/2013	1,041	1,057			0	-16
96	X	PIMCO FOREIGN BD FD USD	693390882		8/25/2011		2/8/2013	6,550	6,446			0	104
97	X	RIDGEFORTH SEIX HY BD1#	76628T845		5/10/2011		2/8/2013	19,157	19,157			0	0
98	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/9/2011		10/9/2013	2,387	2,325			0	62
99	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/9/2011		11/22/2013	1,989	1,917			0	72
100	X	SCHLUMBERGER LTD	806857108		8/9/2012		10/9/2013	1,230	1,027			0	203
101	X	TLX COS INC NEW	872540109		8/9/2012		11/22/2013	617	588			0	229
102	X	TLX COS INC NEW	872540109		7/16/2012		11/22/2013	440	314			0	126
103	X	TARGET CORP	87612E106		10/21/2011		7/11/2013	1,015	758			0	257
104	X	TEVA PHARMACEUTICAL IND	881624209		8/9/2012		7/11/2013	4,007	4,081			0	-74
105	X	THERMO FISHER SCIENTIF	883556102		9/9/2012		7/11/2013	2,217	1,431			0	786

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

		1,098	0	0	1,098
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,098			1,098

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

		1,184	1,184	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,184	1,184		

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

		41	6	0	35
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	6	6		
2	STATE AG FEES	10			10
3	STATE REGISTRATION FEES	25			25

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			1,761,278	1,743,373	1,929,796
2	AFLAC INC		0	3,363	4,943
3	AFFILIATED MANAGERS GROUP INC		0	3,390	6,290
4	APACHE CORPORATION COM		0	4,334	4,469
5	APPLE COMPUTER INC COM		0	8,606	11,781
6	BAXTER INTL INC COM		0	5,035	5,008
7	BOEING COMPANY		0	3,359	6,142
8	CVS/CAREMARK CORPORATION		0	3,753	6,012
9	CAPITAL ONE FINANCIAL CORP		0	2,673	4,903
10	CISCO SYSTEMS INC		0	5,153	6,527
11	CUMMINS INC		0	3,442	3,665
12	DIAGEO PLC - ADR		0	3,847	4,767
13	WALT DISNEY CO		0	4,957	8,328
14	E M C CORP MASS		0	4,173	3,898
15	GILEAD SCIENCES INC		0	1,512	5,482
16	INTERNATIONAL BUSINESS MACHS CORP		0	4,686	4,314
17	JOHNSON CONTROLS INC		0	2,882	5,643
18	MERGER FD SH BEN INT 260		0	56,594	57,032
19	MICROSOFT CORP		0	3,427	4,714
20	NATIONAL OILWELL INC COM		0	2,033	2,068
21	NESTLE S A REGISTERED SHARES - ADR		0	4,722	5,519
22	ORACLE CORPORATION		0	4,036	4,821
23	PIMCO FOREIGN BD FD USD H-INST 103		0	35,303	34,973
24	SCHLUMBERGER LTD		0	4,990	6,127
25	TJX COS INC NEW		0	3,859	5,481
26	THERMO FISHER SCIENTIFIC INC		0	2,347	4,565
27	TOTAL FINA ELF S A ADR		0	4,296	5,392
28	UNION PACIFIC CORP		0	5,112	7,056
29	MCKESSON CORP		0	3,602	6,133
30	GOLDMAN SACHS GROUP INC		0	2,868	4,963
31	HSBC - ADR		0	3,274	3,308
32	UNITED PARCEL SERVICE-CL B		0	4,087	5,674
33	TARGET CORP		0	5,867	6,327
34	UNITEDHEALTH GROUP INC		0	4,893	7,530
35	FID ADV EMER MKTS INC- CLI 607		0	29,803	29,298
36	COACH INC		0	4,447	4,603
37	BHP BILLITON LIMITED		0	3,322	3,274
38	ISHARES TR SMALLCAP 600 INDEX FD		0	49,540	80,647
39	JPMORGAN CHASE & CO		0	4,529	7,661
40	US BANCORP DEL NEW		0	4,188	5,333
41	ISHARES S&P MIDCAP 400 VALUE		0	34,221	54,396
42	ISHARES S & P 500 INDEX FUND		0	21,670	37,501
43	ANHEUSER-BUSCH INBEV SPN ADR		0	3,067	5,536
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	42,997	39,015
45	EATON VANCE GLOBAL MACRO - I		0	18,760	18,294
46	ISHARES S&P MIDCAP 400 GROWTH		0	56,712	83,806

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
47	CHEVRON CORP		0	4,140	4,747
48	DREYFUS EMG MKT DEBT LOC C-I 6083		0	68,072	66,182
49	DRIEHAUS ACTIVE INCOME FUND		0	96,496	97,823
50	3M CO		0	4,131	6,311
51	BERSHIRE HATHAWAY INC		0	6,023	8,418
52	COMCAST CORP CLASS A		0	3,452	7,535
53	ASG GLOBAL ALTERNATIVES-Y 1993		0	58,063	57,609
54	GOOGLE INC		0	4,551	7,845
55	VANGUARD REIT VIPER		0	53,456	64,495
56	CELANESE CORP		0	3,306	4,535
57	VANGUARD EMERGING MARKETS ETF		0	129,611	130,249
58	MONSTER BEVERAGE CORP		0	2,891	4,066
59	EATON CORP PLC		0	3,978	5,861
60	VANGUARD BD INDEX FD INC		0	276,596	272,721
61	CME GROUP INC		0	3,950	5,806
62	SPDR DJ WILSHIRE INTERNATIONAL REA		0	62,492	65,920
63	VANGUARD INTERMEDIATE TERM B		0	98,516	93,301
64	VANGUARD EUROPE PACIFIC ETF		0	159,426	182,808
65	DIAMOND HILL LONG-SHORT FD CLI 11		0	31,044	41,336
66	RIDGEWORTH SEIX HY BD-I 5855		0	93,694	92,865
67	CREDIT SUISSE COMM RT ST-CO 2156		0	89,754	76,144

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

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

1	COST BASIS ADJUSTMENT	1	86
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,483
3	FEDERAL EXCISE TAX REFUND	3	630
4	Total	4	6,199

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,289
2	PY RETURN OF CAPITAL ADJUSTMENT	2	759
3	Total	3	3,048

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

Long Term CG Distributions										7,353	Short Term CG Distributions										Amount									
Description of Property Sold										CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	0	Adjustments	0	Cost or Other Basis Plus Expense of Sale	701,405	Gain or Loss	48,099	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	0	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	48,099	
1	CHEVRON CORP									168764100		10/21/2011	7/11/2013	3,465		0	2,923	542	0	2,923	542	0	0	0	0	0	0	542	0	
2	CISCO SYSTEMS INC									17275R102		5/9/2012	7/11/2013	1,612		0	1,171	439	0	1,171	439	0	0	0	0	0	0	439	0	
3	CISCO SYSTEMS INC									17275R102		10/21/2011	7/11/2013	870		0	592	278	0	592	278	0	0	0	0	0	0	278	0	
4	COACH INC									189754104		1/6/2012	7/11/2013	1,598		0	1,574	24	0	1,574	24	0	0	0	0	0	0	24	0	
5	COMCAST CORP CLASS A									20030N101		8/9/2012	7/11/2013	174		0	138	36	0	138	36	0	0	0	0	0	0	36	0	
6	CHEVRON CORP									168764100		2/8/2013	7/11/2013	1,114		0	1,035	79	0	1,035	79	0	0	0	0	0	0	79	0	
7	COMCAST CORP CLASS A									20030N101		10/21/2011	7/11/2013	869		0	476	393	0	476	393	0	0	0	0	0	0	393	0	
8	CREDIT SUISSE COMM RET ST1 #2156									22544R305		10/29/2012	10/9/2013	3,793		0	4,260	-467	0	4,260	-467	0	0	0	0	0	0	-467	0	
9	CREDIT SUISSE COMM RET ST1 #2156									22544R305		10/29/2012	10/9/2013	6,177		0	7,299	-1,122	0	7,299	-1,122	0	0	0	0	0	0	-1,122	0	
10	AFLAC INC									001055102		8/9/2012	11/22/2013	1,125		0	773	352	0	773	352	0	0	0	0	0	0	352	0	
11	AOR MANAGED FUTURES STR1 #1521									30023H859		7/15/2013	10/9/2013	18,079		0	18,759	-680	0	18,759	-680	0	0	0	0	0	0	-680	0	
12	AFFILIATED MANAGERS GROUP, INC C00832108									22520N103		2/8/2013	2/25/2013	1,147		0	1,175	-28	0	1,175	-28	0	0	0	0	0	0	-28	0	
13	AFFILIATED MANAGERS GROUP, INC C00832108									22520N103		8/9/2012	2/25/2013	1,434		0	1,169	265	0	1,169	265	0	0	0	0	0	0	265	0	
14	AFFILIATED MANAGERS GROUP, INC C00832108									22520N103		8/9/2012	7/11/2013	1,680		0	1,169	511	0	1,169	511	0	0	0	0	0	0	511	0	
15	ANHEUSER-BUSCH INBEV SPN ADR									03524A108		12/21/2011	11/22/2013	1,035		0	580	445	0	580	445	0	0	0	0	0	0	445	0	
16	APACHE CORP									037411105		8/9/2012	11/22/2013	1,131		0	1,056	75	0	1,056	75	0	0	0	0	0	0	75	0	
17	APPLE INC									037833100		8/9/2012	7/11/2013	846		0	1,236	-390	0	1,236	-390	0	0	0	0	0	0	-390	0	
18	APPLE INC									037833100		12/29/2012	7/11/2013	2,115		0	2,293	-178	0	2,293	-178	0	0	0	0	0	0	-178	0	
19	BERKSHIRE HATHAWAY INC									084870702		2/8/2013	7/11/2013	1,388		0	1,165	223	0	1,165	223	0	0	0	0	0	0	223	0	
20	BERKSHIRE HATHAWAY INC									084870702		8/9/2012	7/11/2013	1,273		0	933	340	0	933	340	0	0	0	0	0	0	340	0	
21	BOEING CO									097023105		8/9/2012	10/9/2013	1,038		0	672	366	0	672	366	0	0	0	0	0	0	366	0	
22	CME GROUP INC									12572Q105		8/30/2012	11/22/2013	1,260		0	818	442	0	818	442	0	0	0	0	0	0	442	0	
23	CVS/CAREMARK CORPORATION									26650100		8/9/2012	11/22/2013	598		0	409	189	0	409	189	0	0	0	0	0	0	189	0	
24	CVS/CAREMARK CORPORATION									26650100		3/28/2012	11/22/2013	665		0	447	218	0	447	218	0	0	0	0	0	0	218	0	
25	CAPITAL ONE FINANCIAL CORP									14040H105		10/21/2011	11/22/2013	1,039		0	627	412	0	627	412	0	0	0	0	0	0	412	0	
26	CREDIT SUISSE COMM RET ST1 #2156									22544R305		10/25/2011	11/22/2013	1,966		0	2,422	-456	0	2,422	-456	0	0	0	0	0	0	-456	0	
27	DIAGEO PLC - ADR									25243Q205		8/9/2012	7/11/2013	1,214		0	1,069	145	0	1,069	145	0	0	0	0	0	0	145	0	
28	DIAMOND HILL LONG-SHORT FD CL I #1									25264S833		10/25/2011	7/11/2013	19,921		0	15,583	4,338	0	15,583	4,338	0	0	0	0	0	0	4,338	0	
29	WALT DISNEY CO									254687106		2/8/2013	7/11/2013	1,251		0	1,033	218	0	1,033	218	0	0	0	0	0	0	218	0	
30	WALT DISNEY CO									254687106		3/28/2012	7/11/2013	1,251		0	828	423	0	828	423	0	0	0	0	0	0	423	0	
31	DREYFUS EMG MKT DEBT LOC C1 #808									26198Q494		11/2/2010	2/8/2013	17,508		0	17,435	73	0	17,435	73	0	0	0	0	0	0	73	0	
32	DREYFUS EMG MKT DEBT LOC C1 #808									26198Q494		11/2/2010	2/8/2013	1,073		0	1,008	65	0	1,008	65	0	0	0	0	0	0	65	0	
33	THERMO FISHER SCIENTIFIC INC									863556102		8/9/2012	8/29/2013	1,073		0	887	186	0	887	186	0	0	0	0	0	0	186	0	
34	3M CO									000000000		8/9/2012	10/9/2013	1,056		0	828	228	0	828	228	0	0	0	0	0	0	228	0	
35	US BANCORP DEL NEW									002973304		8/9/2012	11/22/2013	1,011		0	857	154	0	857	154	0	0	0	0	0	0	154	0	
36	US BANCORP DEL NEW									002973304		3/28/2012	11/22/2013	1,117		0	95	1022	0	95	1022	0	0	0	0	0	0	1022	0	
37	UNION PACIFIC CORP									007818108		2/8/2013	7/11/2013	1,428		0	1,132	296	0	1,132	296	0	0	0	0	0	0	296	0	
38	UNION PACIFIC CORP									007818108		8/9/2012	7/11/2013	3,803		0	3,803	0	0	3,803	0	0	0	0	0	0	0	0	0	0
39	UNITEDHEALTH GROUP INC									91324P102		4/2/2013	7/11/2013	2,184		0	1,981	203	0	1,981	203	0	0	0	0	0	0	203	0	
40	VANGUARD INTERMEDIATE TERM B									921937819		5/9/2012	2/8/2013	10,387		0	10,515	-128	0	10,515	-128	0	0	0	0	0	0	-128	0	
41	VANGUARD INTERMEDIATE TERM B									921937819		11/16/2012	2/8/2013	9,863		0	10,227	-364	0	10,227	-364	0	0	0	0	0	0	-364	0	
42	VANGUARD INTERMEDIATE TERM B									921937819		10/21/2011	2/8/2013	2,095		0	2,082	13	0	2,082	13	0	0	0	0	0	0	13	0	
43	VANGUARD INTERMEDIATE TERM B									921937819		10/21/2011	7/11/2013	2,135		0	2,118	17	0	2,118	17	0	0	0	0	0	0	17	0	
44	VANGUARD INTERMEDIATE TERM B									921937819		10/21/2011	11/22/2013	2,089		0	2,089	0	0	2,089	0	0	0	0	0	0	0	0	0	
45	VANGUARD SHORT TERM BOND ETF									921937827		2/8/2013	7/11/2013	10,616		0	10,531	85	0	10,531	85	0	0	0	0	0	0	85	0	
46	VANGUARD SHORT TERM BOND ETF									921937827		2/8/2013	11/22/2013	6,441		0	6,470	-29	0	6,470	-29	0	0	0	0	0	0	-29	0	
47	VANGUARD FIVE DEVELOPED ETF									921937858		2/8/2013	7/11/2013	9,577		0	9,577	0	0	9,577	0	0	0	0	0	0	0	0	0	
48	VANGUARD FIVE DEVELOPED ETF									921937858		2/8/2013	10/9/2013	13,587		0	13,587	0	0	13,587	0	0	0	0	0	0	0	0	0	
49	VANGUARD FIVE DEVELOPED ETF									921937858		2/8/2013	11/22/2013	3,378		0	3,378	0	0	3,378	0	0	0	0	0	0	0	0	0	
50	VANGUARD FIVE EMERGING MARKET									922042858		12/8/2010	10/9/2013	27,443		0	27,443	0	0	27,443	0	0	0	0	0	0	0	0	0	
51	VANGUARD FIVE EMERGING MARKET									922042858		12/8/2010	11/22/2013	2,109		0	2,109	0	0	2,109	0	0	0	0	0	0	0	0	0	
52	VANGUARD FIVE EMERGING MARKET									922042858		2/8/2013	11/22/2013	786		0	786	0	0	786	0	0	0	0	0	0	0	0	0	
53	VANGUARD REIT VIPER									922042858		10/21/2011	11/22/2013	4,248		0	4,248	0	0	4,248	0	0	0	0	0	0	0	0	0	
54	MODAFONE GROUP PLC NEW ADR									92857W209		8/9/2012	11/22/2013	4,248		0	4,248	0	0	4,248	0	0	0	0	0	0	0	0	0	
55	DREYFUS EMG MKT DEBT LOC C1 #808									26198Q494		8/13/2012	11/22/2013	3,250		0	3,718	-468	0	3,718	-468	0	0	0	0	0	0	-468	0	
56	DREYFUS EMG MKT DEBT LOC C1 #808									26198Q494		8/13/2012	10/9/2013	28,795	</															

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

Long Term CG Distributions		Amount											
Short Term CG Distributions		7,353											
		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
85 SHARES CORE S&P SMALL-CAPE	464287804		2/25/2011	10/9/2013	4,186		0	3,048	1,138	0	0	0	1,138
86 SHARES CORE S&P SMALL-CAPE	464287804		2/25/2011	11/22/2013	2,024		0	1,347	677	0	0	0	677
87 JPMORGAN CHASE & CO	46625H100		2/8/2013	7/11/2013	1,284		0	1,113	171	0	0	0	171
88 JPMORGAN CHASE & CO	46625H100		10/21/2011	7/11/2013	1,172		0	702	470	0	0	0	470
89 JOHNSON CONTROLS INC	478366107		1/22/2013	7/11/2013	729		0	819	110	0	0	0	110
90 JOHNSON CONTROLS INC	478366107		2/8/2013	7/11/2013	1,275		0	1,081	194	0	0	0	194
91 JOHNSON CONTROLS INC	478366107		8/9/2012	11/14/2013	2,700		0	1,415	1,285	0	0	0	1,285
92 MCKESSON CORP	58155Q103		1/17/2012	11/22/2013	1,140		0	664	476	0	0	0	476
93 MONSTER BEVERAGE CORP	611740101		2/8/2013	7/11/2013	1,205		0	966	239	0	0	0	239
94 NOVARTIS AG - ADR	66987V109		8/9/2012	1/29/2013	3,658		0	3,176	482	0	0	0	482
95 ORACLE CORPORATION	69389X105		10/21/2011	7/11/2013	1,041		0	1,057	-16	0	0	0	-16
96 PIMCO FOREIGN BD FD USD H-NST #1	693390882		8/25/2011	2/8/2013	6,550		0	6,446	104	0	0	0	104
97 RIDGEWORTH SEIX HY BDJ #5855	766287645		5/10/2011	2/8/2013	19,137		0	19,157	0	0	0	0	0
98 SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			10/9/2013	2/8/2013	2,387		0	2,325	62	0	0	0	62
99 SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			5/9/2011	11/22/2013	1,989		0	1,917	72	0	0	0	72
100 SCHLIMBERGER LTD	80685T108		8/9/2012	10/9/2013	1,230		0	1,027	203	0	0	0	203
101 TJX COS INC NEW	872540109		8/9/2012	11/22/2013	617		0	588	29	0	0	0	29
102 TJX COS INC NEW	872540109		7/16/2012	11/22/2013	440		0	314	126	0	0	0	126
103 TARGET CORP	87612E106		10/21/2011	7/11/2013	1,015		0	758	257	0	0	0	257
104 TEVA PHARMACEUTICAL INDUSTRIES	881624209		8/9/2012	7/11/2013	4,007		0	4,081	-74	0	0	0	-74
105 THERMO FISHER SCIENTIFIC INC	883556102		8/9/2012	7/11/2013	2,217		0	1,431	786	0	0	0	786

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

		Date	Amount
1	Credit from prior year return	4/15/2013	425
2	First quarter estimated tax payment		
3	Second quarter estimated tax payment		
4	Third quarter estimated tax payment		
5	Fourth quarter estimated tax payment		
6	Other payments		
7	Total		425

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	19,772
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,772