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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**Department of the Treasury  
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>EMMA BARNSELY FOUNDATION UARTICLEVIII OF THE WILL OF EMMA E BARNSELY</b>			A Employer identification number <b>26-4785578</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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) <b>\$ 3,252,680</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
			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)	800			
	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	44,511	43,349		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,140			
	b Gross sales price for all assets on line 6a	901,311			
	7 Capital gain net income (from Part IV, line 2)		39,140		
	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)	125,821	125,821			
12 Total. Add lines 1 through 11	210,272	208,310	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	27,377	20,533		6,844
	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)	15,238	1,097		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,020	11,020		
	24 Total operating and administrative expenses. Add lines 13 through 23	54,235	32,650	0	7,444
	25 Contributions, gifts, grants paid	150,732			150,732
26 Total expenses and disbursements. Add lines 24 and 25	204,967	32,650	0	158,176	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,305				
b Net investment income (if negative, enter -0-)		175,660			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.  
HTAForm **990-PF** (2013)

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ENVELOPE  
POSTMARK DATE APR 18 2014

SCANNED MAY 07 2014

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	1,629	7,882	7,882
	2 Savings and temporary cash investments	119,830	126,124	126,124
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,986,496	1,982,083	3,118,672
	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)	2,107,955	2,116,089	3,252,678
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,107,955	2,116,089	
	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)	2,107,955	2,116,089	
	31 Total liabilities and net assets/fund balances (see instructions)	2,107,955	2,116,089	

## 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	2,107,955
2	Enter amount from Part I, line 27a	2	5,305
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	8,042
4	Add lines 1, 2, and 3	4	2,121,302
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	5,213
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,116,089

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			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))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

<b>2</b>	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 }	<b>2</b>	39,140
<b>3</b>	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 }	<b>3</b>	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	217,603	1,898,450	0.114621
2011	155,568	2,427,386	0.064089
2010	3,152	1,743,533	0.001808
2009			0.000000
2008			0.000000

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.180518
<b>3</b>	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	<b>3</b>	0.060173
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	3,134,986
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	188,642
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,757
<b>7</b>	Add lines 5 and 6	<b>7</b>	190,399
<b>8</b>	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	<b>8</b>	158,176

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0
<b>3</b>	Add lines 1 and 2			3,513
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			3,513
<b>6</b>	Credits/Payments.			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	2,019	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d			2,019
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			1,494
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <b>Refunded</b>			0

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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			
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	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	27,377		

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

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

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Part IX-A Summary of Direct Charitable Activities**

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

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,024,553
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	158,174
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	3,182,727
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	3,182,727
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	47,741
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	3,134,986
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	156,749

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	156,749
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	3,513
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	3,513
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	153,236
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	153,236
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	153,236

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	158,176
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	158,176
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	158,176

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				153,236
<b>2</b> Undistributed income, if any, as of the end of 2013.				
<b>a</b> Enter amount for 2012 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .	80,260			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	80,260			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ► \$ 158,176				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				153,236
<b>e</b> Remaining amount distributed out of corpus . . . . .	4,940			
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	85,200			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	85,200			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .	80,260			
<b>e</b> Excess from 2013 . . . . .	4,940			

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

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

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

NONE

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

NONE

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

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

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

WELLS FARGO BANK NA 4101 JBS PARKWAY ODESSA, TX 79762 (432) 498-4400

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

THE FOUNDATION DOES NOT INTEND TO PROVIDE A SPECIFIC APPLICATION BUT WILL REQUIRE ALL APPLICANTS TO APPLY

- 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

THE TRUSTEE INTENDS TO EXERCISE ITS DISCRETION TO MAKE GIFTS FROM THE FOUNDATION TO QUALIFIED ORGS

**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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	150,732
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.					
	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	44,511	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	39,140	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue: <b>a</b> <u>ROYALTY INCOME</u>			15	125,821	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		209,472	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				209,472	209,472

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**[illegible]

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

- |   |   |    |
|---|---|----|
| 1 | <p>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?</p>  |    |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of:</p>   |    |
|   | <p>(1) Cash . . . . .</p>   | 1a |
|   | <p>(2) Other assets . . . . .</p>   | 1a |
| b | <p>Other transactions.</p>  |    |
|   | <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p>   | 1b |
|   | <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p>   | 1b |
|   | <p>(3) Rental of facilities, equipment, or other assets . . . . .</p>   | 1b |
|   | <p>(4) Reimbursement arrangements . . . . .</p>   | 1b |
|   | <p>(5) Loans or loan guarantees . . . . .</p>   | 1b |
|   | <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p>   | 1b |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p>   | 1  |
| d | <p>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.</p> |    |

	Yes	No
		X
		X
		X
		X
		X
		X
		X
		X
		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Salento SVP Wells Fargo Bank N.A.  
Signature of officer or trustee


4/17/2014  
Date

**SVP Wells Fargo Bank N.A.**  
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  
JOSEPH J. CASTRIANO

Preparer's signature 

Date  
4/17/2014

Check ☒ if self-employed

PTIN	P01251603
------	-----------

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
----------	--------------

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

Recipient(s) paid during the year

**Name**

AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY OF ANIMALS

**Street**

424 E 92ND STREET

**City**

NEW YORK

**State**

NY

**Zip Code**

10128-6804

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

25,000

**Name**

BIDEAWEE

**Street**

410 EAST 38TH STREET

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

11,000

**Name**

DEFENDERS OF WILDLIFE

**Street**

1130 17TH STREET, NW

**City**

WASHINGTON

**State**

DC

**Zip Code**

20036

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

SAFE PET COALITION

**Street**

3300 BELTAGH AVENUE

**City**

WANTAGH

**State**

NY

**Zip Code**

11795

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,500

**Name**

TEXAS A &amp; M FOUNDATION DEVELOPMENT OFFICE

**Street**

4461 TAMU

**City**

COLLEGE STATION

**State**

TX

**Zip Code**

77843-4461

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

36,400

**Name**

ARK-VALLEY HUMANE SOCIETY

**Street**

701 GREGG DR

**City**

BUENA VISTA

**State**

CO

**Zip Code**

81211

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

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

Recipient(s) paid during the year

**Name**

ETOSHA RESCUE &amp; ADOPTION CENTER

**Street**

1136 E KINGSBURY ST

**City**

SEGUIN

**State**

TX

**Zip Code**

78155

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

FERRET ASSOCIATION OF CONNECTICUT

**Street**

14 SHERBROOKE AVE

**City**

HARTFORD

**State**

CT

**Zip Code**

06106

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,500

**Name**

HUMANE SOCIETY OF PIKES PEAK

**Street**

610 ABBOT LANE

**City**

COLORADO SPRINGS

**State**

CO

**Zip Code**

80905

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,200

**Name**

MARINE MAMMAL STRANDING CENTER

**Street**

3625 ATLANTIC BRIGANTINE BLVD

**City**

BRIGANTINE

**State**

NJ

**Zip Code**

08203

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

PALS OF CENTRAL TEXAS

**Street**

PO BOX 401

**City**

SAN MARCOS

**State**

TX

**Zip Code**

78667

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

PETS ARE WONDERFUL SUPPORT

**Street**

3170 23RD ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94110

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,500



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

Recipient(s) paid during the year

Name

QUACKS CORNER

Street

45 EAST AVE

City

BRIDGETON

State

NJ

Zip Code

80302

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

SADDLE LIGHT CENTER

Street

17530 OLD EVANS RD

City

SELMA

State

TX

Zip Code

78154

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,882

Name

TEXAS HEARING AND SERVICE DOGS

Street

4925 BELL SPRINGS RD

City

DRIPPING SPRINGS

State

TX

Zip Code

78620

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

WILLIAMSON COUNTY HUMANE SOCIETY

Street

10930E CRYSTAL FALLS PKWAY

City

LEANDER

State

TX

Zip Code

78641

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

YAVAPAI HUMANE SOCIETY

Street

1625 SUNDG RANCH RD

City

PRESCOTT

State

AZ

Zip Code

86301

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

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

Long Term CG Distributions										Amount					
Short Term CG Distributions										19,127					
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
								Gross Sales Price	Cost or Other Basis	Gross Sales	901,311	862,171	Net Gain or Loss		
1	X GILEAD SCIENCES INC	375558103			2/15/2013		7/16/2013	1,764	1,288					476	39,140
2	X GILEAD SCIENCES INC	375558103			12/8/2011		12/16/2013	2,003	546					1,457	0
3	X GOOGLE INC	38259P08			2/15/2013		7/16/2013	4,582	3,950					632	0
4	X GOLDMAN SACHS GROUP INC	38141G104			3/1/2011		7/16/2013	961	977					-16	0
5	X GOOGLE INC	38259P08			7/3/2012		7/16/2013	1,833	1,174					659	0
6	X HUSSMAN STRATEGIC GROW	448108100			2/28/2011		2/13/2013	44,957	51,814					-6,857	0
7	X INTEL CORP	458140100			3/1/2011		6/18/2013	5,844	4,954					890	0
8	X INTEL CORP	458140100			7/3/2012		6/18/2013	2,033	2,148					-115	0
9	X ISHARES RUSSELL 2000 GRO	464287648			1/4/2013		2/13/2013	62,258	59,526					2,732	0
10	X JPMORGAN CHASE & CO	46625H100			3/1/2011		7/16/2013	2,804	2,351					453	0
11	X JOHNSON CONTROLS INC	478366107			3/17/2011		7/16/2013	3,257	3,552					-295	0
12	X JOHNSON CONTROLS INC	478366107			3/17/2011		11/14/2013	589	484					105	0
13	X JOHNSON CONTROLS INC	478366107			3/12/2012		11/14/2013	2,405	1,558					847	0
14	X JOHNSON CONTROLS INC	478366107			3/8/2011		11/14/2013	491	397					94	0
15	X JOHNSON CONTROLS INC	478366107			7/3/2012		11/14/2013	540	306					234	0
16	X KALMAR GR WVAL SM CAP F	483438206			7/22/2013		10/14/2013	1,447	1,330					117	0
17	X KALMAR GR WVAL SM CAP F	483438206			2/19/2013		10/14/2013	1,544	1,239					305	0
18	X KEELEY SMALL CAP VAL FD C	487300808			2/28/2011		2/13/2013	20,066	16,866					3,200	0
19	X KEELEY SMALL CAP VAL FD C	487300808			7/22/2013		10/14/2013	441	424					17	0
20	X LAUDUS MONDRIAN INTL FLH	51855Q655			2/28/2011		2/13/2013	2,136	2,288					-152	0
21	X LAUDUS MONDRIAN INTL FLH	51855Q655			11/19/2010		2/13/2013	1,182	1,260					-78	0
22	X LAUDUS MONDRIAN INTL FLH	51855Q655			11/19/2010		7/17/2013	2,104	2,324					-220	0
23	X LAUDUS MONDRIAN INTL FLH	51855Q655			2/4/2011		7/17/2013	316	348					-32	0
24	X MCKESSON CORP	58155Q103			11/7/2012		7/16/2013	1,062	653					209	0
25	X MCKESSON CORP	58155Q103			11/7/2012		12/16/2013	946	589					377	0
26	X MERGER FD SH BEN INT #286	599509108			2/28/2011		7/17/2013	21,405	21,392					13	0
27	X MICROSOFT CORP	594918104			7/3/2012		7/16/2013	1,448	1,228					220	0
28	X MONSTER BEVERAGE CORP	611740101			1/22/2013		7/16/2013	967	771					196	0
29	X NATIONAL OILWELL INC COM	637071101			7/5/2013		11/14/2013	1,832	1,571					261	0
30	X HUSSMAN STRATEGIC GROW	448108100			4/2/2012		2/13/2013	3,188	3,554					-366	0
31	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/13/2013	1,792	2,055					-263	0
32	X NESTLE S.A. REGISTERED SH	641068406			7/3/2012		7/16/2013	1,156	1,038					118	0
33	X NOVARTIS AG - ADR	66987V109			3/1/2011		1/29/2013	5,759	4,863					896	0
34	X NOVARTIS AG - ADR	66987V109			7/3/2012		1/29/2013	339	282					57	0
35	X ORACLE CORPORATION	68389X105			3/1/2011		7/16/2013	1,314	1,320					-6	0
36	X OPPENHEIMER DEVELOPING	693974505			2/19/2013		10/14/2013	20,515	19,396					1,119	0
37	X PIMCO TOTAL RET FD-INST #	693390700			9/27/2012		2/13/2013	25,445	26,379					-934	0
38	X PIMCO TOTAL RET FD-INST #	693390700			2/24/2010		7/17/2013	5,875	5,951					-76	0
39	X PIMCO TOTAL RET FD-INST #	693390700			4/28/2011		7/17/2013	10,009	10,194					-185	0
40	X PIMCO TOTAL RET FD-INST #	693390700			9/27/2012		7/17/2013	5,903	6,318					-415	0
41	X PIMCO TOTAL RET FD-INST #	693390700			2/28/2011		7/17/2013	686	690					-4	0
42	X PIMCO FOREIGN BD FD USD	693390882			4/2/2012		2/13/2013	2,436	2,434					2	0
43	X PIMCO FOREIGN BD FD USD	693390882			8/12/2011		2/13/2013	1,721	1,694					27	0
44	X TCW SMALL CAP GROWTH FL	87234N849			8/12/2011		1/4/2013	4,102	3,896					206	0
45	X PIMCO FOREIGN BD FD USD	693390882			8/12/2011		7/17/2013	2,674	2,671					3	0
46	X SPDR DJ WILSHIRE INTERNA	78463X863			7/17/2013		10/14/2013	1,114	1,072					42	0
47	X SCHLUMBERGER LTD	806857108			3/1/2011		7/16/2013	2,209	2,687					-478	0
48	X TCW SMALL CAP GROWTH FL	87234N849			2/28/2011		1/4/2013	33,852	38,287					-4,435	0
49	X TCW SMALL CAP GROWTH FL	87234N849			4/2/2012		1/4/2013	5,920	6,439					-519	0
50	X TCW SMALL CAP GROWTH FL	87234N849			4/2/2012		1/4/2013	7,200	7,084					116	0
51	X TCW SMALL CAP GROWTH FL	87234N849			8/9/2010		1/4/2013	484	423					61	0
52	X TCW SMALL CAP GROWTH FL	87234N849			5/10/2012		1/4/2013	939	933					6	0
53	X TCW SMALL CAP GROWTH FL	87234N849			7/5/2012		1/4/2013	8,200	8,000					200	0
54	X TJX COS INC NEW	872540109			7/3/2012		7/16/2013	1,301	1,061					240	0
55	X TARGET CORP	87612E106			7/3/2012		7/16/2013	2,810	2,248					562	0
56	X TEVA PHARMACEUTICAL IND	881624209			3/1/2011		7/16/2013	1,056	1,358					-302	0
57	X TEVA PHARMACEUTICAL IND	881624209			3/1/2011		8/19/2013	3,492	4,427					-935	0
58	X TEVA PHARMACEUTICAL IND	881624209			4/13/2011		8/19/2013	397	496					-99	0
59	X TEVA PHARMACEUTICAL IND	881624209			7/3/2012		8/19/2013	1,786	1,798					-12	0
60	X THERMO FISHER SCIENTIFIC	883556102			3/1/2011		7/3/2013	1,705	1,121					584	0
61	X THERMO FISHER SCIENTIFIC	883556102			4/13/2011		7/3/2013	341	220					121	0
62	X THERMO FISHER SCIENTIFIC	883556102			2/15/2013		7/16/2013	1,921	1,633					288	0
63	X THERMO FISHER SCIENTIFIC	883556102			4/13/2011		8/30/2013	2,040	1,267					773	0
64	X 3M CO	88579Y101			3/1/2011		7/16/2013	2,630	2,101					529	0
65	X TOTAL S.A. - ADR	89151E109			2/15/2012		7/16/2013	1,782	1,755					27	0
66	X TOTAL S.A. - ADR	89151E109			7/5/2012		7/16/2013	51	45					6	0
67	X US BANCORP DEL NEW	902973304			7/3/2012		7/16/2013	1,486	1,299					187	0
68	X US BANCORP DEL NEW	902973304			2/15/2013		7/16/2013	706	642					64	0

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

Long Term CG Distributions										Amount		Short Term CG Distributions																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																							
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals									
Capital Gains/Losses									
Other sales									
Gross Sales									
901,311									
Cost, Other Basis and Expenses									
862,171									
Net Gain or Loss									
39,140									
0									
Expense of Sale and Cost of Improvements									
Adjustments									
Net Gain or Loss									
-68									
711									
1,645									
1,077									
330									
1,458									
309									

Amount 19,127

Long Term CG Distributions  
Short Term CG Distributions

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
137	X	EM C CORP MASS			3/1/2011		7/16/2013	1,136	1,204					-68
138	X	JP MORGAN MID CAP VALUE			2/19/2013		7/17/2013	6,999	6,288					711
139	X	JP MORGAN MID CAP VALUE			2/28/2011		7/17/2013	6,062	4,417					1,645
140	X	GATEWAY FUND - Y #1986			9/27/2012		7/17/2013	53,135	52,058					1,077
141	X	GATEWAY FUND - Y #1986			2/19/2013		7/17/2013	34,308	33,978					330
142	X	GILEAD SCIENCES INC			12/8/2011		4/3/2013	2,471	1,013					1,458
143	X	GILEAD SCIENCES INC			7/3/2012		7/16/2013	569	260					309

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

		125,821	125,821	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	125,821	125,821	

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

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

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

		15,238	1,097	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,097	1,097		
2	PY EXCISE TAXES PAID	519			
3	OMG PRODUCTION TAXES PAID	5,670			
4	OMG AD VALOREM TAXES PAID	5,933			
5	ESTIMATED EXCISE TAXES PAID	2,019			

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

		11,020	11,020	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	12	12		
2	OMG ROYALTY EXPENSES	11,008	11,008		



**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			0	0	
2	APACHE CORPORATION COM		0	8,124	7,735
3	APPLE COMPUTER INC COM		0	12,830	19,075
4	ARTISAN INTERNATIONAL FUND 661		0	105,700	133,530
5	BAXTER INTL INC COM		0	8,629	8,624
6	BOEING COMPANY		0	5,087	9,964
7	CVS/CAREMARK CORPORATION		0	5,208	10,592
8	CAPITAL ONE FINANCIAL CORP		0	5,534	8,580
9	CISCO SYSTEMS INC		0	8,301	10,834
10	CUMMINS INC		0	5,825	6,203
11	DIAGEO PLC - ADR		0	4,950	7,813
12	WALT DISNEY CO		0	8,283	14,210
13	DODGE & COX INCOME FD COM 147		0	87,497	88,693
14	E M C CORP MASS		0	5,805	5,533
15	GILEAD SCIENCES INC		0	2,673	9,538
16	INTERNATIONAL BUSINESS MACHS CORP		0	7,799	7,128
17	JOHNSON CONTROLS INC		0	5,728	9,696
18	MERGER FD SH BEN INT 260		0	44,420	44,902
19	MICROSOFT CORP		0	5,115	7,108
20	NATIONAL OILWELL INC COM		0	7,370	8,271
21	NESTLE S A REGISTERED SHARES - ADR		0	6,126	7,874
22	ORACLE CORPORATION		0	6,429	7,805
23	PIMCO TOTAL RET FD-INST 35		0	88,930	87,509
24	PIMCO FOREIGN BD FD USD H-INST 103		0	11,401	11,316
25	T ROWE PRICE SHORT TERM BD FD 55		0	50,236	49,979
26	SCHLUMBERGER LTD		0	9,106	10,543
27	TJX COS INC NEW		0	4,204	9,687
28	THERMO FISHER SCIENTIFIC INC		0	3,609	7,349
29	TOTAL FINA ELF S.A. ADR		0	5,688	7,720
30	UNION PACIFIC CORP		0	7,285	11,760
31	MCKESSON CORP		0	5,688	9,684
32	GOLDMAN SACHS GROUP INC		0	5,540	6,913
33	AFLAC INC		0	6,661	8,684
34	AFFILIATED MANAGERS GROUP INC		0	4,643	10,193
35	HSBC - ADR		0	7,213	7,387
36	UNITED PARCEL SERVICE-CL B		0	5,214	8,091
37	TARGET CORP		0	8,971	10,313
38	FID ADV EMER MKTS INC- CL I 607		0	34,077	33,255
39	TUCKER NORTH PROSPECT LEAS 997516		0	1	1
40	UNITEDHEALTH GROUP INC		0	7,790	12,575
41	ARTISAN MID CAP FUND-INSTL 1333		0	75,949	96,839
42	VARIOUS MINERAL INTERESTS 99751650		0	1	109,987
43	VARIOUS MINERAL INTERESTS 99751650		0	1	88,460
44	"SECS 27, 28, 33, 34 997516494"		0	1	150,416
45	VARIOUS MINERAL INTERESTS 99751649		0	1	24,939
46	VARIOUS MINERAL INTERESTS 99751650		0	1	30,831

**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	VARIOUS MINERAL INTERESTS 99751650		0	1	33,935
48	VARIOUS MINERAL INTERESTS 99751650		0	1	47,203
49	VARIOUS MINERAL INTERESTS 99751650		0	1	1
50	"SECS 16,17,S/2-23,24,25,W/ 997516493"		0	1	1
51	VARIOUS MINERAL INTERESTS 99751650		0	1	30,401
52	"SEC 42, BLK 32 997516491"		0	1	54,964
53	"SEC 41, BLK 32 997516490"		0	1	1
54	J F CROSS SVY 1 & 2 997516489		0	1	297,634
55	SEC 43 BLK 32 997516488		0	1	1
56	COACH INC		0	7,126	7,521
57	BHP BILLITON LIMITED		0	5,495	4,365
58	JPMORGAN CHASE & CO		0	8,761	12,690
59	US BANCORP DEL NEW		0	6,418	9,332
60	ANHEUSER-BUSCH INBEV SPN ADR		0	4,738	9,262
61	LAUDUS MONDRIAN INTL FI-INST 2940		0	12,133	11,063
62	DODGE & COX INT'L STOCK FD 1048		0	105,889	131,602
63	CHEVRON CORP		0	6,742	7,869
64	DREYFUS EMG MKT DEBT LOC C-I 6083		0	80,316	77,494
65	DRIEHAUS ACTIVE INCOME FUND		0	68,277	68,512
66	3M CO		0	7,219	10,799
67	JP MORGAN MID CAP VALUE-I 758		0	45,719	67,602
68	BERSHIRE HATHAWAY INC		0	9,783	13,872
69	COMCAST CORP CLASS A		0	6,442	12,576
70	ASG GLOBAL ALTERNATIVES-Y 1993		0	91,409	90,455
71	GOOGLE INC		0	6,412	12,328
72	VANGUARD REIT VIPER		0	75,794	87,350
73	AQR MANAGED FUTURES STR-I		0	23,104	24,225
74	CELANESE CORP		0	4,648	6,416
75	VANGUARD EMERGING MARKETS ETF		0	118,495	113,546
76	MONSTER BEVERAGE CORP		0	4,495	6,709
77	OPPENHEIMER DEVELOPING MKT-Y 788		0	103,817	116,245
78	EATON CORP PLC		0	5,889	8,678
79	CME GROUP INC		0	6,994	10,200
80	SPDR DJ WILSHIRE INTERNATIONAL REA		0	83,892	87,797
81	ROBECO BP LNG/SHRT RES-INS		0	67,012	72,041
82	RIDGEWORTH SEIX HY BD-I 5855		0	111,882	110,846
83	KALMAR GR W/ VAL SM CAP-INS #4		0	52,040	67,700
84	CREDIT SUISSE COMM RT ST-CO 2156		0	107,372	89,146
85	KEELEY SMALL CAP VAL FD CL I 2251		0	44,117	68,151

### 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	126
2	MUTUAL FUND & CTF INCOME ADDITION	2	7,416
3	FEDERAL EXCISE TAX REFUND	3	500
4	Total	4	8,042

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	4,317
2	PY RETURN OF CAPITAL ADJUSTMENT	2	896
3	Total	3	5,213

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

Long Term CG Dispositions	Short Term CG Dispositions	Amount		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	Gain Minus Excess of FMV Over Adjusted Basis or Losses
		1917	1917											
1	GILEAD SCIENCES INC	375558103	0	7/16/2013	7/16/2013	1,764			1,288	476				20,013
2	GILEAD SCIENCES INC	375558103	0	12/16/2011	12/16/2011	2,003			548	1,457				478
3	GOOGLE INC	382399508	0	7/16/2013	7/16/2013	4,582			3,950	632				1,457
4	GOLDMAN SACHS GROUP INC	381416104	0	3/1/2011	7/16/2013	961			977	-16				632
5	GOOGLE INC	382399508	0	7/16/2013	7/16/2013	1,833			1,174	659				-16
6	HUSMAN STRATEGIC GROWTH FUND	448108100	0	7/16/2013	7/16/2013	44,957			51,814	-8,857				659
7	INTEL CORP	458140100	0	3/1/2011	7/16/2013	5,844			4,954	890				-8,857
8	INTEL CORP	458140100	0	7/16/2013	7/16/2013	2,033			2,148	-115				890
9	ISHARES RUSSELL 2000 GROWTH	468251100	0	7/16/2013	7/16/2013	62,258			59,528	2,732				-115
10	ISHARES RUSSELL 2000 GROWTH	468251100	0	7/16/2013	7/16/2013	2,804			3,552	-748				2,732
11	JOHNSON CONTROLS INC	478368107	0	3/1/2011	7/16/2013	3,257			484	2,773				-748
12	JOHNSON CONTROLS INC	478368107	0	3/1/2011	7/16/2013	589			3,552	-263				2,773
13	JOHNSON CONTROLS INC	478368107	0	3/1/2011	7/16/2013	491			1,558	847				-263
14	JOHNSON CONTROLS INC	478368107	0	3/1/2011	7/16/2013	451			397	54				847
15	JOHNSON CONTROLS INC	478368107	0	7/16/2013	7/16/2013	1,447			1,330	117				54
16	KALMAR GR WIAL SM CAP FD #2	483438206	0	7/16/2013	7/16/2013	1,447			1,330	117				117
17	KALMAR GR WIAL SM CAP FD #2	483438206	0	7/16/2013	7/16/2013	20,066			16,865	3,200				3,200
18	KEELEY SMALL CAP VAL FD C/I #2251	487300808	0	7/16/2013	7/16/2013	441			424	17				17
19	KEELEY SMALL CAP VAL FD C/I #2251	487300808	0	7/16/2013	7/16/2013	2,136			2,288	-152				-152
20	LAUDUS MONDRIAN INTL FUND #2945	51850655	0	2/28/2011	7/16/2013	1,182			1,260	-78				-78
21	LAUDUS MONDRIAN INTL FUND #2945	51850655	0	11/19/2010	7/16/2013	2,104			2,324	-220				-220
22	LAUDUS MONDRIAN INTL FUND #2945	51850655	0	11/19/2010	7/16/2013	316			348	-32				-32
23	LAUDUS MONDRIAN INTL FUND #2945	51850655	0	2/4/2011	7/16/2013	1,038			1,038	0				0
24	MCKESSON CORP	56155Q103	0	1/17/2012	7/16/2013	5759			4,863	896				896
25	MCKESSON CORP	56155Q103	0	1/17/2012	7/16/2013	946			569	377				377
26	MERGER FD SH BEN INT #260	588509108	0	2/28/2011	7/16/2013	21,405			21,392	13				13
27	MICROSOFT CORP	594918104	0	7/16/2013	7/16/2013	1,448			1,228	220				220
28	MICROSOFT CORP	594918104	0	1/22/2013	7/16/2013	987			771	216				216
29	NATIONAL OILWELL INC COM	637071101	0	7/16/2013	7/16/2013	1,832			1,571	261				261
30	HUSMAN STRATEGIC GROWTH FUND	448108100	0	4/2/2012	7/16/2013	3,188			3,554	-366				-366
31	HUSMAN STRATEGIC GROWTH FUND	448108100	0	2/14/2012	7/16/2013	1,792			2,055	-263				-263
32	NESTLE S A REGISTERED SHARES - A	641069406	0	7/16/2013	7/16/2013	1,038			1,038	0				0
33	NOVARTIS AG - ADR	86987V109	0	3/1/2011	7/16/2013	339			282	57				57
34	NOVARTIS AG - ADR	86987V109	0	7/16/2013	7/16/2013	1,314			1,320	-6				-6
35	ORACLE CORPORATION	88389X105	0	2/19/2013	7/16/2013	20,515			19,396	1,119				1,119
36	OPPENHEIMER DEVELOPING MKT-Y #7	883974505	0	9/27/2012	7/16/2013	25,445			26,378	-934				-934
37	PIMCO TOTAL RET FD-INST #35	693390700	0	2/24/2010	7/16/2013	5,875			5,951	-76				-76
38	PIMCO TOTAL RET FD-INST #35	693390700	0	4/28/2011	7/16/2013	10,099			10,194	-185				-185
39	PIMCO TOTAL RET FD-INST #35	693390700	0	9/27/2012	7/16/2013	5,903			6,318	-415				-415
40	PIMCO TOTAL RET FD-INST #35	693390700	0	2/28/2011	7/16/2013	686			690	-4				-4
41	PIMCO FOREIGN BD FD USD H-INST #1	693390882	0	4/2/2012	7/16/2013	2,436			2,434	2				2
42	PIMCO FOREIGN BD FD USD H-INST #1	693390882	0	8/12/2011	7/16/2013	1,721			1,694	27				27
43	PIMCO FOREIGN BD FD USD H-INST #1	693390882	0	8/12/2011	7/16/2013	2,674			3,668	-206				-206
44	PIMCO FOREIGN BD FD USD H-INST #1	693390882	0	7/16/2013	7/16/2013	1,072			1,071	1				1
45	PIMCO FOREIGN BD FD USD H-INST #1	693390882	0	7/16/2013	7/16/2013	1,114			1,071	43				43
46	SPDR DJ WILSHIRE INTERNATIONAL RT	806857108	0	3/1/2011	7/16/2013	2,209			2,287	-78				-78
47	SCHLUMBERGER LTD	806857108	0	2/28/2011	7/16/2013	33,852			38,387	-4,535				-4,535
48	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	4/2/2012	7/16/2013	5,820			7,084	-1,264				-1,264
49	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	4/2/2012	7/16/2013	7,200			7,084	116				116
50	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	5/10/2012	7/16/2013	484			423	61				61
51	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	5/10/2012	7/16/2013	939			933	6				6
52	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	7/16/2013	7/16/2013	8,200			8,000	200				200
53	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	7/16/2013	7/16/2013	1,301			1,081	220				220
54	TCW SMALL CAP GROWTH FUND-1#47	87234N849	0	7/16/2013	7/16/2013	2,810			2,248	562				562
55	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	1,058			1,358	-302				-302
56	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	3,421			4,427	-935				-935
57	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	1,786			1,798	-12				-12
58	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	1,705			1,121	584				584
59	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	341			220	121				121
60	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	4/13/2011	7/16/2013	1,921			1,633	288				288
61	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/15/2013	7/16/2013	2,040			1,287	753				753
62	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	4/13/2011	7/16/2013	2,630			2,101	529				529
63	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	1,782			1,755	27				27
64	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/15/2013	7/16/2013	51			45	6				6
65	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	1,488			1,999	-511				-511
66	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	708			642	66				66
67	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/15/2013	7/16/2013	4,498			2,705	1,792				1,792
68	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	2,547			1,897	650				650
69	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	28,866			29,544	-678				-678
70	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	542			530	12				12
71	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	4/3/2012	7/16/2013	1,803			1,486	317				317
72	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/28/2011	7/16/2013	17,318			19,008	-1,690				-1,690
73	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/28/2011	7/16/2013	790			325	465				465
74	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	9/25/2012	7/16/2013	5,133			5,371	-238				-238
75	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	3/1/2011	7/16/2013	1,994			1,619	375				375
76	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	2/15/2013	7/16/2013	1,994			1,619	375				375
77	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	12/2/2011	7/16/2013	2,360			2,338	22				22
78	TEVA PHARMACEUTICAL INDUSTRIES	81624239	0	7/16/2013	7/16/2013	21,039			21,271	-232				-232

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

Long Term CG Distributions		Short Term CG Distributions		Amount		19,127		0		882,184		0		0		862,171		20,013		0		20,013		Gains Minus Excesses of FMV Over/Adjusted Basis or Losses	
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												
85	AFFILIATED MANAGERS GROUP, INC C008252108			2/15/2013	2/25/2013	2,150		0	2,198	-48		0	0	0	0	0	0	0	0	0	0	0	0	0	0
86	AFFILIATED MANAGERS GROUP, INC C008252108			3/1/2011	2/25/2013	2,150		0	1,572	578		0	0	0	0	0	0	0	0	0	0	0	0	0	0
87	AFFILIATED MANAGERS GROUP, INC C008252108			7/3/2012	7/15/2013	1,744		0	1,112	632		0	0	0	0	0	0	0	0	0	0	0	0	0	0
88	ANHEUSER-BUSCH INBEV SPN ADR C0324A108			9/2/2011	7/15/2013	1,004		0	599	405		0	0	0	0	0	0	0	0	0	0	0	0	0	0
89	APACHE CORP C374111105			3/1/2011	7/15/2013	2,050		0	3,055	-1,005		0	0	0	0	0	0	0	0	0	0	0	0	0	0
90	APACHE CORP C374111105			3/27/2011	7/15/2013	410		0	556	-146		0	0	0	0	0	0	0	0	0	0	0	0	0	0
91	APPLE INC C37833100			7/3/2012	7/15/2013	2,147		0	2,995	-848		0	0	0	0	0	0	0	0	0	0	0	0	0	0
92	APPLE INC C37833100			2/15/2012	7/15/2013	2,276		0	2,768	-492		0	0	0	0	0	0	0	0	0	0	0	0	0	0
93	ARTISAN INTERNATIONAL FUND #661 C4314H204			8/1/2007	2/13/2013	25,346		0	30,824	-5,478		0	0	0	0	0	0	0	0	0	0	0	0	0	0
94	ARTISAN INTERNATIONAL FUND #661 C4314H204			8/1/2007	7/1/2013	9,318		0	11,055	-1,437		0	0	0	0	0	0	0	0	0	0	0	0	0	0
95	ARTISAN INTERNATIONAL FUND #661 C4314H204			8/1/2007	10/14/2013	3,555		0	4,185	-991		0	0	0	0	0	0	0	0	0	0	0	0	0	0
96	ARTISAN MID CAP FUND-INS #1333 C4314H600			2/19/2012	7/1/2013	9,646		0	8,655	991		0	0	0	0	0	0	0	0	0	0	0	0	0	0
97	ARTISAN MID CAP FUND-INS #1333 C4314H600			2/19/2012	10/14/2013	4,562		0	3,512	750		0	0	0	0	0	0	0	0	0	0	0	0	0	0
98	BERKSHIRE HATHAWAY INC C06470702			3/1/2011	7/15/2013	3,043		0	2,243	800		0	0	0	0	0	0	0	0	0	0	0	0	0	0
99	BHP BILLITON LIMITED - ADR C08806108			4/13/2011	7/15/2013	934		0	1,497	-563		0	0	0	0	0	0	0	0	0	0	0	0	0	0
100	BHP BILLITON LIMITED - ADR C08806108			3/1/2011	7/15/2013	82		0	95	-33		0	0	0	0	0	0	0	0	0	0	0	0	0	0
101	BOEING CO C125720105			7/3/2012	7/15/2013	1,774		0	1,259	515		0	0	0	0	0	0	0	0	0	0	0	0	0	0
102	CAE GROUP INC C125720105			8/7/2012	7/15/2013	1,530		0	1,072	458		0	0	0	0	0	0	0	0	0	0	0	0	0	0
103	CASCADIA FUND C125720105			7/3/2012	7/15/2013	1,276		0	1,002	274		0	0	0	0	0	0	0	0	0	0	0	0	0	0
104	CASCADIA FUND C125720105			7/3/2012	7/15/2013	1,198		0	990	206		0	0	0	0	0	0	0	0	0	0	0	0	0	0
105	CELANESE CORP C150870103			3/7/2012	7/3/2013	1,604		0	1,705	-101		0	0	0	0	0	0	0	0	0	0	0	0	0	0
106	CHEVRON CORP C165764100			3/1/2012	7/3/2013	1,904		0	1,711	193		0	0	0	0	0	0	0	0	0	0	0	0	0	0
107	CHEVRON CORP C165764100			3/1/2012	7/3/2013	2,137		0	2,361	-356		0	0	0	0	0	0	0	0	0	0	0	0	0	0
108	CHEVRON CORP C165764100			7/3/2012	7/15/2013	1,735		0	1,500	235		0	0	0	0	0	0	0	0	0	0	0	0	0	0
109	ESCO SYSTEMS INC C172758102			3/1/2012	7/15/2013	2,947		0	2,138	809		0	0	0	0	0	0	0	0	0	0	0	0	0	0
110	ESCO SYSTEMS INC C172758102			7/3/2012	7/15/2013	1,382		0	1,189	93		0	0	0	0	0	0	0	0	0	0	0	0	0	0
111	COACH INC C18754104			7/3/2012	7/15/2013	2,676		0	2,682	-6		0	0	0	0	0	0	0	0	0	0	0	0	0	0
112	COMCAST CORP CLASS A C2033UN101			2/15/2012	7/15/2013	1,853		0	1,853	0		0	0	0	0	0	0	0	0	0	0	0	0	0	0
113	COMCAST CORP CLASS A C2033UN101			2/15/2012	7/15/2013	1,853		0	1,853	0		0	0	0	0	0	0	0	0	0	0	0	0	0	0
114	CREDIT SUISSE COMM RET ST1 #2156 C2234AR305			2/28/2011	10/14/2013	20,253		0	28,417	-8,152		0	0	0	0	0	0	0	0	0	0	0	0	0	0
115	DIAGEO PLC - ADR C2543Q2005			7/3/2012	7/15/2013	971		0	828	143		0	0	0	0	0	0	0	0	0	0	0	0	0	0
116	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			9/27/2012	2/13/2013	2,453		0	2,240	213		0	0	0	0	0	0	0	0	0	0	0	0	0	0
117	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			2/28/2011	7/1/2013	54,547		0	43,931	10,616		0	0	0	0	0	0	0	0	0	0	0	0	0	0
118	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			4/21/2010	7/1/2013	12,232		0	9,368	2,868		0	0	0	0	0	0	0	0	0	0	0	0	0	0
119	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			10/9/2010	7/1/2013	381		0	285	96		0	0	0	0	0	0	0	0	0	0	0	0	0	0
120	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			7/5/2012	7/1/2013	5,972		0	4,900	1,072		0	0	0	0	0	0	0	0	0	0	0	0	0	0
121	DIAMOND HILL LONG-SHORT FD CL #1 C2526S4333			9/27/2012	7/1/2013	19,691		0	17,108	2,583		0	0	0	0	0	0	0	0	0	0	0	0	0	0
122	WALT DISNEY CO C254687106			7/3/2012	7/15/2013	1,954		0	1,458	496		0	0	0	0	0	0	0	0	0	0	0	0	0	0
123	WALT DISNEY CO C254687106			2/15/2012	7/15/2013	716		0	609	107		0	0	0	0	0	0	0	0	0	0	0	0	0	0
124	DODGE & COX INT'L STOCK FD #1048 C256208103			2/28/2011	2/13/2013	4,475		0	4,546	-71		0	0	0	0	0	0	0	0	0	0	0	0	0	0
125	DODGE & COX INT'L STOCK FD #1048 C256208103			2/28/2011	7/1/2013	8,593		0	8,279	314		0	0	0	0	0	0	0	0	0	0	0	0	0	0
126	DODGE & COX INT'L STOCK FD #1048 C256208103			2/28/2011	10/14/2013	6,490		0	5,903	587		0	0	0	0	0	0	0	0	0	0	0	0	0	0
127	DODGE & COX INCOME FD COM #147 C256210105			9/27/2012	2/13/2013	12,465		0	12,438	27		0	0	0	0	0	0	0	0	0	0	0	0	0	0
128	DODGE & COX INCOME FD COM #147 C256210105			4/28/2011	7/1/2013	4,117		0	413	4		0	0	0	0	0	0	0	0	0	0	0	0	0	0
129	DODGE & COX INCOME FD COM #147 C256210105			9/27/2012	7/1/2013	1,411		0	1,439	-28		0	0	0	0	0	0	0	0	0	0	0	0	0	0
130	DODGE & COX INCOME FD COM #147 C256210105			2/28/2011	7/1/2013	17,480		0	17,261	219		0	0	0	0	0	0	0	0	0	0	0	0	0	0
131	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			10/6/2010	2/13/2013	9,166		0	8,897	269		0	0	0	0	0	0	0	0	0	0	0	0	0	0
132	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			9/27/2012	2/13/2013	11,973		0	11,497	476		0	0	0	0	0	0	0	0	0	0	0	0	0	0
133	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			1/1/19/2010	10/14/2013	2,158		0	2,242	-84		0	0	0	0	0	0	0	0	0	0	0	0	0	0
134	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			8/12/2011	10/14/2013	3,187		0	3,323	-136		0	0	0	0	0	0	0	0	0	0	0	0	0	0
135	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			9/27/2012	10/14/2013	1,616		0	1,690	-74		0	0	0	0	0	0	0	0	0	0	0	0	0	0
136	DREYFUS EMG MKT DEBT LOC C1 #608 C261960494			2/28/2011	7/15/2013	25,650		0	28,080	-430		0	0	0	0	0	0	0	0	0	0	0	0	0	0
137	E M C CORP MASS C268648102			3/7/2011	7/15/2013	1,136		0	1,204	-68		0	0	0	0	0	0	0	0	0	0	0	0	0	0
138	UP MORGAN MID CAP VALUE-I #758 C339128100			2/19/2013	7/1/2013	6,999		0	6,288	711		0	0	0	0	0	0	0	0	0	0	0	0	0	0
139	UP MORGAN MID CAP VALUE-I #758 C339128100			2/28/2011	7/1/2013	1,175		0	4,417	1,645		0	0	0	0	0	0	0	0	0	0	0	0	0	0
140	GATEWAY FUND - Y #1986 C367829884			9/27/2012	7/1/2013	53,135		0	52,058	1,077		0	0	0	0	0	0	0	0	0	0	0	0	0	0
141	GATEWAY FUND - Y #1986 C367829884			2/19/2013	7/1/2013	34,308		0	33,978	330		0	0	0	0	0	0	0	0	0	0	0	0	0	0
142	GILEAD SCIENCES INC C375558103			1/26/2012	4/3/2013	2,471		0	1,013	1,458		0	0	0	0	0	0	0	0	0	0	0	0	0	0
143	GILEAD SCIENCES INC C375558103			7/3/2012	7/15/2013	569		0	260	309		0	0	0	0	0	0	0	0	0	0	0	0	0	0

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

	Date		Amount
1 Credit from prior year return . . . . .		1	0
2 First quarter estimated tax payment . . . . .	5/7/2013	2	505
3 Second quarter estimated tax payment . . . . .	6/10/2013	3	505
4 Third quarter estimated tax payment . . . . .	9/9/2013	4	505
5 Fourth quarter estimated tax payment . . . . .	12/10/2013	5	504
6 Other payments . . . . .		6	
7 Total . . . . .		7	2,019

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

Schedule C - Compensation of Officers, Directors, Trustees and Fundation managers												
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	27,377		