



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>HOLLEMAN, ROY &amp; MARIAN FOUNDATION</b>			A Employer identification number <b>27-3867635</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			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				
<b>G</b> 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			<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>H</b> 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				
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,341,630</b>			<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)
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	107,775	104,224		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	88,026			
b	Gross sales price for all assets on line 6a	943,563			
7	Capital gain net income (from Part IV, line 2)		88,026		
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)	8,755	8,755		
12	<b>Total.</b> Add lines 1 through 11	204,556	201,005	0	
13	Compensation of officers, directors, trustees, etc.	65,039	48,779		16,260
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)	1,196	1,196		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	67	57		10
24	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23	67,400	50,032	0	17,368
25	Contributions, gifts, grants paid	150,000			150,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	217,400	50,032	0	167,368
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-12,844			
b	<b>Net investment income</b> (if negative, enter -0-)		150,973		
c	<b>Adjusted net income</b> (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

RECEIVED  
APR 24 2014

RECEIVED  
MAY 06 2014

RECEIVED  
APR 25 2014  
OGDEN, UT

91

<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	1 Cash—non-interest-bearing	4,262				
	2 Savings and temporary cash investments	168,138	155,963	155,963		
	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)	3,752,343	3,754,032	4,185,667			
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶ )						
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,924,743	3,909,995	4,341,630			
<b>Liabilities</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ )					
23 <b>Total liabilities</b> (add lines 17 through 22)	0	0				
<b>Net Assets or Fund Balances</b>	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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	3,924,743	3,909,995			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 <b>Total net assets or fund balances</b> (see instructions)	3,924,743	3,909,995				
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	3,924,743	3,909,995				

**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	3,924,743
2 Enter amount from Part I, line 27a	2	-12,844
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,135
4 Add lines 1, 2, and 3	4	3,917,034
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,039
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,909,995

**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	88,026
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	339,396	4,168,504	0.081419	
2011	101,366	4,127,662	0.024558	
2010	748	4,067,304	0.000184	
2009			0.000000	
2008			0.000000	
2 Total of line 1, column (d)			2	0.106161
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	0.035387
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	4,236,748
5 Multiply line 4 by line 3			5	149,926
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	1,510
7 Add lines 5 and 6			7	151,436
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	167,368

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,510
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	1,510
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	1,510
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	778
<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	<b>7</b>	778
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	732
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
<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) <input type="checkbox"/> CA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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? ☐ 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

**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	65,039	

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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	
<b>Total. Add lines 1 through 3</b>	► 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>	4,190,182
<b>b</b>	Average of monthly cash balances	<b>1b</b>	111,085
<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>	4,301,267
<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>	4,301,267
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	64,519
<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>	4,236,748
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	211,837

**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>	211,837
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,510
<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>	1,510
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	210,327
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	210,327
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	210,327

**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>	167,368
<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>	167,368
<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>	1,510
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	165,858

**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				210,327
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			2,078	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 167,368				
<b>a</b> Applied to 2012, but not more than line 2a			2,078	
<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				165,290
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				45,037
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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

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

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

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	150,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0



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

- |   |                                                                                                                                                                                                                                                                                                                                                                                              |    |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |    |
|   | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |    |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | 1  |

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		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.

06-05-07 SVP Wells Fargo Bank N.A.

Signature of officer or trustee

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☒ if self-employed

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**

CITY OF DEL MAR FIRE DEPARTMENT

**Street**

2200 JIMMY DURANTE BLVD

**City**

DEL MAR

**State**

CA

**Zip Code**

92014

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

FURRY FRIENDS RESCUE

**Street**

STEVENSON BLVD

**City**

FREMONT

**State**

CA

**Zip Code**

945537

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

SAN DIEGO STATE UNIVERSITY

**Street**

5500 CAMPANILE DR

**City**

SAN DIEGO

**State**

CA

**Zip Code**

92182

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

15,000

**Name**

OKLAHOMA STATE UNIVERSITY

**Street**

400 S MONROE

**City**

STILLWATER

**State**

OK

**Zip Code**

74074

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

25,000

**Name**

NPH HAITI'S PEDIATRIC HOSPITAL

**Street****City**

ST DAMIEN

**State****Zip Code****Foreign Country**

Haiti

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

35,000

**Name**

VOICE FOR THE ANIMALS

**Street**

2633 LINCOLN BLVD, #202

**City**

SANTA MONICA

**State**

CA

**Zip Code**

90405-4656

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

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

Recipient(s) paid during the year

Name

SAN DIEGO HUMAN SOCIETY &amp; SPCA

Street

5500 GAINES ST

City

SAN DIEGO

State

CA

Zip Code

92110

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

45,000

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										26,835				
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	Totals			Capital Gains/Losses		Net Gain or Loss
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	
1	X COMCAST CORP CLASS A	20030N101			7/28/2011		10/11/2013	9,210	4,878			0	4,332	
2	X AFLAC INC	001055102			11/24/2010		10/11/2013	9,634	8,059			0	1,575	
3	X ABBVIE INC	00287Y109			11/24/2010		10/11/2013	9,128	4,893			0	4,235	
4	X CONOCOPHILLIPS	20825C104			5/23/2012		10/11/2013	14,304	10,230			0	4,074	
5	X ABBVIE INC	00287Y109			8/9/2011		10/11/2013	4,564	2,498			0	2,066	
6	X APPLE INC	037833100			5/23/2012		10/11/2013	4,919	5,575			0	-656	
7	X APPLE INC	037833100			4/25/2013		10/11/2013	4,919	4,087			0	832	
8	X WALT DISNEY CO	254687106			5/23/2012		10/11/2013	9,921	6,596			0	3,325	
9	X ABERDEEN GLOBAL HIGH INC	04315J860			11/18/2010		10/11/2013	50,000	52,820			0	-2,820	
10	X IPATH DOW JONES-UBS COM	06738C778			12/1/2010		11/13/2013	89,667	112,493			0	-22,826	
11	X IPATH DOW JONES-UBS COM	06738C778			12/22/2010		11/13/2013	17,933	23,905			0	-5,972	
12	X BERKSHIRE HATHAWAY INC	084670702			11/24/2010		10/11/2013	10,020	8,007			0	2,013	
13	X BERKSHIRE HATHAWAY INC	084670702			11/24/2010		10/11/2013	5,773	4,003			0	1,770	
14	X VAN KAMPEN FOCUS PORTFOLIO	13033Q650			2/18/2010		10/11/2013	5,049	16,718			0	-11,669	
15	X CHEVRON CORP	166764100			5/23/2012		10/11/2013	5,867	4,856			0	1,011	
16	X CHEVRON CORP	166764100			8/9/2011		10/11/2013	5,867	4,622			0	1,245	
17	X CISCO SYSTEMS INC	17275R102			11/24/2010		10/11/2013	8,368	7,807			0	561	
18	X CISCO SYSTEMS INC	17275R102			5/23/2012		10/11/2013	11,645	8,270			0	3,375	
19	X COMCAST CORP CLASS A	20030N101			5/23/2012		10/11/2013	8,138	5,714			0	2,424	
20	X COMCAST CORP CLASS A	20030N101			5/23/2012		10/11/2013	4,605	2,857			0	1,748	
21	X WALT DISNEY CO	254687106			11/24/2010		10/11/2013	9,921	5,526			0	4,395	
22	X E.M.C CORP MASS	268648102			7/28/2011		10/11/2013	6,314	6,737			0	-423	
23	X EATON VANCE FLOATING RATE	277911491			10/17/2013		12/10/2013	10,000	9,967			0	33	
24	X EATON VANCE GLOBAL MACH	277923728			4/20/2011		10/29/2013	46,188	48,925			0	-2,737	
25	X EATON VANCE GLOBAL MACH	277923728			5/3/2011		10/29/2013	13,843	14,678			0	-835	
26	X EATON VANCE GLOBAL MACH	277923728			7/28/2011		10/29/2013	46,415	48,920			0	-2,505	
27	X FEDERATED STRAT VAL DIV	314172560			3/14/2012		8/1/2013	25,000	21,329			0	3,671	
28	X GATEWAY FUND - Y #1986	367829884			2/18/2010		8/1/2013	20,100	17,869			0	2,231	
29	X GATEWAY FUND - Y #1986	367829884			11/30/2010		8/1/2013	55,101	50,000			0	5,101	
30	X GATEWAY FUND - Y #1986	367829884			7/28/2011		8/1/2013	32,171	30,000			0	2,171	
31	X GENERAL ELECTRIC CO	369604103			11/24/2010		10/11/2013	6,085	3,987			0	2,098	
32	X GOLDMAN SACHS GROUP INC	38141G104			7/28/2011		10/11/2013	7,965	6,865			0	1,100	
33	X HOME DEPOT INC	437076102			11/24/2010		10/11/2013	7,642	3,123			0	4,519	
34	X INTEL CORP	458140100			11/24/2010		10/11/2013	11,586	10,659			0	927	
35	X INTEL CORP	458140100			8/9/2011		10/11/2013	11,586	10,160			0	1,426	
36	X INTERNATIONAL BUSINESS MACH	459200101			5/23/2012		10/11/2013	4,643	4,855			0	-212	
37	X JOHNSON & JOHNSON	478160104			5/23/2012		10/11/2013	4,456	3,155			0	1,301	
38	X MAINSTAY CONVERTIBLE FD	56063N600			5/3/2011		10/11/2013	6,000	5,962			0	38	
39	X JPMORGAN CHASE & CO	46625H100			11/24/2010		10/11/2013	9,668	7,628			0	2,039	
40	X JPMORGAN CHASE & CO	46625H100			11/24/2010		10/11/2013	5,224	3,815			0	1,409	
41	X JPMORGAN CHASE & CO	46625H100			8/9/2011		10/11/2013	10,448	7,082			0	3,366	
42	X MICROSOFT CORP	594918104			7/28/2011		10/11/2013	3,405	2,802			0	603	
43	X MICROSOFT CORP	594918104			5/23/2012		10/11/2013	6,810	5,764			0	1,046	
44	X JOHNSON & JOHNSON	478160104			11/24/2010		10/11/2013	8,913	6,332			0	2,581	
45	X MICROSOFT CORP	594918104			11/24/2010		10/11/2013	3,405	2,545			0	860	
46	X MONDELEZ INTERNATIONAL	609207105			7/28/2011		10/11/2013	9,276	5,931			0	3,345	
47	X MONDELEZ INTERNATIONAL	609207105			7/28/2011		10/11/2013	3,092	2,257			0	835	
48	X MONDELEZ INTERNATIONAL	609207105			8/9/2011		10/11/2013	6,184	4,337			0	1,847	
49	X NESTLE S.A. REGISTERED SH	641069406			10/11/2013		10/16/2013	6,793	6,811			0	-18	
50	X ORACLE CORPORATION	68389X105			12/22/2010		10/11/2013	3,325	3,174			0	151	
51	X ORACLE CORPORATION	68389X105			7/28/2011		10/11/2013	3,325	3,100			0	225	
52	X PAYCHEX INC	704326107			12/22/2010		10/11/2013	3,389	3,102			0	287	
53	X VERIZON COMMUNICATIONS	92343V104			8/9/2011		10/11/2013	4,694	3,352			0	1,342	
54	X PAYCHEX INC	704326107			7/28/2011		10/11/2013	3,389	2,836			0	553	
55	X VISA INC-CLASS A SHRS	92828C839			11/24/2010		10/11/2013	9,584	3,773			0	5,811	
56	X PAYCHEX INC	704326107			8/9/2011		10/11/2013	13,554	10,540			0	3,014	
57	X PEPSICO INC	713448108			5/23/2012		10/11/2013	8,074	6,765			0	1,309	
58	X PEPSICO INC	713448108			12/22/2010		10/11/2013	4,037	3,271			0	766	
59	X PROCTER & GAMBLE CO	742718109			11/24/2010		10/11/2013	7,820	6,252			0	1,568	
60	X PROCTER & GAMBLE CO	742718109			5/23/2012		10/11/2013	3,910	3,115			0	795	
61	X TARGET CORP	87612E106			11/24/2010		10/11/2013	6,313	5,697			0	616	
62	X TEVA PHARMACEUTICAL IND	881624209			8/9/2011		10/11/2013	7,997	10,099			0	-2,102	
63	X TEVA PHARMACEUTICAL IND	881624209			8/9/2011		10/11/2013	7,997	7,764			0	233	
64	X 3M CO	88579Y101			12/22/2010		10/11/2013	6,025	4,328			0	1,697	
65	X US BANCORP DEL NEW	902973304			7/28/2011		10/11/2013	11,086	7,875			0	3,211	
66	X US BANCORP DEL NEW	902973304			8/9/2011		10/11/2013	3,695	2,214			0	1,481	
67	X UNION PACIFIC CORP	907818108			11/24/2010		10/11/2013	15,685	9,026			0	6,659	
68	X UNITED PARCEL SERVICE-CL	911312106			5/23/2012		10/11/2013	9,063	7,395			0	1,668	

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

		Amount		Totals									
		26,835		Capital Gains/Losses									
				Other sales									

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

		8,755	8,755	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	JP MORGAN ALERIAN MLP INDEX FUND EARNINGS	8,755	8,755	

**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

		1,196	1,196	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,196	1,196		

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

		67	57	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	40	40		
2	INVESTMENT EXPENSES - TAX EXEMPT INT	17	17		
3	STATE AG FEES	10			10

**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			3,752,343	3,754,032	4,185,667
2	MAINSTAY CONVERTIBLE FD CL I 2584		0	6,236	6,269
3	ARTIO GLOBAL HIGH INCOME-I 1525		0	196,815	197,043
4	VERIZON COMMUNICATIONS		0	13,049	19,656
5	BHP BILLITON LIMITED		0	30,084	27,280
6	JPMORGAN CHASE & CO		0	10,245	17,544
7	US BANCORP DEL NEW		0	8,856	16,160
8	ANHEUSER-BUSCH INBEV SPN ADR		0	39,311	42,584
9	JP MORGAN ALERIAN MLP INDEX		0	151,350	185,400
10	DODGE & COX INT'L STOCK FD 1048		0	45,795	66,455
11	CHEVRON CORP		0	17,045	24,982
12	ISHARES INC MSCI SOUTH KOREA INDEX		0	15,402	16,168
13	DRIEHAUS ACTIVE INCOME FUND		0	100,000	101,796
14	3M CO		0	12,523	21,038
15	JP MORGAN MID CAP VALUE-I 758		0	40,000	40,825
16	BERSHIRE HATHAWAY INC		0	18,360	29,640
17	PIMCO EMERGING LOCAL BOND IS 332		0	200,000	169,029
18	CONOCOPHILLIPS		0	14,381	21,195
19	COMCAST CORP CLASS A		0	11,419	25,982
20	EATON VANCE FLOATING RATE FD-I 924		0	110,187	110,937
21	ASG GLOBAL ALTERNATIVES-Y 1993		0	75,000	75,000
22	LOOMIS SAYLES BOND FD INSTL 1162		0	301,062	317,792
23	WELLS FARGO INTL ADV FUND-IS 4705		0	275,000	244,752
24	PRINCIPAL MIDCAP BLEND FD-IN 4749		0	40,000	51,065
25	ISHARES S&P INDIA NIFTY 50 I		0	15,175	11,755
26	AMERICAN CAMPUS CMNTYS INC		0	15,212	12,884
27	VANGUARD REIT VIPER		0	36,005	51,648
28	VANGUARD MIDCAP VIPER		0	57,368	88,016
29	DIGITAL RLTY TR INC		0	15,834	12,280
30	AQR MANAGED FUTURES STR-I		0	50,000	52,219
31	VANGUARD PACIFIC ETF		0	90,228	98,080
32	VANGUARD EUROPEAN ETF		0	74,852	82,320
33	VANGUARD EMERGING MARKETS ETF		0	35,116	32,912
34	TEMPLETON FRONTIER MARKET-AD 674		0	55,000	65,551
35	OPPENHEIMER DEVELOPING MKT-Y 788		0	85,000	105,464
36	VODAFONE GROUP PLC NEW ADR		0	21,050	31,448
37	VANGUARD BD INDEX FD INC		0	522,799	519,545
38	SPDR DJ WILSHIRE INTERNATIONAL REA		0	37,596	41,200
39	HCP INC		0	16,011	18,160
40	ROBECO BP LNG/SHRT RES-INS		0	100,000	104,263
41	FEDERATED STRAT VAL DIV FD IS 662		0	53,671	70,812
42	VISA INC-CLASS A SHRS		0	7,547	22,268
43	ELEMENTS ROGERS TOTAL RETURN		0	86,242	87,746
44	AFLAC INC		0	12,381	20,040
45	ABBOTT LABORATORIES		0	6,816	11,499
46	APPLE COMPUTER INC COM		0	45,654	67,322

**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	CISCO SYSTEMS INC		0	13,429	4,185,667
48	DIAGEO PLC - ADR		0	14,888	20,187
49	WALT DISNEY CO		0	10,546	26,484
50	DODGE & COX STOCK FUND 145		0	27,759	22,920
51	E M C CORP MASS		0	18,743	48,688
52	GENERAL ELECTRIC CO		0	11,818	18,862
53	HOME DEPOT INC		0	5,876	21,022
54	INTERNATIONAL BUSINESS MACHS CORP		0	22,407	16,468
55	JOHNSON & JOHNSON		0	15,443	23,446
56	MERGER FD SH BEN INT 260		0	100,000	22,898
57	MICROSOFT CORP		0	15,075	99,876
58	NESTLE S A REGISTERED SHARES - ADR		0	31,168	22,446
59	NOVARTIS AG - ADR		0	16,709	36,795
60	ORACLE CORPORATION		0	16,546	24,114
61	PEPSICO INC		0	15,927	22,956
62	PROCTER & GAMBLE CO		0	15,063	20,735
63	T ROWE PRICE SMALL CAP STOCK 65		0	20,000	20,352
64	ROYCE PENNSYLVANIA MUT FD-INV 260		0	60,000	20,436
65	SCHLUMBERGER LTD		0	18,096	78,764
66	UNION PACIFIC CORP		0	9,018	22,528
67	GOLDMAN SACHS GROUP INC		0	12,760	16,800
68	PLUM CREEK TIMBER CO INC		0	18,320	17,726
69	HSBC - ADR		0	44,230	23,255
70	SENIOR HOUSING PROP TRUST		0	19,120	44,104
71	UNITED PARCEL SERVICE-CL B		0	13,311	17,784
72	TARGET CORP		0	16,103	21,016
			0	16,103	18,981



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

---

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

1	MUTUAL FUND & CTF INCOME ADDITION	1	5,017
2	FEDERAL EXCISE TAX REFUND	2	118
3	Total	3	5,135

---

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

1	COST BASIS ADJUSTMENT	1	2,312
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	3,323
3	PY RETURN OF CAPITAL ADJUSTMENT	3	1,404
4	Total	4	7,039

---

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

Long Term CG Distributions													Amount	
Short Term CG Distributions													28,833	
	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	20030N101	COMCAST CORP CLASS A	7/28/2011	10/11/2013	9,210			4,878	4,332	0	0	0	4,332	
2	00105S102	AFLAC INC	11/24/2010	10/11/2013	9,634			5,059	1,575	0	0	0	1,575	
3	00287Y109	ABBIE INC	5/23/2012	10/11/2013	9,128			4,893	4,235	0	0	0	4,235	
4	20825C104	CONOCO PHILLIPS	5/23/2012	10/11/2013	14,304			10,230	4,074	0	0	0	4,074	
5	00287Y109	ABBIE INC	8/9/2011	10/11/2013	4,564			2,498	2,066	0	0	0	2,066	
6	03783T100	APPLE INC	5/23/2012	10/11/2013	4,919			5,575	-656	0	0	0	-656	
7	03783T100	APPLE INC	4/25/2013	10/11/2013	4,919			4,087	832	0	0	0	832	
8	25-4887108	WALT DISNEY CO	5/23/2012	10/11/2013	9,921			6,596	3,325	0	0	0	3,325	
9	04315J980	EATON VANCE GLOBAL HIGH INCOME FD	11/18/2010	10/11/2013	50,000			52,820	-2,820	0	0	0	-2,820	
10	048738C778	PATH DOW JONES-RUBS COMMODITY	12/1/2010	11/13/2013	89,867			112,493	-22,626	0	0	0	-22,626	
11	088738C778	PATH DOW JONES-RUBS COMMODITY	12/22/2010	11/13/2013	17,933			23,905	-5,972	0	0	0	-5,972	
12	084670702	BERKSHIRE HATHAWAY INC	11/24/2010	2/21/2013	10,020			8,007	2,013	0	0	0	2,013	
13	084670702	BERKSHIRE HATHAWAY INC	11/24/2010	10/11/2013	5,773			4,003	1,770	0	0	0	1,770	
14	130330E50	VAN KAMPEN FOCUS PORTFOLIO	2/18/2010	2/27/2013	5,049			16,718	-11,669	0	0	0	-11,669	
15	188764100	CHEVRON CORP	5/23/2012	10/11/2013	5,867			4,856	1,011	0	0	0	1,011	
16	188764100	CHEVRON CORP	8/9/2011	10/11/2013	5,867			4,622	1,245	0	0	0	1,245	
17	17275R102	CISCO SYSTEMS INC	11/24/2010	2/21/2013	8,388			7,807	581	0	0	0	581	
18	17275R102	CISCO SYSTEMS INC	5/23/2012	10/11/2013	11,645			8,270	3,375	0	0	0	3,375	
19	20030N101	COMCAST CORP CLASS A	5/23/2012	2/21/2013	8,138			5,714	2,424	0	0	0	2,424	
20	20030N101	COMCAST CORP CLASS A	5/23/2012	10/11/2013	4,605			2,857	1,748	0	0	0	1,748	
21	25-4887108	WALT DISNEY CO	11/24/2010	10/11/2013	9,921			5,526	4,395	0	0	0	4,395	
22	288848102	M C CORP MASS	7/28/2011	10/11/2013	6,314			6,737	-423	0	0	0	-423	
23	278711451	EATON VANCE FLOATING RATE FDI IS	10/11/2013	12/10/2013	10,000			9,967	33	0	0	0	33	
24	278723728	EATON VANCE GLOBAL WACRO - I#008	4/20/2011	10/9/2013	48,188			48,953	-765	0	0	0	-765	
25	278723728	EATON VANCE GLOBAL WACRO - I#008	5/23/2011	10/9/2013	13,843			14,678	-835	0	0	0	-835	
26	278723728	EATON VANCE GLOBAL WACRO - I#008	7/28/2011	10/9/2013	48,415			48,920	-505	0	0	0	-505	
27	314172560	FEDERATED STRAT VAL DIV FD IS #662	3/14/2012	10/17/2013	25,000			21,329	3,671	0	0	0	3,671	
28	367829884	GATEWAY FUND - Y #1988	2/18/2010	8/1/2013	20,100			17,869	2,231	0	0	0	2,231	
29	367829884	GATEWAY FUND - Y #1988	11/30/2010	8/1/2013	55,101			50,000	5,101	0	0	0	5,101	
30	367829884	GATEWAY FUND - Y #1988	7/28/2011	10/11/2013	32,171			30,000	2,171	0	0	0	2,171	
31	367829884	GENERAL ELECTRIC CO	11/24/2010	10/11/2013	6,085			3,987	2,098	0	0	0	2,098	
32	38141G104	GOLDMAN SACHS GROUP INC	7/28/2011	10/11/2013	7,965			6,865	1,100	0	0	0	1,100	
33	3707870102	HOME DEPOT INC	11/24/2010	10/11/2013	7,642			3,123	4,518	0	0	0	4,518	
34	458140100	INTEL CORP	11/24/2010	10/11/2013	11,586			10,669	917	0	0	0	917	
35	458140100	INTEL CORP	8/9/2011	10/11/2013	11,586			10,160	1,426	0	0	0	1,426	
36	459200101	INTERNATIONAL BUSINESS MACHS CO	5/23/2012	10/11/2013	4,456			4,855	-212	0	0	0	-212	
37	478180104	JOHNSON & JOHNSON	5/23/2012	10/11/2013	4,556			3,155	1,301	0	0	0	1,301	
38	480683N800	MAINSTAY CONVERTIBLE FD CL #250	10/11/2013	10/11/2013	6,000			5,982	38	0	0	0	38	
39	48825H100	PMORGANI CHASE & CO	11/24/2010	2/21/2013	9,668			7,629	2,039	0	0	0	2,039	
40	48825H100	PMORGANI CHASE & CO	11/24/2010	10/11/2013	5,224			3,815	1,409	0	0	0	1,409	
41	48825H100	PMORGANI CHASE & CO	8/9/2011	10/11/2013	10,448			7,082	3,366	0	0	0	3,366	
42	594918104	MICROSOFT CORP	7/28/2011	10/11/2013	3,405			2,802	603	0	0	0	603	
43	594918104	MICROSOFT CORP	5/23/2012	10/11/2013	6,810			5,764	1,046	0	0	0	1,046	
44	478180104	JOHNSON & JOHNSON	11/24/2010	10/11/2013	8,913			6,332	2,581	0	0	0	2,581	
45	594918104	MICROSOFT CORP	11/24/2010	10/11/2013	3,405			2,545	880	0	0	0	880	
46	608207105	MONDELEZ INTERNATIONAL INC	11/24/2010	10/11/2013	9,278			5,931	3,345	0	0	0	3,345	
47	608207105	MONDELEZ INTERNATIONAL INC	7/28/2011	10/11/2013	3,092			2,257	835	0	0	0	835	
48	608207105	MONDELEZ INTERNATIONAL INC	8/9/2011	10/11/2013	6,184			4,337	1,847	0	0	0	1,847	
49	841069408	NESTLE SA REGISTERED SHARES - A	10/11/2013	10/16/2013	6,793			6,811	-18	0	0	0	-18	
50	88388X105	ORACLE CORPORATION	12/22/2010	10/11/2013	3,325			3,174	151	0	0	0	151	
51	88388X105	ORACLE CORPORATION	7/28/2011	10/11/2013	3,325			3,100	225	0	0	0	225	
52	704328107	PAYCHEX INC	12/22/2010	2/19/2013	3,389			3,102	287	0	0	0	287	
53	704328107	VERIZON COMMUNICATIONS	8/9/2011	10/11/2013	4,694			3,332	1,362	0	0	0	1,362	
54	704328107	PAYCHEX INC	7/28/2011	2/19/2013	3,389			2,838	553	0	0	0	553	
55	704328107	VISA INC CLASS A SHRS	11/24/2010	10/11/2013	9,584			3,773	5,811	0	0	0	5,811	
56	713448108	PAYCHEX INC	8/9/2011	2/19/2013	13,554			10,540	3,014	0	0	0	3,014	
57	713448108	PEPSICO INC	5/23/2012	10/11/2013	8,074			6,765	1,309	0	0	0	1,309	
58	713448108	PEPSICO INC	12/22/2010	10/11/2013	4,037			3,271	766	0	0	0	766	
59	742718109	PROCTER & GAMBLE CO	11/24/2010	10/11/2013	7,820			6,252	1,568	0	0	0	1,568	
60	742718109	PROCTER & GAMBLE CO	5/23/2012	10/11/2013	3,910			3,115	795	0	0	0	795	
61	742718109	TARGET CORP	11/24/2010	10/11/2013	6,313			5,697	616	0	0	0	616	
62	881624209	TEVA PHARMACEUTICAL INDUSTRIES	11/24/2010	8/16/2013	7,997			10,099	-2,102	0	0	0	-2,102	
63	881624209	TEVA PHARMACEUTICAL INDUSTRIES	8/9/2011	8/16/2013	7,997			7,764	233	0	0	0	233	
64	881624209	TEVA PHARMACEUTICAL INDUSTRIES	12/22/2010	10/11/2013	6,025			4,328	1,697	0	0	0	1,697	
65	802973304	US BANCORP DEL NEW	7/28/2011	10/11/2013	11,088			7,875	3,211	0	0	0	3,211	
66	802973304	US BANCORP DEL NEW	8/9/2011	10/11/2013	3,695			2,214	1,481	0	0	0	1,481	
67	807818108	UNION PACIFIC CORP	11/24/2010	10/11/2013	15,685			9,026	6,659	0	0	0	6,659	
68	911312106	UNITED PARCEL SERVICE-CL B	5/23/2012	10/11/2013	9,063			7,395	1,668	0	0	0	1,668	
69	911312106	UNITED PARCEL SERVICE-CL B	11/24/2010	10/11/2013	4,531			3,488	1,043	0	0	0	1,043	
70	9216937627	VANGUARD SHORT TERM BOND ETF	7/28/2011	9/17/2013	9,039			9,168	-129	0	0	0	-129	
71	9216937627	VANGUARD SHORT TERM BOND ETF	7/28/2011	12/9/2013	64,267			64,907	-620	0	0	0	-620	
72	922042858	VANGUARD FTSE EMERGING MARKET	7/28/2011	2/21/2013	8,736			9,674	-938	0	0	0	-938	
73	92343V104	VERIZON COMMUNICATIONS	10/11/2013	10/11/2013	4,894			3,612	1,082	0	0	0	1,082	
74	92343V104	VERIZON COMMUNICATIONS	5/23/2012	10/11/2013	4,894			4,110	584	0	0	0	584	



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

	Date	Amount
1 Credit from prior year return	1	778
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	778

**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	<u>2,078</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>2,078</u>