



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



## Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation  HAROLD AND RACHEL MCMILLEN FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 City or town Winston Salem State NC ZIP code 27101-3818 Foreign country name Foreign province/state/county Foreign postal code		A Employer identification number 35-6011494		
		B Telephone number (see instructions) (888) 730-4933		
<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) ► \$ 799,385 (Part I, column (d) must be on cash basis)		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		
<b>Part I</b> 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
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	23,535		
	b Gross sales price for all assets on line 6a	291,217		
	7 Capital gain net income (from Part IV, line 2)		23,535	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	42,857	42,442	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,384	9,288	3,096
	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)	265		265
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	808	389	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.	14,057	9,677	0
Add lines 13 through 23			3,961	
25 Contributions, gifts, grants paid	32,500		32,500	
26 Total expenses and disbursements. Add lines 24 and 25	46,557	9,677	0	
27 Subtract line 26 from line 12			36,461	
a Excess of revenue over expenses and disbursements	-3,700			
b Net investment income (if negative, enter -0-)		32,765		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

F Zehl

SCANNED MAY 12 2014

SCANNED MAY 02 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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing	1,206	2,142	2,142
	2 Savings and temporary cash investments	28,349	10,951	10,951
	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)	665,719	680,098	786,292
	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)	695,274	693,191	799,385
	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 ► )	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	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	695,274	693,191	
	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)	695,274	693,191	
	31 Total liabilities and net assets/fund balances (see instructions)	695,274	693,191	

## 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	695,274
2 Enter amount from Part I, line 27a	2	-3,700
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	2,853
4 Add lines 1, 2, and 3	4	694,427
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,236
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	693,191

**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					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<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			<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	23,535	
<b>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</b>			<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	36,195	761,960	0.047502
2011	37,027	778,441	0.047566
2010	32,129	734,677	0.043732
2009	31,483	677,642	0.046460
2008	47,471	797,711	0.059509

- 2 Total of line 1, column (d)** 2 0 244769
- 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 048954
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5** 4 779,985
- 5 Multiply line 4 by line 3** 5 38,183
- 6 Enter 1% of net investment income (1% of Part I, line 27b)** 6 328
- 7 Add lines 5 and 6** 7 38,511
- 8 Enter qualifying distributions from Part XII, line 4** 8 36,461

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

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

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

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

1c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

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

3 Add lines 1 and 2

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

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

6 Credits/Payments.

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

1	655
2	0
3	655
4	
5	655
6a	397
6b	
6c	
6d	
7	397
8	
9	258
10	0
11	0

**Part VII-A Statements Regarding Activities**

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

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

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

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

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

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

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

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

4b If "Yes," has it filed a tax return on Form 990-T for this year?

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

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

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►  
**IN**

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

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

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

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		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 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 ►		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?		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
b	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)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X
3b			N/A
4a			X
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b X			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b N/A			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?						

**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 27201	TRUSTEE 4 00	12,384		

**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				
<b>Total number of other employees paid over \$50,000</b>				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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	769,136
b	Average of monthly cash balances	1b	22,727
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	791,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	791,863
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,878
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	779,985
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	38,999

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

1	Minimum investment return from Part X, line 6	1	38,999
2a	Tax on investment income for 2013 from Part VI, line 5	2a	655
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	655
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,344
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,344
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	38,344

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	36,461
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	36,461
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	36,461
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distrbutable amount for 2013 from Part XI, line 7				38,344
2 Undistributed income, if any, as of the end of 2013			31,657	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 36,461			31,657	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				4,804
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	0		0	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	33,540
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
See Attached Statement				
<b>Total</b>			► 3a	32,500
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate.</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>					
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>					
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>					
			0		42,857	0
					13	42,857

(See worksheet in line 13 instructions to verify calculations )

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

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



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

Recipient(s) paid during the year

Name

MCMILLEN CENTER FOR HEALTH EDUCATION

Street

600 JIM KELLEY BLVD

City FORT WAYNE	State IN	Zip Code 46816	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

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

Name

BRIDGE OF GRACE CORP MINISTRIES

Street

3501 SYCAMORE SCHOOL RD STE 125

City FORT WORTH	State TX	Zip Code 76133	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
--	-----------------

Name

CRIME VICTIM CARE OF ALLEN COUNTY

Street

2456 LAKE AVE

City FORT WAYNE	State IN	Zip Code 46805	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

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

Name

SUPER SHOT

Street

1 CANAL PL

City FORT WAYNE	State IN	Zip Code 46802	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

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

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

**Part I, Line 6 (930-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Net Gain or Loss
											Capital Gains/Losses Other Sales	Cost, Other Basis and Expenses	
Long Term CG Distributions		Amount	2,850								0	267,682	0
Short Term CG Distributions											0	23,335	0
												Cost of Sale and Cost of Improvements	Net Gain or Loss
												Depreciation	
												Adjustments	
1 X	AGOR MANAGED FUTURES SIT	00203H4559			7/15/2013		10/14/2013	7,562					0
2 X	CREDIT SUISSE COMM RET S	25544R305			12/23/2010		10/14/2013	3,995	4,635				-340
3 X	CREDIT SUISSE COMM RET S	25544R305			9/13/2012		2/13/2013	3,185	3,939				-754
4 X	DIAMOND HILL LONG-SHORT	25264S433			9/13/2012		7/17/2013	119	110				9
5 X	DIAMOND HILL LONG-SHORT	25264S433			9/13/2012		7/17/2013	2,866	2,612				374
6 X	DIAMOND HILL LONG-SHORT	25264S433			12/23/2010		7/17/2013	123	106				0
7 X	DIAMOND HILL LONG-SHORT	25264S433			12/23/2010		7/17/2013	2,008	2,012				0
8 X	DREYFUS EMG Mkt DEBTL	261980494			8/15/2011		2/13/2013	6,440	6,256				996
9 X	DREYFUS EMG Mkt DEBTL	261980494			11/27/2012		2/13/2013	361	351				182
10 X	DREYFUS EMG Mkt DEBTL	261980494			9/13/2012		10/14/2013	143	138				0
11 X	DREYFUS EMG Mkt DEBTL	261980494			9/13/2012		10/14/2013	11,503	12,018				5
12 X	DREYFUS EMG Mkt DEBTL	261980494			9/2/2010		10/14/2013	86	89				515
13 X	GATEWAY FUND Y #1986	367529884			9/13/2012		7/17/2013	18,373	18,269				-3
14 X	GATEWAY FUND Y #1986	367529884			8/23/2012		7/17/2013	592	587				304
15 X	GATEWAY FUND - Y #1986	367529884			2/15/2012		7/17/2013	8,798	8,698				15
16 X	HUSSMAN STRATEGIC GROW	448108100			12/23/2010		2/13/2013	6,043	7,227				1,184
17 X	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/13/2013	1,562	1,800				-238
18 X	HUSSMAN STRATEGIC GROW	448108100			6/2/2011		2/13/2013	730	871				-141
19 X	HUSSMAN STRATEGIC GROW	448108100			2/28/2012		2/13/2013	4,313	4,883				-570
20 X	HUSSMAN STRATEGIC GROW	448108100			2/13/2012		2/13/2013	936	1,084				-128
21 X	HUSSMAN STRATEGIC GROW	448108100			11/27/2012		2/13/2013	360	455				95
22 X	I SHARES NSCI EAFE	8/5/2009			8/15/2009		2/13/2013	28,457	34,345				4,112
23 X	I SHARES NSCI EAFE	9/9/2009			2/13/2013		38,112	35,209	35,209			3,132	0
24 X	I SHARES NSCI EAFE	10/4/2011			2/13/2013		3,361	4,724	4,724			0	637
25 X	I SHARES NSCI EAFE	5/25/2012			2/13/2013		648	532	532			0	116
26 X	I SHARES S&P MIDCAP 400 G	464287606			7/17/2013		10/14/2013	2,236	2,189				67
27 X	I SHARES S&P MIDCAP 400 V	464287705			2/13/2013		7/17/2013	960	872				88
28 X	I SHARES S&P MIDCAP 400 V	464287705			9/27/2010		10/14/2013	658	582				76
29 X	I SHARES S&P MIDCAP 400 V	464287705			12/1/2011		10/14/2013	438	324				114
30 X	I SHARES CORE S&P SMALL-C	464287804			8/17/2011		2/13/2013	1,012	769				243
31 X	I SHARES CORE S&P SMALL-C	464287804			8/5/2009		2/13/2013	13,161	7,602				5,479
32 X	I SHARES CORE S&P SMALL-C	464287804			7/17/2013		10/14/2013	604	578				25
33 X	I SHARES CORE S&P SMALL-C	464287804			8/5/2009		10/14/2013	1,913	936				976
34 X	LAUDIS MONDRAN INT'L FJ	5118350655			2/13/2013		2/13/2013	2,342	2,511				-169
35 X	PIMCO FOREIGN BD F USD	683390882			8/19/2011		2/13/2013	1,572	1,568				14
36 X	RIDGEWORTH SEIX HY BD-H	766287645			9/27/2010		2/13/2013	5,008	4,733				275
37 X	SPDR DJ WILSHIRE INTERNA	784833X863			2/13/2013		10/14/2013	1,028	1,003				0
38 X	SPDR DJ WILSHIRE INTERNA	784833X863			7/17/2013		10/14/2013	604	578				25
39 X	AMEX MATERIALS SPDR	813691Y00			2/13/2013		10/14/2013	1,159	1,144				15
40 X	AMEX MATERIALS SPDR	813691Y00			9/11/2012		7/17/2013	919	850				69
41 X	AMEX CONSUMER DISCR SPDR	813691Y00			9/11/2012		10/14/2013	1,738	1,515				223
42 X	AMEX HEALTH CARE SPDR	813691Y00			12/29/2009		7/17/2013	1,595	1,008				587
43 X	AMEX CONSUMER DISCR SPDR	813691Y00			2/13/2013		2,842	2,459	2,459			0	383
44 X	AMEX HEALTH CARE SPDR	813691Y00			9/27/2010		7/17/2013	349	214				136
45 X	CONSUMER STAPLES SECTO	813691Y00			2/13/2013		7/17/2013	2,691	2,435				256
46 X	CONSUMER STAPLES SECTO	813691Y00			1/21/2011		7/17/2013	1,387	1,387				0
47 X	CONSUMER STAPLES SECTO	813691Y00			10/14/2013		403		295				0
48 X	AMEX CONSUMER DISCR SPDR	813691Y00			9/11/2012		7/17/2013	2,018	1,568				491
49 X	AMEX CONSUMER DISCR SPDR	813691Y00			7/17/2013		2,842	2,459	2,459			0	866
50 X	AMEX INDUSTRIAL SPDR	813691Y00			8/5/2009		7/17/2013	653	580				373
51 X	AMEX CONSUMER DISCR SPDR	813691Y00			1/21/2011		7/17/2013	1,390	595				805
52 X	AMEX ENERGY SELECT SPDR	813691Y00			2/13/2013		7/17/2013	1,946	1,772				24
53 X	AMEX ENERGY SELECT SPDR	813691Y00			8/5/2009		7/17/2013	1,875	1,177				638
54 X	AMEX FINANCIAL SELECT SECTOR	813691Y00			2/13/2013		7/17/2013	3,912	3,421				638
55 X	AMEX FINANCIAL SELECT SECTOR	813691Y00			8/5/2009		7/17/2013	2,628	1,762				724
56 X	AMEX INDUSTRIAL SPDR	813691Y00			2/13/2013		7/17/2013	2,720	2,495				229
57 X	AMEX INDUSTRIAL SPDR	813691Y00			1/21/2011		7/17/2013	1,962	1,584				-137
58 X	AMEX TECHNOLOGY SELECT	813691Y00			5/5/2012		7/17/2013	1,946	1,68				378
59 X	AMEX TECHNOLOGY SELECT	813691Y00			2/13/2013		7/17/2013	1,963	5,554				0
60 X	AMEX TECHNOLOGY SELECT	813691Y00			2/13/2013		7/17/2013	1,751	3,027				491
61 X	AMEX TECHNOLOGY SELECT	813691Y00			1/21/2011		10/14/2013	3,138	2,509				629
62 X	VANGUARD INTERMEDIATE	921937819			11/23/2012		2/13/2013	3,918	4,055				-137
63 X	VANGUARD INTERMEDIATE	921937819			9/18/2012		7/17/2013	3,831	3,937				805
64 X	VANGUARD INTERMEDIATE	921937819			9/18/2012		7/17/2013	3,610	3,848				24
65 X	VANGUARD INTERMEDIATE	921937819			3/17/2013		7/17/2013	3,946	4,113				-167
66 X	VANGUARD SHORT TERM BO	921937827			8/24/2012		2/13/2013	6,466	6,530				64
67 X	VANGUARD SHORT TERM BO	921937827			8/24/2012		7/17/2013	80	82				-2
68 X	VANGUARD SHORT TERM BO	921937827			9/18/2012		7/17/2013	4,973	5,046				-68

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

**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 16c (990-PF) - Other Professional Fees**

		265	0	0	265
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	265			265

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

		808	389	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	389	389		
2	PY EXCISE TAX DUE	22			
3	ESTIMATED EXCISE PAYMENTS	397			

**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	MERGER FD SH BEN INT 260		0	23,526	23,570
3	PIMCO FOREIGN BD FD USD H-INST 103		0	16,029	15,814
4	CONSUMER STAPLES SECTOR SPDR TR		0	7,905	11,519
5	AMEX FINANCIAL SELECT SPDR		0	12,394	18,909
6	AMEX MATERIALS SPDR		0	2,867	3,929
7	AMEX TECHNOLOGY SELECT SPDR		0	16,195	23,124
8	AMEX ENERGY SELECT SPDR		0	6,906	11,949
9	FD ADV EMER MKTS INC- CL I 607		0	11,965	11,676
10	ISHARES TR SMALLCAP 600 INDEX FD		0	14,921	33,066
11	ISHARES S&P MIDCAP 400 VALUE		0	14,973	22,200
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	17,087	15,564
13	EATON VANCE GLOBAL MACRO - I		0	8,166	7,976
14	ISHARES S&P MIDCAP 400 GROWTH		0	24,123	34,243
15	AMEX INDUSTRIAL SPDR		0	9,371	13,849
16	AMEX HEALTH CARE SPDR		0	7,071	13,361
17	AMEX CONSUMER DISCR SPDR		0	6,230	16,373
18	DREYFUS EMG MKT DEBT LOC C-16083		0	28,503	27,219
19	DRIEHAUS ACTIVE INCOME FUND		0	39,504	39,938
20	ASG GLOBAL ALTERNATIVES-Y 1993		0	23,996	23,665
21	VANGUARD REIT VIPER		0	15,112	26,857
22	VANGUARD EMERGING MARKETS ETF		0	50,334	53,235
23	EMERSON ELEC CO 4.750% 10/15/15		0	33,302	37,421
24	VANGUARD BD INDEX FD INC		0	84,118	83,527
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	22,732	27,110
26	VANGUARD INTERMEDIATE TERM B		0	29,136	28,595
27	VANGUARD EUROPE PACIFIC ETF		0	65,664	74,732
28	DIAMOND HILL LONG-SHORT FD CL I 11		0	12,176	16,807
29	RIDGEWORTH SEIX HY BD-I 58556		0	37,814	38,843
30	CREDIT SUISSE COMM RT ST-CO 2156		0	37,978	31,221

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

---

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	2,814
2	COST BASIS ADJUSTMENT	2	39
3	Total	3	2,853

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	945
2	PY RETURN OF CAPITAL	2	291
3	Total	3	1,236

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

Amount: **2,850**

Long Term CG Distributions	Short Term CG Distributions	Description of Property Sold	CLISIP #	How Acquired	Date Acquired	Date Sold	Gross Sale Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F MV as of 12/31/69	Adjusted Basis as of 12/31/69	Gains Minus Losses	Gains Minus Losses of FMV Over Adjusted Basis
1 KCR MANAGED FUND UNITES SWITZERLAND	2,850	1 CREDIT SUISSE COMM RET ST-1#162-158	225445305	81/9/2013	10/14/2013	7,582			0	7,582	288	288	0	0
2 CREDIT SUISSE COMM RET ST-1#162-158		2 CREDIT SUISSE COMM RET ST-1#162-158	225445305	81/9/2011	10/14/2013	3,935			0	4,635	3,939	940	0	0
3 DIAMOND HILL LONG-SHORT FUND CL I#125284833		3 DIAMOND HILL LONG-SHORT FUND CL I#125284833	91/13/2010	2/1/2013	3,85			0	0	110	9	0	0	0
4 DIAMOND HILL LONG-SHORT FUND CL I#125284833		4 DIAMOND HILL LONG-SHORT FUND CL I#125284833	91/13/2012	7/17/2013	119			0	0	2,866	374	0	0	0
5 DIAMOND HILL LONG-SHORT FUND CL I#125284833		5 DIAMOND HILL LONG-SHORT FUND CL I#125284833	91/18/2012	7/17/2013	123			0	0	108	17	0	0	0
6 DIAMOND HILL LONG-SHORT FUND CL I#125284833		6 DIAMOND HILL LONG-SHORT FUND CL I#125284833	91/18/2012	7/17/2013	2,609			0	0	2,012	596	0	0	0
7 DIAMOND HILL LONG-SHORT FUND CL I#125284833		7 DIAMOND HILL LONG-SHORT FUND CL I#125284833	91/18/2012	7/17/2013	2,609			0	0	2,012	596	0	0	0
8 DREYFUS ENG MKT DEBT LOC I#8606		8 DREYFUS ENG MKT DEBT LOC I#8606	81/9/2011	2/1/2013	6,40			0	0	6,258	102	0	0	0
9 DREYFUS ENG MKT DEBT LOC I#8606		9 DREYFUS ENG MKT DEBT LOC I#8606	81/9/2012	2/1/2013	361			0	0	351	10	0	0	0
10 DREYFUS ENG MKT DEBT LOC I#8606		10 DREYFUS ENG MKT DEBT LOC I#8606	91/13/2012	10/14/2013	11,503			0	0	12,018	5	0	0	0
11 DREYFUS ENG MKT DEBT LOC I#8606		11 DREYFUS ENG MKT DEBT LOC I#8606	91/13/2013	10/14/2013	86			0	0	89	3	0	0	0
12 DREYFUS ENG MKT DEBT LOC I#8606		12 DREYFUS ENG MKT DEBT LOC I#8606	91/27/2010	10/14/2013	18,573			0	0	16,289	304	0	0	0
13 GATEWAY FUND Y #988		13 GATEWAY FUND Y #988	91/3/2012	7/17/2013	582			0	0	567	15	0	0	0
14 GATEWAY FUND Y #988		14 GATEWAY FUND Y #988	91/3/2012	7/17/2013	582			0	0	567	15	0	0	0
15 HUSSMAN FUND		15 HUSSMAN FUND	91/5/2013	7/17/2013	8,93			0	0	8,938	100	0	0	0
16 HUSSMAN STRATEGIC GROWTH FUND		16 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	6,043			0	0	7,227	-1,184	0	0	0
17 HUSSMAN STRATEGIC GROWTH FUND		17 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	1,562			0	0	1,800	-238	0	0	0
18 HUSSMAN STRATEGIC GROWTH FUND		18 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	7,30			0	0	871	-141	0	0	0
19 HUSSMAN STRATEGIC GROWTH FUND		19 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	4,313			0	0	4,983	-570	0	0	0
20 HUSSMAN STRATEGIC GROWTH FUND		20 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	938			0	0	1,084	-128	0	0	0
21 HUSSMAN STRATEGIC GROWTH FUND		21 HUSSMAN STRATEGIC GROWTH FUND	94/10/2010	2/1/2013	1,360			0	0	1,455	-95	0	0	0
22 ISHARES MSCI EAFE		22 ISHARES MSCI EAFE	91/5/2009	2/1/2013	29,457			0	0	25,345	4,112	0	0	0
23 ISHARES MSCI EAFE		23 ISHARES MSCI EAFE	91/5/2009	2/1/2013	36,412			0	0	35,280	3,132	0	0	0
24 ISHARES MSCI EAFE		24 ISHARES MSCI EAFE	91/5/2011	2/1/2013	5,361			0	0	4,724	637	0	0	0
25 ISHARES MSCI EAFE		25 ISHARES MSCI EAFE	91/5/2012	2/1/2013	646			0	0	532	116	0	0	0
26 ISHARES MSCI EAFE		26 ISHARES MSCI EAFE	91/5/2012	2/1/2013	2,336			0	0	2,169	67	0	0	0
27 ISHARES S&P MID-CAP 400 VALUE		27 ISHARES S&P MID-CAP 400 VALUE	91/13/2013	7/17/2013	960			0	0	927	68	0	0	0
28 ISHARES S&P MID-CAP 400 VALUE		28 ISHARES S&P MID-CAP 400 VALUE	91/13/2013	7/17/2013	656			0	0	582	76	0	0	0
29 ISHARES S&P MID-CAP 400 VALUE		29 ISHARES S&P MID-CAP 400 VALUE	91/13/2013	7/17/2013	438			0	0	324	114	0	0	0
30 ISHARES CORE S&P SMALL-CAP E		30 ISHARES CORE S&P SMALL-CAP E	91/7/2011	2/1/2013	1,012			0	0	769	243	0	0	0
31 ISHARES CORE S&P SMALL-CAP E		31 ISHARES CORE S&P SMALL-CAP E	91/7/2012	2/1/2013	13,161			0	0	5,787	-5,79	0	0	0
32 ISHARES CORE S&P SMALL-CAP E		32 ISHARES CORE S&P SMALL-CAP E	91/7/2013	2/1/2013	604			0	0	578	26	0	0	0
33 ISHARES MANDIRAN INITIATIVES #1		33 ISHARES MANDIRAN INITIATIVES #1	91/11/2010	10/14/2013	1,913			0	0	936	977	0	0	0
34 ISICO FOREIGN BDF USD HNG S #1		34 ISICO FOREIGN BDF USD HNG S #1	91/9/2010	2/1/2013	2,342			0	0	2,511	-169	0	0	0
35 ISICO FOREIGN BDF USD HNG S #2		35 ISICO FOREIGN BDF USD HNG S #2	91/9/2011	2/1/2013	1,572			0	0	1,558	14	0	0	0
36 ISOCORP		36 ISOCORP	91/7/2011	2/1/2013	4,38			0	0	4,733	-275	0	0	0
37 SPDR DLW SHIRE INTERNATIONAL RET#125655		37 SPDR DLW SHIRE INTERNATIONAL RET#125655	91/7/2010	2/1/2013	5,008			0	0	5,003	25	0	0	0
38 SPDR DLW SHIRE INTERNATIONAL RET#125655		38 SPDR DLW SHIRE INTERNATIONAL RET#125655	91/7/2011	2/1/2013	1,012			0	0	1,003	40	0	0	0
39 AMEX MATERIALS SPDR		39 AMEX MATERIALS SPDR	91/3/2013	7/17/2013	1,159			0	0	1,144	15	0	0	0
40 AMEX MATERIALS SPDR		40 AMEX MATERIALS SPDR	91/11/2012	7/17/2013	919			0	0	850	69	0	0	0
41 AMEX MATERIALS SPDR		41 AMEX MATERIALS SPDR	91/11/2012	7/17/2013	1,736			0	0	1,515	23	0	0	0
42 AMEX HEALTH CARE SPDR		42 AMEX HEALTH CARE SPDR	91/9/2010	2/1/2013	1,593			0	0	1,008	597	0	0	0
43 AMEX HEALTH CARE SPDR		43 AMEX HEALTH CARE SPDR	91/9/2010	2/1/2013	2,842			0	0	2,559	383	0	0	0
44 AMEX ENERGY SELECT SPDR		44 AMEX ENERGY SELECT SPDR	91/7/2010	2/1/2013	349			0	0	214	135	0	0	0
45 CONSUMER STAPLES SECTOR SPDR		45 CONSUMER STAPLES SECTOR SPDR	91/3/2013	7/17/2013	2,691			0	0	2,435	256	0	0	0
46 CONSUMER STAPLES SECTOR SPDR		46 CONSUMER STAPLES SECTOR SPDR	91/7/2013	7/17/2013	1,946			0	0	1,387	-559	0	0	0
47 CONSUMER STAPLES SECTOR SPDR		47 CONSUMER STAPLES SECTOR SPDR	91/21/2011	10/14/2013	403			0	0	295	108	0	0	0
48 ANEX CONSUMER DISC SPDR		48 ANEX CONSUMER DISC SPDR	91/16/2012	7/17/2013	2,018			0	0	1,988	430	0	0	0
49 ANEX CONSUMER DISC SPDR		49 ANEX CONSUMER DISC SPDR	91/16/2012	7/17/2013	3,977			0	0	3,110	597	0	0	0
50 ANEX CONSUMER DISC SPDR		50 ANEX CONSUMER DISC SPDR	91/16/2012	7/17/2013	1,593			0	0	1,255	348	0	0	0
51 ANEX CONSUMER DISC SPDR		51 ANEX CONSUMER DISC SPDR	91/5/2009	10/14/2013	653			0	0	585	805	0	0	0
52 ANEX ENERGY SELECT SPDR		52 ANEX ENERGY SELECT SPDR	91/3/2013	7/17/2013	2,772			0	0	2,870	-102	0	0	0
53 ANEX ENERGY SELECT SPDR		53 ANEX ENERGY SELECT SPDR	91/5/2009	7/17/2013	1,875			0	0	1,177	688	0	0	0
54 FINANCIAL SELECT SECTOR SPDR		54 FINANCIAL SELECT SECTOR SPDR	91/16/2009	7/17/2013	3,912			0	0	3,221	681	0	0	0
55 FINANCIAL SELECT SECTOR SPDR		55 FINANCIAL SELECT SECTOR SPDR	91/5/2009	7/17/2013	2,626			0	0	1,782	846	0	0	0
56 AMERICAS FINANCIAL SPDR		56 AMERICAS FINANCIAL SPDR	91/13/2013	7/17/2013	2,720			0	0	2,995	-255	0	0	0
57 AMEX TECHNOLOGY SELECT SPDR		57 AMEX TECHNOLOGY SELECT SPDR	91/3/2013	7/17/2013	1,982			0	0	1,584	318	0	0	0
58 AMEX TECHNOLOGY SELECT SPDR		58 AMEX TECHNOLOGY SELECT SPDR	91/2/2012	7/17/2013	1,390			0	0	168	24	0	0	0
59 AMEX TECHNOLOGY SELECT SPDR		59 AMEX TECHNOLOGY SELECT SPDR	91/3/2013	7/17/2013	5,963			0	0	5,554	409	0	0	0
60 AMEX TECHNOLOGY SELECT SPDR		60 AMEX TECHNOLOGY SELECT SPDR	91/2/2011	7/17/2013	3,751			0	0	3,027	724	0	0	0
61 VANGUARD INVESTMENT TERM B		61 VANGUARD INVESTMENT TERM B	91/2/2012	7/17/2013	3,138			0	0	2,509	629	0	0	0
62 VANGUARD INVESTMENT TERM B		62 VANGUARD INVESTMENT TERM B	91/2/2011	10/14/2013	4,976			0	0	4,055	-137	0	0	0
63 VANGUARD INVESTMENT TERM B		63 VANGUARD INVESTMENT TERM B	91/2/2012	7/17/2013	3,931			0	0	3,397	-105	0	0	0
64 VANGUARD INVESTMENT TERM B		64 VANGUARD INVESTMENT TERM B	91/2/2012	7/17/2013	3,810			0	0	3,248	-238	0	0	0
65 VANGUARD INVESTMENT TERM B		65 VANGUARD INVESTMENT TERM B	91/2/2012	7/17/2013	3,946			0	0	4,113	-167	0	0	0
66 VANGUARD SHORT TERM BOND ETF		66 VANGUARD SHORT TERM BOND ETF	91/2/2012	7/17/2013	6,466			0	0	6,530	-64	0	0	0
67 VANGUARD SHORT TERM BOND ETF		67 VANGUARD SHORT TERM BOND ETF	91/2/2012	7/17/2013	80			0	0	82	2	0	0	0
68 VANGUARD SHORT TERM BOND ETF		68 VANGUARD SHORT TERM BOND ETF	91/2/2012	7/17/2013	5,046			0	0	5,246	-68	0	0	0
69 VANGUARD SHORT TERM BOND ETF		69 VANGUARD SHORT TERM BOND ETF	91/2/2012	7/17/2013	72			0	0	2,330	72	0	0	0
70 VANGUARD STATE DEVELOPED ETF		70 VANGUARD STATE DEVELOPED ETF	91/2/2012	7/17/2013	7,492			0	0	6,248	64	0	0	0
71 VANGUARD STATE DEVELOPED ETF		71 VANGUARD STATE DEVELOPED ETF	91/2/2012	7/17/2013	5,91			0	0	5,228	37	0	0	0
72 VANGUARD STATE EMERGING MARKET I		72 VANGUARD STATE EMERGING MARKET I	91/2/2012	7/17/2013	11,785			0	0	12,277	-62	0	0	0
73 VANGUARD STATE EMERGING MARKET I		73 VANGUARD STATE EMERGING MARKET I	91/2/2012	7/17/2013	69			0	0	63	8	0	0	0
74 VANGUARD REIT VPIR		74 VANGUARD REIT VPIR	91/2/2012	7/17/2013	417			0	0	210	207	0	0	0

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

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

	Date	Amount
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	397
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	397

**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	31,657
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
<b>10</b>	<b>Total</b>	<b>10</b>	<b>31,657</b>