



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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning _____, and ending _____

Name of foundation

MUESSEL ELLISON MEM IRR T/U/A

Number and street (or P O box number if mail is not delivered to street address) Room/suite

Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code

Winston Salem NC 27101-3818

Foreign country name

Foreign province/state/county

Foreign postal code

G Check all that apply

- Initial return Initial return of a former public charity
- Final return Amended return
- Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,406,937

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

35-6013080

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	71,669	69,819		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	63,990			
	b Gross sales price for all assets on line 6a	1,187,981			
	7 Capital gain net income (from Part IV, line 2)		63,990		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	135,659	133,809	0	
	13 Compensation of officers, directors, trustees, etc.	46,204	34,653		11,551
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,166			1,166
	c Other professional fees (attach schedule)	1,124			1,124
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,268	1,268		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17	17		
	24 Total operating and administrative expenses	49,779	35,938	0	13,841
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	130,633			130,633
	26 Total expenses and disbursements. Add lines 24 and 25	180,412	35,938	0	144,474
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-44,753			
	b Net investment income (if negative, enter -0-)		97,871		
	c Adjusted net income (if negative, enter -0-)			0	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,353	9,112	9,112
	2	Savings and temporary cash investments	80,086	67,388	67,388
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,974,906	2,944,211	3,330,442
	14	Land, buildings, and equipment: basis ►			
Net Assets or Fund Balances		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)	3,059,345	3,020,711	3,406,942
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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)			
Part III	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	3,059,345	3,020,711	
	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)	3,059,345	3,020,711	
	31	Total liabilities and net assets/fund balances (see instructions)	3,059,345	3,020,711	

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	3,059,345
2	Enter amount from Part I, line 27a	2	-44,753
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	12,922
4	Add lines 1, 2, and 3	4	3,027,514
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	6,803
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,020,711

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	63,990
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	146,782	3,136,242	0.046802
2011	139,398	3,186,986	0.043740
2010	146,771	3,004,772	0.048846
2009	147,402	2,750,979	0.053582
2008	165,550	3,327,941	0.049745
2			2 0.242715
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 0.048543
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 3,290,341
5	Multiply line 4 by line 3		5 159,723
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 979
7	Add lines 5 and 6		7 160,702
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.		8 144,474

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)

1 1,957

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

2 0

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

3 1,957

4 4

5 5 1,957

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 6a 1,607

b Exempt foreign organizations—tax withheld at source 6b

c Tax paid with application for extension of time to file (Form 8868) 6c

d Backup withholding erroneously withheld 6d

7 Total credits and payments Add lines 6a through 6d 7 1,607

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 9 350

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 0

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ► 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? 1a Yes No
X

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. 1b X

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

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

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

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

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

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

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

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

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

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

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

Part VII-A Statements Regarding Activities (continued)

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 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 ►	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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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	46,204	

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

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

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

►

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,233,135
b	Average of monthly cash balances	1b	107,313
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,340,448
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	3,340,448
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,107
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,290,341
6	Minimum investment return. Enter 5% of line 5	6	164,517

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	164,517
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,957
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,957
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,560
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	162,560
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	162,560

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	144,474
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	144,474
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,474

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				162,560
2 Undistributed income, if any, as of the end of 2013			10,313	
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: ► \$ 144,474			10,313	
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				134,161
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				28,399
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. Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
	(1) Value of all assets				0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
	(3) Largest amount of support from an exempt organization				0
	(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

E. 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
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 130,633
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

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
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate.			14	71,669
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory			18	63,990
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		0		135,659
13	Total Add line 12, columns (b), (d), and (e)			13	135,659

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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.

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	<p>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</p> <p> John N. Schmitz, SVP Wells Fargo Bank N.A.</p> <p>4/17/2014</p> <p> SVP Wells Fargo Bank N.A.</p>			<p>May the IRS discuss this return with the preparer shown below (see instructions)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J. CASTRIANO	Preparer's signature 	Date 4/17/2014	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000			

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

Recipient(s) paid during the year

Name

CASIE CENTER INC

Street

533 N NILES AVE

City SOUTH BEND	State IN	Zip Code 46617	Foreign Country
--------------------	-------------	-------------------	-----------------

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

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 40,000
--	------------------

Name

FAMILY & CHILDREN'S CENTER COUNSELING AND DEVELOPMENT SERVICES INC

Street

315 WEST JEFFERSON BOULEVARD

City SOUTH BEND	State IN	Zip Code 46601	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

MUSICAL ARTS INDIANA INC

Street

18211 KERN ROAD

City SOUTH BEND	State IN	Zip Code 46614	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

SAINT MARY'S COLLEGE

Street

SAINT MARY'S COLLEGE

City NOTRE DAME	State IN	Zip Code 46556	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

SOUTH BEND CAREER ACADEMY

Street

3801 CRESCENT CIRCLE

City SOUTH BEND	State IN	Zip Code 46628	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

ALZHEIMERS SERVICES OF NORTHERN INDIANA INC

Street

922 E COLFAX AVE

City SOUTH BEND	State IN	Zip Code 46617	Foreign Country
--------------------	-------------	-------------------	-----------------

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

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,975
--	-----------------

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

Recipient(s) paid during the year

Name

BUSY HANDS OF MICHIANA

Street

702 SOUTH CAPIN STREET

City SOUTH BEND	State IN	Zip Code 46601	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

CATHOLIC CHARITIES OF FORT WAYNE - SOUTH BEND

Street

915 SOUTH CLINTON

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

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

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 9,558
--	-----------------

Name

CROSSING EDUCATIONAL CENTER

Street

900 W WESTERN AVENUE

City SOUTH BEND	State IN	Zip Code 46601	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

JUNIOR ACHIEVEMENT OF NORTHERN INDIANA

Street

2907 DIVISION ST, SUITE 112

City ST. JOSEPH	State MI	Zip Code 49085	Foreign Country
--------------------	-------------	-------------------	-----------------

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

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

Name

MANOWE MINISTRIES INC, DBA FIVE STAR LIFE

Street

63412 N M66

City STURGIS	State MI	Zip Code 49091	Foreign Country
-----------------	-------------	-------------------	-----------------

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

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 8,000
--	-----------------

Name

MEMORIAL HEALTH FOUNDATION

Street

615 N MICHIGAN ST

City SOUTH BEND	State IN	Zip Code 46601-1033	Foreign Country
--------------------	-------------	------------------------	-----------------

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

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MISHAWAKA FOOD PANTRY INC

Street

315 LINCOLN WAY

City

WEST MISHAWAKA

State

IN

Zip Code

46544

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,500

Name

SAMARITAN FAMILY HEALTH & COUNSELING CENTER INC.

Street

17195 CLEVELAND ROAD

City

SOUTH BEND

State

IN

Zip Code

46635

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,600

Name

STONE SOUP COMMUNITY INC

Street

333 NORTH MAIN STREET

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

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**

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
									Capital Gains/Losses Other sales	Gross Sales	
Long Term CG Distributions	25,841									1,187,981	1,123,991
Short Term CG Distributions										0	0
											65,990
											0
1 X AFLAC INC	001055102			12/22/2013	10/14/2013	32,669	33,029	1,567		0	144
2 X AQR MANAGED FUTURES ST	0020314859			7/22/2013	7/16/2013	2,867	2,830			0	-360
3 X AFFILIATED MANAGERS GRO	008252108			2/15/2013	2/25/2013	2,867	1,859			0	-63
4 X AFFILIATED MANAGERS GRO	008252108			12/22/2010	7/16/2013	3,314	1,786			0	1,003
5 X AFFILIATED MANAGERS GRO	008252108			12/22/2010	7/16/2013	1,278	741			0	-1,546
6 X ANHEUSER-BUSHN INBEV SP	035244108			9/6/2011	7/16/2013	3,680	5,153			0	-537
7 X APACHE CORP	037411105			12/22/2010	7/16/2013	3,680	5,153			0	-1,463
8 X APPLE INC	037833100			2/15/2013	7/16/2013	4,294	4,613			0	-319
9 X APPLE INC	037833100			12/9/2013	7/16/2013	2,147	2,283			0	-146
10 X ARTISAN INTERNATIONAL FU	04314H204			2/19/2013	7/17/2013	1,058	1,012			0	56
11 X ARTISAN INTERNATIONAL FU	04314H204			2/19/2013	7/17/2013	17,408	14,236			0	3,172
12 X ARTISAN INTERNATIONAL FU	04314H204			2/19/2013	10/14/2013	4,977	3,844			0	1,133
13 X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013	10/14/2013	5,593	5,200			0	393
14 X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013	10/14/2013	5,593	5,200			0	396
15 X BERKSHIRE HATHAWAY INC	084670702			2/15/2013	7/16/2013	2,485				0	441
16 X BERKSHIRE HATHAWAY INC	084670702			12/2/2010	7/16/2013	1,873	1,297			0	576
17 X BHP BILLITON LIMITED - ADR	088606108			2/15/2013	7/16/2013	1,681	2,145			0	-664
18 X BOEING CO	097023105			3/17/2011	7/16/2013	2,504	1,635			0	869
19 X CME GROUP INC	12512Q105			6/7/2012	7/16/2013	2,116	1,555			0	663
20 X CVS/CAREMARK CORPORAT	126850100			2/15/2013	7/16/2013	2,734	547			0	437
21 X CVS/CAREMARK CORPORAT	126850100			12/2/2010	7/16/2013	425	225			0	200
22 X COACH INC	189754104			2/1/2011	7/16/2013	1,188	493			0	695
23 X CELANESE CORP	150870103			2/15/2013	7/16/2013	2,123	2,257			0	-34
24 X CELANESE CORP	150870103			6/15/2011	7/16/2013	94	98			0	-4
25 X CHEVRON CORP	16676100			2/11/2012	7/16/2013	6,189	5,000			0	1,189
26 X CHEVRON CORP	16676100			2/15/2013	7/16/2013	2,850	2,630			0	220
27 X CISCO SYSTEMS INC	17275R102			2/24/2011	7/16/2013	5,767	4,153			0	1,614
28 X COACH INC	189754104			1/9/2013	7/16/2013	3,723	3,731			0	-9
29 X COMCAST CORP CLASS A	203030N101			2/15/2013	7/16/2013	626	2,471			0	155
30 X DIADEO PLC - ADR	252430205			2/15/2013	7/16/2013	2,479	2,392			0	37
31 X DIAMOND HILL LONG-SHORT	252545833			12/24/2010	7/16/2013	1,093	849			0	444
32 X DIAMOND HILL LONG-SHORT	252545833			9/27/2012	2/13/2013	4,648	4,322			0	326
33 X DIAMOND HILL LONG-SHORT	252545833			9/27/2012	7/17/2013	76,035	60,734			0	15,301
34 X DIAMOND HILL LONG-SHORT	252545833			9/27/2012	7/17/2013	12,261	10,851			0	1,610
35 X WALT DISNEY CO	254687106			2/15/2013	7/16/2013	2,931	2,480			0	441
36 X WALT DISNEY CO	254687106			12/2/2010	7/16/2013	2,280	1,311			0	969
37 X DODGE & COX INTL STOCK F	2556206103			2/13/2013	7/17/2013	2,402	2,402			0	-2
38 X DODGE & COX INTL STOCK F	2556206103			2/15/2011	7/17/2013	17,224	16,415			0	-809
39 X DODGE & COX INTL STOCK F	2556206103			2/15/2011	7/17/2013	8,185	7,239			0	946
40 X DODGE & COX INCOME FD CO	2556210105			9/27/2012	2/13/2013	49,348	49,241			0	107
41 X DODGE & COX INCOME FD CO	2556210105			9/27/2012	7/17/2013	20,647	21,058			0	-411
42 X DODGE & COX INCOME FD CO	2556210105			7/10/2012	7/17/2013	23,728	23,974			0	-245
43 X DREYFUS ENG MKT DEBT LO	261980494			9/27/2012	2/13/2013	24,523	23,546			0	977
44 X DREYFUS ENG MKT DEBT LO	261980494			10/14/2012	10/14/2013	10,405	10,500			0	-95
45 X DREYFUS ENG MKT DEBT LO	261980494			9/27/2012	10/14/2013	27,273	28,533			0	-1,260
46 X DREYFUS ENG MKT DEBT LO	261980494			10/14/2012	10/14/2013	11,322	11,369			0	-47
47 X EMC CORP MASS	268648102			12/2/2010	7/16/2013	1,539	1,337			0	202
48 X J.P. MORGAN MID CAP VALUE	339128100			2/19/2013	7/17/2013	5,218	4,688			0	530
49 X J.P. MORGAN MID CAP VALUE	339128100			2/15/2011	7/17/2013	2,575	2,011			0	1,674
50 X GATEWAY FUND - Y #1986	367829884			9/27/2012	83,102	81,418			0	1,684	
51 X GATEWAY FUND - Y #1986	367829884			2/19/2013	33,421	33,100			0	321	
52 X GILEAD SCIENCES INC	223448305			12/8/2013	4/3/2013	2,859	1,188			0	8,252
53 X GILEAD SCIENCES INC	375556103			2/15/2013	7/16/2013	9,16	582			0	845
54 X GILEAD SCIENCES INC	375556103			12/8/2011	7/16/2013	512	175			0	337
55 X GOLDMAN SACHS GROUP INC	381416104			2/11/2011	7/16/2013	2,575	2,011			0	633
56 X GOLDMAN SACHS GROUP INC	2003030N101			12/2/2010	7/16/2013	2,082	2,162			0	-80
57 X COMCAST CORP CLASS A	223448305			2/15/2011	7/17/2013	744	353			0	391
58 X CREDIT SUISSE COMM RETS	382595508			6/7/2012	10/14/2013	30,450	38,702			0	1,711
59 X GOOGLE INC	382595508			6/7/2012	7/16/2013	9,16	582			0	632
60 X GOOGLE INC	382595508			2/15/2013	7/16/2013	5,916	590			0	336
61 X HUSSMAN STRATEGIC GROW	448108100			2/15/2011	7/16/2013	39,317	45,200			0	-5,863
62 X HUSSMAN STRATEGIC GROW	448108100			2/15/2011	7/16/2013	23,168	25,827			0	2,661
63 X INTEL CORP	456140100			12/2/2010	6/18/2013	10,541	9,810			0	1,534
64 X ISHARES RUSSELL 2000 GRO	464287648			1/17/2013	7/16/2013	77,746	74,333			0	3,413
65 X ISHARES RUSSELL 2000 GRO	464287648			2/11/2011	7/16/2013	4,509	3,805			0	704
66 X JOHNSON CHASE & CO	46625H100			3/17/2011	7/16/2013	3,516	3,834			0	-318
67 X JOHNSON CONTROLS INC	478366107			3/17/2011	7/16/2013	992	992			0	-67

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
										Capital Gains/Losses Other sales	Gross Sales	
Long Term CG Distributions										0	1,197,981	0
Short Term CG Distributions										0	1,123,991	0
Amount	25,341											
Check "X" to include in Part IV												
KALMAR GR VIVAL SM CAP F	4834348206			21/9/2013	1,255		1,255	1,344	2,521	0	0	157
KALMAR GR VIVAL SM CAP F	4834348206			21/9/2013	1,255		1,255	35,645	28,859	0	0	623
KEELEY SMALL CAP VAL FD Q	4873008068			21/5/2011				318		0	0	5,787
KEELEY SMALL CAP VAL FD Q	4873008068			21/5/2011				420		0	0	102
KEELEY SMALL CAP VAL FD Q	4873008068			21/5/2011				625	450	0	0	175
LAUDUS MONDRIAN INT'L F-1	51855Q0655			21/5/2011				6,160	6,432	0	0	272
MCKESSON CORP	56155Q103			21/5/2013				2,949	2,990	0	0	359
MCKESSON CORP	56155Q103			11/7/2012				944	758	0	0	186
MCKESSON CORP	56155Q103			11/7/2012				1,262	758	0	0	504
MICROSOFT CORP	534918104			21/2/2011				3,837	2,885	0	0	952
MONSTER BEVERAGE CORP	611740101			1/2/2013				1,270	1,012	0	0	259
NATIONAL OILWELL INC COM	637071101			7/5/2013				2,831	2,428	0	0	403
NESTLE S.A. REGISTERED SH	61059406			21/5/2013				2,319	2,402	0	0	22
NESTLE S.A. REGISTERED SH	61059406			12/2/2010				612	505	0	0	107
NOVARTIS AG -ADR	66987VY09			10/31/2007				8,130	6,368	0	0	1,762
ORACLE CORPORATION	211389X05			21/2/2013				2,083	2,257	0	0	-174
ORACLE CORPORATION	211389X05			12/2/2010				705	614	0	0	91
OPPENHEIMER DEVELOPING	6633974505			12/10/2007				486	692	0	0	-206
OPPENHEIMER DEVELOPING	6633974505			12/14/2007				2,642	3,460	0	0	816
OPPENHEIMER DEVELOPING	6633974505			12/8/2006				2,214	2,329	0	0	-115
OPPENHEIMER DEVELOPING	6633974505			21/9/2013				21,777	20,589	0	0	1,188
PIMCO TOTAL RET FD-INST #	663390700			9/27/2012				3,743	2,083	0	0	-1,459
PIMCO TOTAL RET FD-INST #	663390700			9/27/2012				26,914	28,804	0	0	-1,890
PIMCO TOTAL RET FD-INST #	663390700			7/17/2013				14,235	14,984	0	0	-749
RIDGEWORTH SIX HY BD-1 #	766528T645			10/12/2012				10,402	9,254	0	0	-148
SPDR DJ WILSHIRE INTERNA	78463X663			9/5/2007				37,720	38,163	0	0	-443
SPDR DJ WILSHIRE INTERNA	78463X663			6/2/2011				3,960	3,877	0	0	83
SPDR DJ WILSHIRE INTERNA	78463X663			7/17/2013				857	825	0	0	32
SCILUNBERGER LTD	8068597108			6/1/2011				816	816	0	0	41
SCILUNBERGER LTD	8068597108			21/2/2012				76	80	0	0	-4
TCW SMALL CAP GROWTH F	87234NB49			10/11/2001				533	184	0	0	-369
TCW SMALL CAP GROWTH F	87234NB49			21/5/2011				49,478	56,248	0	0	-6,770
TCW SMALL CAP GROWTH F	87234NB49			10/12/2011				20,012	14,202	0	0	1,012
TX COS INC NEW	872540109			7/10/2012				6,333	5,900	0	0	433
TARGET CORP	87162106			3/21/2012				3,384	2,537	0	0	847
JOHNSON CONTROLS INC	478366107			3/19/2011				2,882	2,402	0	0	428
JOHNSON CONTROLS INC	478366107			3/19/2012				1,983	1,588	0	0	375
TEVA PHARMACEUTICAL IND	881624209			8/1/2013				3,337	2,162	0	0	1,175
TEVA PHARMACEUTICAL IND	881624209			6/2/2013				819/19/2013	819/19/2013	0	0	-681
THERMO FISHER SCIENTIFIC	8833556102			6/2/2011				5,158	6,515	0	0	-1,357
THERMO FISHER SCIENTIFIC	8833556102			2/15/2013				2,814	2,093	0	0	721
THERMO FISHER SCIENTIFIC	8833556102			2/15/2013				1,484	1,078	0	0	406
US BANCORP DEL NEW	902973104			2/15/2013				1,659	1,411	0	0	248
UNION PACIFIC CORP	9077818108			21/12/2011				2,572	1,665	0	0	907
UNION PACIFIC CORP	907818108			2/15/2013				7,859	2,571	0	0	560
UNITED PARCEL SERVICE-CL	911312106			12/17/2010				457	1,111	0	0	113
UNITED HEALTH GROUP INC	91324P102			2/15/2013				2,546	2,501	0	0	39
TOTALS A -ADR	85151E09			7/16/2013				306	271	0	0	35
VANGUARD FSE EMERGING	929242158			9/2/2012				3,418	3,009	0	0	409
VANGUARD REIT VIPER	929268553			9/2/2012				5,894	3,556	0	0	2,339
VANGUARD REIT VIPER	929268553			12/2/2010				2,730	2,466	0	0	264
VODAFONE GROUP PLC NEW	928577W09			2/1/2011				1,437	1,123	0	0	314
EATON CORP PLC	G29183103			8/1/2011				7,370	8,159	0	0	-789
EATON CORP PLC	G29183103			2/1/2012				2,859	2,426	0	0	233
TARGET CORP	87162E06			1/14/2000				1,153	556	0	0	597
TEVA PHARMACEUTICAL IND	88162E06			2/11/2011				1,604	2,108	0	0	-504

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

		1,166	0	0	1,166
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,166			1,166

Part I, Line 16c (990-PF) - Other Professional Fees

		1,124	0	0	1,124
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER CHARITABLE EXPENSE	1,124			1,124

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,268	1,268	0	0

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

		17	17	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	17	17		

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	APACHE CORPORATION COM		0	11,284	10,141
2	APPLE COMPUTER INC COM		0	14,979	25,246
3	ARTISAN INTERNATIONAL FUND 661		0	118,347	162,342
4	BAXTER INTL INC COM		0	11,278	11,267
5	BOEING COMPANY		0	6,539	13,103
6	CVS/CAREMARK CORPORATION		0	6,229	13,885
7	CAPITAL ONE FINANCIAL CORP		0	7,726	11,262
8	CISCO SYSTEMS INC		0	11,462	14,221
9	CUMMINS INC		0	8,075	8,599
10	DIAGEO PLC - ADR		0	5,556	10,196
11	WALT DISNEY CO		0	9,087	18,642
12	DODGE & COX INCOME FD COM 147		0	233,030	236,654
13	EMC CORP MASS		0	6,332	7,268
14	GILEAD SCIENCES INC		0	3,273	12,617
15	INTERNATIONAL BUSINESS MACHS CORP		0	10,467	9,566
16	JOHNSON CONTROLS INC		0	7,826	12,722
17	MERGER FD SH BEN INT 260		0	98,633	100,078
18	MICROSOFT CORP		0	6,841	9,315
19	NATIONAL OILWELL INC COM		0	9,848	11,055
20	NESTLE S A REGISTERED SHARES - ADR		0	7,850	10,303
21	ORACLE CORPORATION		0	7,485	10,254
22	PIMCO TOTAL RET FD-INST 35		0	236,259	233,524
23	PIMCO FOREIGN BD FD USD H-INST 103		0	67,780	67,256
24	TROWEE PRICE SHORT TERM BD FD 55		0	169,790	168,781
25	SCHLUMBERGER LTD		0	3,582	13,787
26	TUX COS INC NEW		0	8,045	12,682
27	AFLAC INC		0	9,242	11,423
28	AFFILIATED MANAGERS GROUP INC		0	5,427	13,230
29	HERMO FISHER SCIENTIFIC INC		0	5,263	9,687
30	TOTAL FINA ELF SA ADR		0	7,448	10,110
31	UNION PACIFIC CORP		0	8,608	15,456
32	MCKESSON CORP		0	7,489	12,751
33	GOLDMAN SACHS GROUP INC		0	8,474	9,218
34	HSBC - ADR		0	9,541	9,758
35	UNITED PARCEL SERVICE-CL B		0	6,598	10,613
36	TARGET CORP		0	8,438	13,540
37	UNITEDHEALTH GROUP INC		0	7,480	16,491
38	ARTISAN MID CAP FUND-INSTL 1333		0	102,327	133,878
39	FID ADV EMER MKTS INC- CL I 607		0	50,634	49,413
40	COACH INC		0	9,333	9,879
41	BHP BILLITON LIMITED		0	8,289	6,138
42	JPMORGAN CHASE & CO		0	11,984	16,667
43	US BANCORP DEL NEW		0	9,986	12,241
44	ANHEUSER-BUSCH INBEV SPN ADR		0	6,142	12,349
45	LAUDUS MONDRIAN INTL FI-INST 2940		0	71,519	66,201

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

			2,974,906	2,944,211	3,330,442
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	EATON VANCE GLOBAL MACRO - I		0	34,577	33,753
48	DODGE & COX INT'L STOCK FD 1048		0	134,279	159,983
49	CHEVRON CORP		0	7,921	10,243
50	DREYFUS EMG MKT DEBT LOC C-I 6083		0	118,595	115,158
51	DRIEHAUS ACTIVE INCOME FUND		0	167,857	169,692
52	3M CO		0	8,698	14,165
53	JP MORGAN MID CAP VALUE-I 758		0	61,898	90,060
54	BERSHIRE HATHAWAY INC		0	11,943	18,140
55	COMCAST CORP CLASS A		0	6,611	16,525
56	ASG GLOBAL ALTERNATIVES-Y 993		0	101,869	100,806
57	GOOGLE INC		0	8,902	16,811
58	VANGUARD REIT VIPER		0	77,535	113,561
59	CELANESE CORP		0	5,853	8,407
60	VANGUARD EMERGING MARKETS ETF		0	113,752	109,186
61	CME GROUP INC		0	9,203	13,417
62	SPDR DJ WILSHIRE INTERNATIONAL REA		0	102,997	114,124
63	RIDGEWORTH SEIX HY BD-I 5855		0	171,475	170,721
64	KALMAR GR/W/VAL SM CAP-INS #4		0	52,478	68,270
65	CREDIT SUISSE COMM RT ST-CO 2156		0	161,910	132,461
66	KEELEY SMALL CAP VAL FD CL I 2251		0	43,501	68,683
67	MONSTER BEVERAGE CORP		0	5,867	8,742
68	OPPENHEIMER DEVELOPING MKT-Y 788		0	86,916	112,307
69	EATON CORP PLC		0	7,749	11,418

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	10,447
2 FEDERAL EXCISE TAX REFUND	2	2,475
3 Total	3	12,922

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

1 COST BASIS ADJUSTMENT	1	997
2 MUTUAL FUND & CTF INCOME SUBTRACTION	2	4,566
3 PY RETURN OF CAPITAL ADJUSTMENT	3	1,240
4 Total	4	6,803

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

25,841

Short Term CG Distributions		0	0	1,162,140	0	0	0	123,891	35,169	0	0
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	F MV as of 12/31/09	Adjusted Basis as of 12/31/09
85 OASAGE CORPORATION	86389X05	12/22/2010	7/16/2013	406	692	206	0	0	692	0	91
86 OPPENHEIMER DEVELOPING MKT-#7	86397405	12/10/2007	10/14/2013	2,644	3,460	-916	0	0	2,454	0	416
87 OPPENHEIMER DEVELOPING MKT-#7	86397405	21/9/2013	10/14/2013	2,214	2,329	-115	0	0	2,103	0	1,188
88 OPPENHEIMER DEVELOPING MKT-#7	86397405	21/9/2013	10/14/2013	21,777	20,889	-1,188	0	0	20,889	0	1,188
89 PIMCO TOTAL RET-FD-INST #35	86339070	9/27/2012	7/17/2013	39,743	41,202	-1,459	0	0	40,202	0	1,459
90 PIMCO TOTAL RET-FD-INST #35	86339070	9/27/2012	7/17/2013	26,914	28,804	-1,890	0	0	28,804	0	1,890
91 PIMCO TOTAL RET-FD-INST #35	86339070	7/17/2012	7/17/2013	14,235	14,984	-749	0	0	14,984	0	749
92 PIMCO FOREIGN FD-H-INST #1	65339082	10/12/2011	2/13/2013	9,022	9,524	-148	0	0	9,524	0	148
93 RIGGEWORTH SEED HY-BD-#5655	78621045	9/8/2011	2/13/2013	37,724	38,163	-443	0	0	38,163	0	443
94 SPDR DJ WILSHIRE INTERNATIONAL R	87463X983	8/27/2011	2/13/2013	3,860	3,877	-83	0	0	3,877	0	83
95 SPDR DJ WILSHIRE INTERNATIONAL R	87463X983	7/17/2013	10/14/2013	857	825	32	0	0	825	0	32
96 SPDR DJ WILSHIRE INTERNATIONAL R	87463X983	6/27/2011	10/14/2013	857	816	41	0	0	816	0	41
97 SPDR DJ WILSHIRE INTERNATIONAL R	87463X983	2/17/2012	7/16/2013	78	80	-2	0	0	80	0	2
98 SCHLUMBERGER LTD	816857108	2/15/2013	7/16/2013	2,385	2,402	-117	0	0	2,402	0	117
99 SCHLUMBERGER LTD	816857108	2/15/2013	7/16/2013	533	164	369	0	0	164	0	369
100 TICW SMALL CAP GROWTH FUND-#47	87234N349	2/15/2011	7/16/2013	49,478	56,248	-8,770	0	0	56,248	0	8,770
101 TICW SMALL CAP GROWTH FUND-#47	87234N349	2/15/2011	7/16/2013	49,478	56,248	-8,770	0	0	56,248	0	8,770
102 TICW SMALL CAP GROWTH FUND-#47	87234N349	10/12/2011	1/14/2013	—	20,912	—	0	0	10,012	0	—
103 TICW SMALL CAP GROWTH FUND-#47	87234N349	7/10/2012	1/14/2013	6,333	6,333	0	0	0	5,800	0	433
104 TICOS INC NEW	872540109	3/21/2012	7/16/2013	3,384	3,537	-153	0	0	3,537	0	847
105 TARGET CORP	876121095	2/15/2013	7/16/2013	2,882	2,454	428	0	0	2,454	0	428
106 JOHNSON CONTROLS INC	478386101	3/09/2011	1/14/2013	1,883	1,888	-5	0	0	1,888	0	5
107 JOHNSON CONTROLS INC	478386101	3/11/2012	1/14/2013	3,337	2,162	1,175	0	0	2,162	0	1,175
108 TEVA PHARMACEUTICAL INDUSTRIES	881624209	2/17/2011	8/19/2013	2,301	2,982	-681	0	0	2,982	0	481
109 THERMO FISHER SCIENTIFIC INC	883356102	8/22/2011	8/19/2013	5,158	6,515	-1,357	0	0	6,515	0	1,357
110 THERMO FISHER SCIENTIFIC INC	883356102	8/22/2011	7/3/2013	2,814	2,693	121	0	0	2,693	0	121
111 THERMO FISHER SCIENTIFIC INC	883356102	8/22/2011	7/16/2013	1,484	1,078	406	0	0	1,078	0	406
112 THERMO FISHER SCIENTIFIC INC	883356102	2/15/2013	7/16/2013	1,159	1,411	-248	0	0	1,411	0	248
113 THERMO FISHER SCIENTIFIC INC	883356102	2/15/2013	7/16/2013	2,812	1,885	927	0	0	1,885	0	927
114 THERMO FISHER SCIENTIFIC INC	885797101	8/17/2012	7/16/2013	2,859	2,859	0	0	0	2,859	0	0
115 THERMO FISHER SCIENTIFIC INC	885797101	12/17/2012	7/16/2013	457	344	113	0	0	344	0	113
116 TOTAL S-A -ADR	89151E09	2/15/2013	7/16/2013	2,546	2,507	-39	0	0	2,507	0	39
117 TOTAL S-A -ADR	89151E09	7/5/2012	7/16/2013	306	271	35	0	0	271	0	35
118 US BANCORP DEL NEW	902873304	8/28/2007	7/3/2013	3,418	3,009	409	0	0	3,009	0	409
119 UNION PACIFIC CORP	907818108	2/25/2010	7/3/2013	5,594	5,356	233	0	0	5,356	0	233
120 UNION PACIFIC CORP	907818108	2/15/2013	7/16/2013	3,078	3,118	-40	0	0	3,118	0	40
121 UNITED PARCEL SERVICE-CL B	91312106	8/17/2011	7/16/2013	1,457	346	346	0	0	346	0	346
122 UNITED PHARMACEUTICAL INDUSTRIES	91342P102	4/3/2013	7/16/2013	2,739	2,543	196	0	0	2,543	0	196
123 VANGUARD FTSE EMERGING MARKET E	922908553	9/25/2012	2/13/2013	0	2,853	-1,894	0	0	1,957	0	1,894
124 VANGUARD REIT VIFER	922908553	9/25/2012	7/17/2013	0	2,730	-284	0	0	1,226	0	284
125 VANGUARD REIT VIFER	922908553	2/25/2012	7/17/2013	0	1,437	-314	0	0	1,123	0	314
126 VANGUARD REIT VIFER	922908553	2/17/2013	7/20/2013	0	6,559	-769	0	0	5,860	0	769
127 VODAFONE GROUP PLC NEW ADR	92857TW05	2/17/2013	7/16/2013	0	2,859	-233	0	0	2,859	0	233
128 EATON CORP PLC	G29163103	12/24/2012	7/16/2013	731	568	-163	0	0	568	0	163
129 TARGET CORP	929163108	1/14/2011	7/16/2013	0	2,108	-504	0	0	2,108	0	504
130 VANGUARD PHARMACEUTICAL INDUSTRIES	961124209	2/11/2011	7/16/2013	0	1,153	-597	0	0	1,153	0	597
131 VANGUARD PHARMACEUTICAL INDUSTRIES	961124209	2/11/2011	7/16/2013	0	1,153	-597	0	0	1,153	0	597

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N A Trust Tax C	X	1 W 4th St 4th Floor MAC D4000-04	Winston Salem	NC	27101-3818		TRUSTEE	4 00	46,204		0

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

	Date	Amount
1 Credit from prior year return .	1	1,607
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	1,607

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	10,313
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	10,313