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

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

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue 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).

Open to Public Inspection

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

Name of foundation

**MUESSEL ELLISON MEM IRR T/U/A**

A Employer identification number

**35-6013080**

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**

B Telephone number (see instructions)

**(888) 730-4933**

City or town

State

ZIP code

**Winston Salem****NC****27101-3818**

Foreign country name

Foreign province/state/county

Foreign postal code

C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeD 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 ☐Check type of organization: ☒ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)

**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)
<b>Revenue</b>				
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				
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	
<b>Operating and Administrative Expenses</b>				
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. Add lines 13 through 23	49,779	35,938	0	13,841
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	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	4,353	9,112	9,112
	<b>2</b> Savings and temporary cash investments . . . . .	80,086	67,388	67,388
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	2,974,906	2,944,211	3,330,442
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>15</b> Other assets (describe ▶ ) . . . . .			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) . . . . .	3,059,345	3,020,711	3,406,942
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ ) . . . . .			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	3,059,345	3,020,711	
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	3,059,345	3,020,711	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,059,345	3,020,711	

**Part III Analysis of Changes in Net Assets or Fund Balances**

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

  

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

  

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

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

  

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	63,990
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.242715
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.048543
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	3,290,341
<b>5</b> Multiply line 4 by line 3	<b>5</b>	159,723
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	979
<b>7</b> Add lines 5 and 6	<b>7</b>	160,702
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	144,474

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,957
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	1,957
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	1,957
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,607
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	1,607
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	350
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	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	
<b>Total.</b> Add lines 1 through 3		0



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

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

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	144,474
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	144,474
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				162,560
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			10,313	
<b>b</b> Total for prior years: 20____, 20____, 20____ . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 144,474 . . . . .				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			10,313	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				134,161
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				28,399
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

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

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

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

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

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	130,633
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0



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

- |   |  |     |    |
|---|--|-----|----|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p><b>(1)</b> Cash</p> <p><b>(2)</b> Other assets</p> <p><b>b</b> Other transactions</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets</p> <p><b>(4)</b> Reimbursement arrangements</p> <p><b>(5)</b> Loans or loan guarantees</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.</p> |  | Yes | No |
|   |  |     |    |
| <b>1a(1)</b>  |  |     | X  |
| <b>1a(2)</b>  |  |     | X  |
|   |  |     |    |
| <b>1b(1)</b>  |  |     | X  |
| <b>1b(2)</b>  |  |     | X  |
| <b>1b(3)</b>  |  |     | X  |
| <b>1b(4)</b>  |  |     | X  |
| <b>1b(5)</b>  |  |     | X  |
| <b>1b(6)</b>  |  |     | X  |
| <b>1c</b>   |  |     | X  |

[illegible]

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

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

**Sign  
Here**

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

**John A. Salento SVP Wells Fargo Bank N.A.**

4/17/2014

**SVP Wells Fargo Bank N.A.**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JOSEPH J. CASTRIANO

Preparer's signature

Date

4/17/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

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

Phone no	412-355-6000
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**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 &amp; 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 &amp; 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 I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss	
								Capital Gains/Losses					
								Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation
Long Term CG Distributions								Amount		25,841		63,990	
Short Term CG Distributions													
1	X AFLAC INC	001055102			12/22/2010		7/16/2013	1,711	1,587			0	144
2	X AQR MANAGED FUTURES ST	00203H859			7/22/2013		10/14/2013	32,669	33,029			0	-360
3	X AFFILIATED MANAGERS GRO	088252108			2/15/2013		2/25/2013	2,867	2,930			0	-63
4	X AFFILIATED MANAGERS GRO	088252108			12/22/2010		2/25/2013	2,867	1,859			0	1,008
5	X AFFILIATED MANAGERS GRO	088252108			12/22/2010		7/16/2013	3,314	1,766			0	1,548
6	X ANHEUSER-BUSCH INBEV SP	035244108			9/6/2011		7/16/2013	1,278	741			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			12/22/2010		7/16/2013	2,147	2,283			0	-146
10	X ARTISAN INTERNATIONAL FU	04314H204			2/19/2013		7/17/2013	1,068	1,012			0	56
11	X ARTISAN INTERNATIONAL FU	04314H204			2/11/2011		10/14/2013	17,408	14,236			0	3,172
12	X ARTISAN INTERNATIONAL FU	04314H204			2/11/2011		10/14/2013	4,977	3,844			0	1,133
13	X ARTISAN MID CAP FUND-INS	04314H600			7/22/2013		10/14/2013	5,593	5,200			0	393
14	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		10/14/2013	547	451			0	96
15	X BERKSHIRE HATHAWAY INC	084670702			2/15/2013		7/16/2013	2,926	2,485			0	441
16	X BERKSHIRE HATHAWAY INC	084670702			12/22/2010		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	-464
18	X BOEING CO	097023105			3/17/2011		7/16/2013	2,504	1,635			0	869
19	X CME GROUP INC	12572Q105			6/7/2012		7/16/2013	2,218	1,555			0	663
20	X CVS/CAREMARK CORPORATI	12650100			2/15/2013		7/16/2013	2,734	2,297			0	437
21	X CVS/CAREMARK CORPORATI	12650100			12/22/2010		7/16/2013	425	225			0	200
22	X CAPITAL ONE FINANCIAL CO	14040H105			2/11/2011		7/16/2013	3,188	2,493			0	695
23	X CELANESE CORP	150870103			2/15/2013		7/16/2013	2,123	2,257			0	-134
24	X CELANESE CORP	150870103			6/15/2011		7/16/2013	94	98			0	-4
25	X CHEVRON CORP	166764100			2/11/2011		7/16/2013	6,189	5,000			0	1,189
26	X CHEVRON CORP	166764100			2/15/2013		7/16/2013	2,850	2,630			0	220
27	X CISCO SYSTEMS INC	17275R102			2/24/2011		7/16/2013	5,787	4,153			0	1,614
28	X COACH INC	189754104			1/9/2013		7/16/2013	3,723	3,731			0	-8
29	X COMCAST CORP CLASS A	20030N101			2/15/2013		7/16/2013	2,626	2,471			0	155
30	X COMCAST CORP CLASS A	25243Q205			2/15/2013		7/16/2013	2,429	2,392			0	37
31	X DIAGEO PLC - ADR	25243Q205			12/22/2010		7/16/2013	1,093	649			0	444
32	X DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		2/13/2013	4,648	4,322			0	326
33	X DIAMOND HILL LONG-SHORT	25264S833			2/15/2011		7/17/2013	76,035	60,734			0	15,301
34	X DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		7/17/2013	12,281	10,651			0	1,610
35	X DIAMOND HILL LONG-SHORT	25264S833			2/15/2013		7/16/2013	2,931	2,490			0	441
36	X WALT DISNEY CO	254687106			12/22/2010		7/16/2013	2,280	1,311			0	969
37	X DODGE & COX INTL STOCK F	256206103			2/15/2011		2/13/2013	400	402			0	-2
38	X DODGE & COX INTL STOCK F	256206103			2/15/2011		7/17/2013	17,224	16,415			0	809
39	X DODGE & COX INTL STOCK F	256206103			2/15/2011		10/14/2013	8,185	7,239			0	946
40	X DODGE & COX INCOME FD C	256210105			9/27/2012		2/13/2013	49,348	49,241			0	107
41	X DODGE & COX INCOME FD C	256210105			9/27/2012		7/17/2013	20,647	21,058			0	-411
42	X DODGE & COX INCOME FD C	256210105			7/10/2012		7/17/2013	23,729	23,974			0	-245
43	X DREYFUS EMG MKT DEBT LO	261980494			9/27/2012		2/13/2013	24,523	23,546			0	977
44	X DREYFUS EMG MKT DEBT LO	261980494			4/2/2012		10/14/2013	10,405	10,500			0	-95
45	X DREYFUS EMG MKT DEBT LO	261980494			9/27/2012		10/14/2013	27,273	28,533			0	-1,260
46	X DREYFUS EMG MKT DEBT LO	261980494			2/15/2011		10/14/2013	11,322	11,369			0	-47
47	X E M C CORP MASS	268648102			12/22/2010		7/16/2013	1,539	1,337			0	202
48	X JP MORGAN MID CAP VALUE	339128100			2/19/2013		7/16/2013	5,218	4,688			0	530
49	X JP MORGAN MID CAP VALUE	339128100			2/15/2011		7/17/2013	2,308	1,675			0	633
50	X GATEWAY FUND - Y #1986	367829884			9/27/2012		7/17/2013	83,102	81,418			0	1,684
51	X GATEWAY FUND - Y #1986	367829884			2/19/2013		7/17/2013	33,421	33,100			0	321
52	X GILEAD SCIENCES INC	375558103			12/22/2010		4/3/2013	2,899	1,188			0	1,711
53	X GILEAD SCIENCES INC	375558103			2/15/2013		7/16/2013	3,129	2,284			0	845
54	X GILEAD SCIENCES INC	375558103			12/22/2010		7/16/2013	512	175			0	337
55	X GILEAD SCIENCES INC	375558103			12/22/2010		12/18/2013	2,575	701			0	1,874
56	X GOLDMAN SACHS GROUP INC	38141G104			2/11/2011		7/16/2013	2,082	2,162			0	-80
57	X COMCAST CORP CLASS A	20030N101			12/22/2010		7/16/2013	744	353			0	391
58	X CREDIT SUISSE COMM RET S	22544R305			2/15/2011		10/14/2013	30,450	38,702			0	-8,252
59	X GOOGLE INC	38259P508			6/7/2012		7/16/2013	916	582			0	334
60	X GOOGLE INC	38259P508			2/15/2013		7/16/2013	4,592	3,950			0	632
61	X GOOGLE INC	38259P508			12/22/2010		7/16/2013	916	860			0	336
62	X HUSSMAN STRATEGIC GRO	448108100			2/15/2013		2/13/2013	39,317	45,200			0	-5,883
63	X HUSSMAN STRATEGIC GRO	448108100			4/2/2012		2/13/2013	23,166	25,827			0	-2,661
64	X INTEL CORP	458140100			12/22/2010		6/18/2013	10,544	9,010			0	1,534
65	X ISHARES RUSSELL 2000 GRO	464287648			1/4/2013		2/13/2013	77,746	74,333			0	3,413
66	X JPMORGAN CHASE & CO	46625H100			2/11/2011		7/16/2013	4,509	3,805			0	704
67	X JOHNSON CONTROLS INC	478366107			3/17/2011		7/16/2013	3,516	3,834			0	-318
68	X JOHNSON CONTROLS INC	478366107			3/8/2011		7/16/2013	925	992			0	-67

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Totals										Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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68	X	KALMAR GR WVAL SM CAP F	483438206		2/19/2013		7/17/2013	3,144	2,521																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														</

**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**

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

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



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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	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 1993		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

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#### 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

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#### 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

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Long Term CG Distributions	25,841
Short Term CG Distributions	0

[illegible]

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

[illegible]

**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
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	46,204		

**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