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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation CLARK, S.A & F P MEM FD. IRR TUA			A Employer identification number 35-6040188	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		Room/suite	B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 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 change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,741,989		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
			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 ☒ if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,570	76,542		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	68,241			
	b Gross sales price for all assets on line 6a 1,324,950				
	7 Capital gain net income (from Part IV, line 2)		68,241		
	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	146,811	144,783	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	49,744	37,309		12,435
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,116			1,116
	c Other professional fees (attach schedule)	1,232			1,232
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,363	1,363		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19	19		
	24 Total operating and administrative expenses. Add lines 13 through 23	53,474	38,691	0	14,783
	25 Contributions, gifts, grants paid	130,100			130,100
26 Total expenses and disbursements. Add lines 24 and 25	183,574	38,691	0	144,883	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-36,763				
b Net investment income (if negative, enter -0-)		106,092			
c Adjusted net income (if negative, enter -0-)			0		

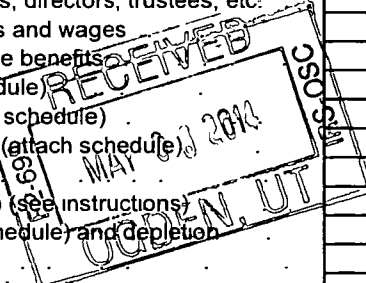
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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	4,785	9,995	9,995
	2	Savings and temporary cash investments	67,738	81,891	81,891
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,285,261	3,236,126	3,650,103
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,357,784	3,328,012	3,741,989
	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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,357,784	3,328,012	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	3,357,784	3,328,012	
	31	Total liabilities and net assets/fund balances (see instructions)	3,357,784	3,328,012	

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	3,357,784
2	Enter amount from Part I, line 27a	2	-36,763
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	14,592
4	Add lines 1, 2, and 3	4	3,335,613
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,601
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,328,012

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	68,241
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	146,255	3,429,431	0.042647
2011	167,119	3,479,923	0.048024
2010	166,835	3,374,692	0.049437
2009	200,110	3,133,476	0.063862
2008	175,365	3,828,285	0.045808
2	Total of line 1, column (d)		2 0.249778
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 0.049956
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 3,604,176
5	Multiply line 4 by line 3		5 180,050
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,061
7	Add lines 5 and 6		7 181,111
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.		8 144,883

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,122	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	2,122	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,122	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,302	
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	1,302	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	820	
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

	Yes	No
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?		X
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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 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
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?	X	
7 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN		
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	
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)? <i>If "Yes," complete Part XIV</i>		X
10 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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	49,744	

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	3,545,652
b	Average of monthly cash balances	1b	113,410
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,659,062
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	3,659,062
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	54,886
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,604,176
6	Minimum investment return. Enter 5% of line 5	6	180,209

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	180,209
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,122
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,122
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,087
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	178,087
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	178,087

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	144,883
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	144,883
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	144,883

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				178,087
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	6,185			
c From 2010	786			
d From 2011				
e From 2012				
f Total of lines 3a through e	6,971			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 144,883				
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				144,883
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))	6,971			6,971
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				26,233
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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 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

- 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
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	130,100
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	78,570	
5	Net rental income or (loss) from real estate					
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	68,241	
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		146,811	0
13	Total. Add line 12, columns (b), (d), and (e)				13	146,811

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

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

[illegible]

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

Recipient(s) paid during the year

Name

THE BEACON RESOURCE CENTER INC

Street

4210 LINCOLN WAY W

City

SOUTH BEND

State

IN

Zip Code

46628-1253

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,000

Name

CHRIST THE KING CATHOLIC CHURCH

Street

1827 KESSLER BLVD E DR

City

INDIANAPOLIS

State

IN

Zip Code

46220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CROSSING NATIONAL INC.

Street

2930 S NAPPANEE ST

City

ELKHART

State

IN

Zip Code

46517

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

HANNAH'S HOUSE INC

Street

518 W 4TH ST

City

MISHAWAKA

State

IN

Zip Code

46544

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

11,600

Name

MANOWE MINISTRIES INC DBA FIVE STAR

Street

2204 CALIFORNIA ROAD

City

ELKHART

State

IN

Zip Code

46514

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

SAMARITAN FAMILY HEALTH & COUNSELING

Street

17195 CLEVELAND RD

City

SOUTH BEND

State

IN

Zip Code

46635-1415

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

Recipient(s) paid during the year

Name

SOUTH BEND COMMUNITY SCHOOL CORP

Street

740 N EDDY ST

City

SOUTH BEND

State

IN

Zip Code

46617

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

ST. MARGARETS HOUSE

Street

117 N LAFAYETTE BLVD

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

CHIARA HOME INCORPORATED

Street

1425 CLAYTON DR

City

SOUTH BEND

State

IN

Zip Code

46614

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

DISMAS INC

Street

521 S ST JOSEPH ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

GOODWILL INDUSTRIES OF MICHIANA INC

Street

2109 CALUMET AVE

City

VALPARAISO

State

IN

Zip Code

46383

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

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

10,000

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

Name

SOUTH BEND SYMPHONY ORCHESTRA ASSOC

Street

127 N MICHIGAN ST

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

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

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Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals				Net Gain or Loss					
Short Term CG Distributions										28,344		Capital Gains/Losses				1,324,950		1,256,709		68,241	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
1	X	AFFILIATED MANAGERS GRO	008252108		2/15/2013		2/25/2013	3,583	3,658					-75							
2	X	AFFILIATED MANAGERS GRO	008252108		12/8/2010		2/25/2013	2,866	1,923					943							
3	X	AFFILIATED MANAGERS GRO	008252108		12/8/2010		7/16/2013	3,313	1,825					1,488							
4	X	ANHEUSER-BUSCH INBEV SP	035244108		9/6/2011		7/16/2013	1,369	794					575							
5	X	APACHE CORP	037411105		12/8/2010		7/16/2013	3,854	5,324					-1,470							
6	X	APPLE INC	037833100		2/15/2013		7/16/2013	4,294	4,613					-319							
7	X	APPLE INC	037833100		12/9/2013		7/16/2013	2,147	2,293					-146							
8	X	ARTISAN INTERNATIONAL FU	04314H204		2/14/2011		2/13/2013	32,614	28,308					4,306							
9	X	ARTISAN INTERNATIONAL FU	04314H204		2/14/2011		7/17/2013	19,780	16,227					3,553							
10	X	ARTISAN INTERNATIONAL FU	04314H204		2/14/2011		10/14/2013	5,409	4,191					1,218							
11	X	ARTISAN MID CAP FUND-INS	04314H600		7/22/2013		10/14/2013	6,552	6,092					460							
12	X	ARTISAN MID CAP FUND-INS	04314H600		2/19/2013		10/14/2013	146	120					26							
13	X	BERKSHIRE HATHAWAY INC	084670702		2/15/2013		7/16/2013	4,096	3,479					617							
14	X	BERKSHIRE HATHAWAY INC	084670702		12/8/2010		7/16/2013	1,404	958					446							
15	X	BHP BILLITON LIMITED - ADR	088606108		6/2/2011		7/16/2013	373	554					-181							
16	X	AFLAC INC	001055102		9/16/2010		7/16/2013	4,956	4,347					609							
17	X	AQR MANAGED FUTURES ST	00203H859		7/22/2013		10/14/2013	35,828	36,223					-395							
18	X	BHP BILLITON LIMITED - ADR	088606108		2/15/2013		7/16/2013	2,179	2,781					-602							
19	X	BOEING CO	097023105		3/17/2011		7/16/2013	2,504	1,635					869							
20	X	CME GROUP INC	12572Q105		6/7/2012		7/16/2013	3,900	2,735					1,165							
21	X	CVS/CAREMARK CORPORATI	126650100		2/15/2013		7/16/2013	3,038	2,552					486							
22	X	CVS/CAREMARK CORPORATI	126650100		12/8/2010		7/16/2013	486	267					219							
23	X	CAPITAL ONE FINANCIAL CO	14040H105		2/15/2013		7/16/2013	3,321	2,697					624							
24	X	CAPITAL ONE FINANCIAL CO	14040H105		12/8/2010		7/16/2013	133	79					54							
25	X	CELANESE CORP	150870103		2/15/2013		7/16/2013	2,217	2,357					-140							
26	X	CHEVRON CORP	166764100		2/10/2011		7/3/2013	6,903	5,601					1,302							
27	X	CHEVRON CORP	166764100		2/15/2013		7/16/2013	2,974	2,744					230							
28	X	CISCO SYSTEMS INC	17275R102		2/24/2011		7/16/2013	5,357	3,858					1,499							
29	X	COACH INC	189754104		1/9/2013		7/16/2013	4,072	4,081					-9							
30	X	COMCAST CORP CLASS A	20030N101		2/15/2013		7/16/2013	2,844	2,677					167							
31	X	COMCAST CORP CLASS A	20030N101		12/8/2010		7/16/2013	789	375					413							
32	X	CREDIT SUISSE COMM RET S	22544R305		2/14/2011		10/14/2013	33,358	42,759					-9,401							
33	X	DIAGEO PLC - ADR	25243Q205		2/15/2013		7/16/2013	3,036	2,990					46							
34	X	DIAGEO PLC - ADR	25243Q205		12/8/2010		7/16/2013	850	511					339							
35	X	DIAMOND HILL LONG-SHORT	25264S833		9/27/2012		2/13/2013	4,094	3,807					287							
36	X	DIAMOND HILL LONG-SHORT	25264S833		2/14/2011		7/17/2013	82,802	86,218					-3,416							
37	X	DIAMOND HILL LONG-SHORT	25264S833		9/27/2012		7/17/2013	13,750	11,944					1,806							
38	X	WALT DISNEY CO	254687106		2/15/2013		7/16/2013	3,908	3,320					588							
39	X	WALT DISNEY CO	254687106		2/10/2011		7/16/2013	651	433					218							
40	X	DODGE & COX INTL STOCK F	256206103		8/31/2007		7/17/2013	4,665	5,753					-1,088							
41	X	DODGE & COX INTL STOCK F	256206103		2/14/2011		7/17/2013	6,834	6,524					310							
42	X	DODGE & COX INTL STOCK F	256206103		2/14/2011		10/14/2013	8,971	7,947					1,024							
43	X	DODGE & COX INCOME FD CO	256210105		9/27/2012		2/13/2013	55,677	55,556					121							
44	X	DODGE & COX INCOME FD CO	256210105		9/27/2012		7/17/2013	21,417	21,844					-427							
45	X	DODGE & COX INCOME FD CO	256210105		7/10/2012		7/17/2013	26,496	26,770					-274							
46	X	DREYFUS EMG MKT DEBT LO	261980494		9/27/2012		2/13/2013	27,746	26,641					1,105							
47	X	DREYFUS EMG MKT DEBT LO	261980494		4/2/2012		10/14/2013	12,266	12,377					-111							
48	X	DREYFUS EMG MKT DEBT LO	261980494		9/27/2012		10/14/2013	29,277	30,629					-1,352							
49	X	DREYFUS EMG MKT DEBT LO	261980494		2/14/2011		10/14/2013	12,159	12,236					-77							
50	X	E M C CORP MASS	268648102		12/8/2010		7/16/2013	1,539	1,338					201							
51	X	JP MORGAN MID CAP VALUE	339128100		2/19/2013		7/17/2013	6,742	6,057					685							
52	X	JP MORGAN MID CAP VALUE	339128100		2/14/2011		7/17/2013	1,189	863					326							
53	X	GATEWAY FUND - Y #1986	367829884		9/27/2012		7/17/2013	89,933	88,110					1,823							
54	X	GATEWAY FUND - Y #1986	367829884		2/19/2013		7/17/2013	37,506	37,146					360							
55	X	GILEAD SCIENCES INC	375558103		12/8/2011		4/3/2013	3,422	1,403					2,019							
56	X	DODGE & COX INTL STOCK F	256206103		12/28/2006		7/17/2013	1,506	1,713					-207							
57	X	GILEAD SCIENCES INC	375558103		2/15/2013		7/16/2013	3,414	2,492					922							
58	X	GILEAD SCIENCES INC	375558103		12/8/2011		7/16/2013	512	175					337							
59	X	DODGE & COX INTL STOCK F	256206103		12/28/2007		7/17/2013	5,369	6,461					-1,092							
60	X	GILEAD SCIENCES INC	375558103		12/8/2011		12/16/2013	2,861	779					2,082							
61	X	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010		7/16/2013	1,441	1,480					-39							
62	X	GOOGLE INC	39259P508		6/7/2012		7/16/2013	916	582					334							
63	X	GOOGLE INC	39259P508		2/15/2013		7/16/2013	4,582	3,950					632							
64	X	GOOGLE INC	39259P508		12/4/2012		7/16/2013	916	580					336							
65	X	HUSSMAN STRATEGIC GROW	448108100		8/13/2010		2/13/2013	20,676	26,424					-5,748							
66	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2011		2/13/2013	21,852	23,100					-3,248							
67	X	HUSSMAN STRATEGIC GROW	448108100		4/2/2012		2/13/2013	25,084	27,965					-2,881							
68	X	INTEL CORP	458140100		12/8/2010		6/16/2013	11,433	9,858					1,575							

Long Term CG Distributions
Short Term CG Distributions

Amount
28,344

Totals
Capital Gains/Losses
Other sales

Gross Sales
1,324,950

Cost, Other Basis and Expenses
1,256,709

Net Gain or Loss
68,241

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

Amount														
28,344														
Long Term CG Distributions														
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ISHARES RUSSELL 2000 GRO	464287648		1/4/2013		2/13/2013	84,147	80,454					3,693
70	X	JPMORGAN CHASE & CO	46625H100		2/15/2013		7/16/2013	3,849	3,409					440
71	X	JPMORGAN CHASE & CO	46625H100		1/11/2008		7/16/2013	770	516					254
72	X	JOHNSON CONTROLS INC	478366107		3/17/2011		7/16/2013	3,701	4,036					-335
73	X	JOHNSON CONTROLS INC	478366107		3/6/2011		7/16/2013	777	833					-56
74	X	JOHNSON CONTROLS INC	478366107		3/6/2011		11/14/2013	2,650	2,143					507
75	X	JOHNSON CONTROLS INC	478366107		3/12/2012		11/14/2013	3,239	2,098					1,141
76	X	KALMAR GR WWAL SM CAP F	483438206		2/19/2013		7/17/2013	1,236	1,086					150
77	X	KALMAR GR WWAL SM CAP F	483438206		2/19/2013		10/14/2013	3,427	2,749					678
78	X	KEELEY SMALL CAP VAL FDC	487300808		2/14/2011		2/13/2013	37,920	31,932					5,988
79	X	KEELEY SMALL CAP VAL FDC	487300808		2/14/2011		7/17/2013	280	213					67
80	X	KEELEY SMALL CAP VAL FDC	487300808		2/14/2011		10/14/2013	625	452					173
81	X	LAUDUS MONDRIAN INTL FLM	51855Q655		2/14/2011		2/13/2013	7,104	7,443					-339
82	X	MCKESSON CORP	58155Q103		1/17/2012		7/16/2013	1,062	853					209
83	X	MCKESSON CORP	58155Q103		1/17/2012		12/16/2013	1,420	853					567
84	X	MICROSOFT CORP	594918104		2/10/2011		7/16/2013	3,801	2,877					924
85	X	MONSTER BEVERAGE CORP	611740101		1/22/2013		7/16/2013	1,391	1,108					283
86	X	NATIONAL OILWELL INC COM	637071101		7/5/2013		11/14/2013	2,997	2,571					426
87	X	NESTLE S.A. REGISTERED SH	641069406		2/15/2013		7/16/2013	3,059	3,089					-30
88	X	NESTLE S.A. REGISTERED SH	641069406		12/8/2010		7/16/2013	340	281					59
89	X	NOVARTIS AG - ADR	66987Y109		10/31/2007		7/16/2013	8,807	6,910					1,897
90	X	MCKESSON CORP	58155Q103		2/15/2013		7/16/2013	2,949	2,590					359
91	X	ORACLE CORPORATION	68389X105		2/15/2013		7/16/2013	2,404	2,604					-200
92	X	ORACLE CORPORATION	68389X105		12/8/2010		7/16/2013	609	554					55
93	X	OPPENHEIMER DEVELOPING	683974505		2/19/2013		7/17/2013	139	143					-4
94	X	OPPENHEIMER DEVELOPING	683974505		2/19/2013		10/14/2013	29,166	27,576					1,590
95	X	PIMCO TOTAL RET FD-INST #	693390700		9/27/2012		2/13/2013	45,116	46,772					-1,656
96	X	PIMCO TOTAL RET FD-INST #	693390700		9/27/2012		7/17/2013	28,343	30,333					-1,990
97	X	PIMCO TOTAL RET FD-INST #	693390700		7/10/2012		7/17/2013	16,030	16,875					-845
98	X	PIMCO FOREIGN BD FD USD	693390882		10/12/2011		2/13/2013	10,673	10,505					168
99	X	RIDGEWORTH SEIX HY BD-I #	76628T645		2/14/2011		2/13/2013	42,238	41,700					538
100	X	SPDR DJ WILSHIRE INTERNA	78463X863		6/2/2011		2/13/2013	2,918	2,857					61
101	X	SPDR DJ WILSHIRE INTERNA	78463X863		7/17/2013		10/14/2013	1,285	1,237					48
102	X	SPDR DJ WILSHIRE INTERNA	78463X863		6/2/2011		10/14/2013	557	531					26
103	X	SCHLUMBERGER LTD	806857108		2/7/2012		7/16/2013	152	159					-7
104	X	SCHLUMBERGER LTD	806857108		2/15/2013		7/16/2013	2,666	2,802					-136
105	X	SCHLUMBERGER LTD	806857108		10/11/2001		7/16/2013	457	140					317
106	X	TCW SMALL CAP GROWTH FL	87234N849		2/14/2011		1/4/2013	52,422	59,919					-7,497
107	X	TCW SMALL CAP GROWTH FL	87234N849		10/12/2011		1/4/2013	21,908	20,800					1,108
108	X	TCW SMALL CAP GROWTH FL	87234N849		7/10/2012		7/16/2013	7,729	7,200					529
109	X	TJX COS INC NEW	872540109		3/21/2012		7/16/2013	3,384	2,537					847
110	X	TARGET CORP	87612E106		2/15/2013		7/16/2013	2,882	2,454					428
111	X	TARGET CORP	87612E106		9/27/2000		7/16/2013	1,297	445					852
112	X	TEVA PHARMACEUTICAL IND	881624209		2/10/2011		7/16/2013	1,643	2,164					-521
113	X	TEVA PHARMACEUTICAL IND	881624209		2/10/2011		8/19/2013	8,055	10,458					-2,403
114	X	TEVA PHARMACEUTICAL IND	881624209		6/2/2011		7/16/2013	198	251					-53
115	X	THERMO FISHER SCIENTIFIC	883556102		6/2/2011		7/3/2013	2,558	1,903					655
116	X	THERMO FISHER SCIENTIFIC	883556102		12/8/2010		7/3/2013	767	469					298
117	X	THERMO FISHER SCIENTIFIC	883556102		2/15/2013		7/16/2013	3,231	2,747					484
118	X	THERMO FISHER SCIENTIFIC	883556102		12/8/2010		8/30/2013	2,927	1,719					1,208
119	X	3M CO	88579Y101		2/15/2013		7/16/2013	2,859	2,571					288
120	X	3M CO	88579Y101		12/17/2010		7/16/2013	800	603					197
121	X	TOTAL S.A. - ADR	89151E109		2/15/2013		7/16/2013	2,546	2,507					39
122	X	TOTAL S.A. - ADR	89151E109		7/5/2012		7/16/2013	356	316					40
123	X	US BANCORP DEL NEW	902973304		2/15/2013		7/16/2013	2,786	2,533					253
124	X	US BANCORP DEL NEW	902973304		2/10/2011		7/16/2013	557	417					140
125	X	UNION PACIFIC CORP	907818108		2/15/2013		7/3/2013	6,205	3,694					2,511
126	X	UNION PACIFIC CORP	907818108		2/15/2011		7/16/2013	4,298	3,692					606
127	X	UNITED PARCEL SERVICE-CL	911312106		4/3/2013		7/16/2013	1,371	1,045					326
128	X	UNITEDHEALTH GROUP INC	91324P102		2/10/2011		7/16/2013	3,140	2,915					225
129	X	VANGUARD FTSE EMERGING	922042858		2/10/2011		10/14/2013	25,344	27,270					-1,926
130	X	VANGUARD REIT VIPER	922908553		9/25/2012		7/17/2013	972	913					59
131	X	VANGUARD REIT VIPER	922908553		9/25/2012		7/17/2013	2,371	2,141					230
132	X	VANGUARD REIT VIPER	922908553		2/10/2011		7/17/2013	1,796	1,402					394
133	X	VODAFONE GROUP PLC NEW	92857W209		2/10/2011		1/9/2013	8,028	8,940					-912
134	X	EATON CORP PLC	G29183103		2/15/2013		7/16/2013	2,991	2,729					262
135	X	EATON CORP PLC	G29183103		12/3/2012		7/16/2013	731	568					163
Totals								1,324,950	0			1,256,709	0	68,241
Capital Gains/Losses								0				0		0
Other sales														

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

		1,116	0	0	1,116
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,116			1,116

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

		1,232	0	0	1,232
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	1,232			1,232

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

		1,363	1,363	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,363	1,363		

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

		19	19	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	19	19		

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	AFFILIATED MANAGERS GROUP INC		0	6,110	14,747
3	APACHE CORPORATION COM		0	12,512	11,171
4	APPLE COMPUTER INC COM		0	16,282	27,490
5	ARTISAN INTERNATIONAL FUND 661		0	130,172	178,090
6	BAXTER INTL INC COM		0	12,599	12,589
7	BOEING COMPANY		0	7,220	14,468
8	CVS/CAREMARK CORPORATION		0	7,130	15,316
9	CAPITAL ONE FINANCIAL CORP		0	6,445	12,487
10	CISCO SYSTEMS INC		0	12,771	15,723
11	CUMMINS INC		0	8,737	9,304
12	DIAGEO PLC - ADR		0	6,277	11,388
13	WALT DISNEY CO		0	11,009	20,552
14	DODGE & COX INCOME FD COM 147		0	255,501	259,593
15	E M C CORP MASS		0	6,999	8,023
16	GILEAD SCIENCES INC		0	3,604	13,894
17	INTERNATIONAL BUSINESS MACHS CORP		0	11,288	10,316
18	JOHNSON CONTROLS INC		0	8,645	14,056
19	MERGER FD SH BEN INT 260		0	108,229	109,779
20	MICROSOFT CORP		0	7,585	10,288
21	NATIONAL OILWELL INC COM		0	10,912	12,248
22	NESTLE S A REGISTERED SHARES - ADR		0	8,702	11,406
23	ORACLE CORPORATION		0	8,631	11,325
24	PIMCO TOTAL RET FD-INST 35		0	259,046	256,159
25	PIMCO FOREIGN BD FD USD H-INST 103		0	74,350	73,775
26	T ROWE PRICE SHORT TERM BD FD 55		0	186,247	185,141
27	SCHLUMBERGER LTD		0	3,957	15,229
28	TJX COS INC NEW		0	9,060	14,021
29	THERMO FISHER SCIENTIFIC INC		0	5,067	10,690
30	TOTAL FINA ELF S A ADR		0	8,260	11,212
31	UNION PACIFIC CORP		0	9,552	17,136
32	MCKESSON CORP		0	8,247	14,042
33	AFLAC INC		0	9,633	12,625
34	GOLDMAN SACHS GROUP INC		0	8,445	9,927
35	HSBC - ADR		0	10,726	10,971
36	UNITED PARCEL SERVICE-CL B		0	7,251	11,664
37	TARGET CORP		0	7,401	14,995
38	UNITEDHEALTH GROUP INC		0	5,962	18,223
39	ARTISAN MID CAP FUND-INSTL 1333		0	112,396	146,859
40	FID ADV EMER MKTS INC- CL I 607		0	55,542	54,202
41	COACH INC		0	10,330	10,945
42	BHP BILLITON LIMITED		0	8,734	6,820
43	JPMORGAN CHASE & CO		0	11,187	18,421
44	US BANCORP DEL NEW		0	9,316	13,534
45	ANHEUSER-BUSCH INBEV SPN ADR		0	6,725	13,520
46	LAUDUS MONDRIAN INTL FI-INST 2940		0	78,677	72,618

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	37,928	37,024
48	DODGE & COX INT'L STOCK FD 1048		0	139,887	175,474
49	CHEVRON CORP		0	8,894	11,367
50	DREYFUS EMG MKT DEBT LOC C-I 6083		0	130,235	126,322
51	DRIEHAUS ACTIVE INCOME FUND		0	184,124	186,140
52	3M CO		0	9,559	15,568
53	JP MORGAN MID CAP VALUE-I 758		0	67,938	98,790
54	BERSHIRE HATHAWAY INC		0	13,080	20,037
55	COMCAST CORP CLASS A		0	7,328	18,292
56	ASG GLOBAL ALTERNATIVES-Y 1993		0	111,744	110,578
57	GOOGLE INC		0	10,166	19,052
58	VANGUARD REIT VIPER		0	98,259	124,601
59	CELANESE CORP		0	6,344	9,292
60	VANGUARD EMERGING MARKETS ETF		0	124,890	119,759
61	MONSTER BEVERAGE CORP		0	6,215	9,284
62	OPPENHEIMER DEVELOPING MKT-Y 788		0	108,707	122,633
63	EATON CORP PLC		0	8,577	12,636
64	CME GROUP INC		0	10,379	14,829
65	SPDR DJ WILSHIRE INTERNATIONAL REA		0	110,208	125,207
66	RIDGEWORTH SEIX HY BD-I 5855		0	185,025	180,673
67	KALMAR GR W/VAL SM CAP-INS #4		0	57,565	74,888
68	CREDIT SUISSE COMM RT ST-CO 2156		0	177,725	145,303
69	KEELEY SMALL CAP VAL FD CL I 2251		0	47,878	75,372

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

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

1	COST BASIS ADJUSTMENT	1	159
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	11,359
3	FEDERAL EXCISE TAX REFUND	3	3,074
4	Total	4	14,592

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	6,232
2	PY RETURN OF CAPITAL	2	1,369
3	Total	3	7,601

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

[illegible]

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

Long Term CG Distributions										Amount	28,344	0		
Short Term CG Distributions										Amount	28,344	0		
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85	MONSTER BEVERAGE CORP	611740101		1/22/2013	7/16/2013	1,391			1,108	283	0	0	0	283
86	NATIONAL OILWELL INC COM	637071101		7/5/2013	1/1/4/2013	2,997			2,571	426	0	0	0	426
87	NESTLE S A REGISTERED SHARES - A	641069408		7/16/2013	7/16/2013	3,059			3,089	-30	0	0	0	-30
88	NESTLE S A REGISTERED SHARES - A	641069406		12/6/2010	7/16/2013	3,400			281	59	0	0	0	59
89	NOVARTIS AG - ADR	66987V109		10/31/2007	7/29/2013	8,807			6,910	1,897	0	0	0	1,897
90	NOVARTIS CORP	561550103		7/16/2013	7/16/2013	2,949			2,590	359	0	0	0	359
91	ORACLE CORPORATION	66389X105		2/15/2013	7/16/2013	2,404			2,604	-200	0	0	0	-200
92	ORACLE CORPORATION	66389X105		12/6/2010	7/16/2013	609			554	55	0	0	0	55
93	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/19/2013	7/17/2013	139			143	-4	0	0	0	-4
94	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/19/2013	10/14/2013	29,166			27,576	1,590	0	0	0	1,590
95	PIMCO TOTAL RET FD-INST #35	693390700		9/27/2012	7/17/2013	45,116			46,772	-1,656	0	0	0	-1,656
96	PIMCO TOTAL RET FD-INST #35	693390700		9/27/2012	7/17/2013	28,343			30,333	-1,990	0	0	0	-1,990
97	PIMCO TOTAL RET FD-INST #35	693390700		10/12/2012	7/17/2013	16,030			16,875	-845	0	0	0	-845
98	PIMCO FOREIGN BD FUSD H-INST #1	693390882		10/12/2011	2/13/2013	10,673			10,505	168	0	0	0	168
99	RIDGEWORTH SEIX HY BD-I #5855	76628T845		2/14/2011	2/13/2013	42,238			41,700	538	0	0	0	538
100	SPDR DJ WILSHIRE INTERNATIONAL R78463X863	62/2011		9/2/2011	2/13/2013	2,918			2,857	61	0	0	0	61
101	SPDR DJ WILSHIRE INTERNATIONAL R78463X863	62/2011		7/17/2013	10/14/2013	1,237			1,285	-48	0	0	0	-48
102	SPDR DJ WILSHIRE INTERNATIONAL R78463X863	62/2011		9/2/2011	10/14/2013	557			531	26	0	0	0	26
103	SCHLUMBERGER LTD	27/2012		2/7/2012	7/16/2013	152			159	-7	0	0	0	-7
104	SCHLUMBERGER LTD	806857108		2/15/2013	7/16/2013	2,666			2,802	-136	0	0	0	-136
105	SCHLUMBERGER LTD	806857108		10/12/2011	7/16/2013	457			440	17	0	0	0	17
106	TCW SMALL CAP GROWTH FUND-I #478734N849	81812E106		2/14/2011	1/4/2013	52,422			59,519	-7,497	0	0	0	-7,497
107	TCW SMALL CAP GROWTH FUND-I #478734N849	81812E106		10/12/2011	1/4/2013	21,908			20,800	1,108	0	0	0	1,108
108	TCW SMALL CAP GROWTH FUND-I #478734N849	81812E106		7/10/2012	1/4/2013	7,729			7,200	529	0	0	0	529
109	TJX COS INC NEW	872540109		3/21/2012	7/16/2013	3,364			2,537	827	0	0	0	827
110	TARGET CORP	87612E106		2/15/2013	7/16/2013	2,882			2,454	428	0	0	0	428
111	TARGET CORP	87612E106		9/27/2000	7/16/2013	1,297			445	852	0	0	0	852
112	TEVA PHARMACEUTICAL INDUSTRIES	881824209		2/10/2011	7/16/2013	1,643			2,164	-521	0	0	0	-521
113	TEVA PHARMACEUTICAL INDUSTRIES	881824209		2/10/2011	8/19/2013	8,055			10,458	-2,403	0	0	0	-2,403
114	TEVA PHARMACEUTICAL INDUSTRIES	881824209		6/2/2011	7/3/2013	196			251	-55	0	0	0	-55
115	TEVA PHARMACEUTICAL INDUSTRIES	881824209		6/2/2011	7/3/2013	2,558			1,903	655	0	0	0	655
116	THERMO FISHER SCIENTIFIC INC	883556102		12/6/2010	7/16/2013	3,231			2,747	484	0	0	0	484
117	THERMO FISHER SCIENTIFIC INC	883556102		12/6/2010	8/30/2013	2,927			1,719	1,208	0	0	0	1,208
118	THERMO FISHER SCIENTIFIC INC	883556102		12/6/2010	7/16/2013	2,859			2,571	288	0	0	0	288
119	BM CO	86579Y101		12/17/2010	7/16/2013	800			603	197	0	0	0	197
120	BM CO	86579Y101		2/15/2013	7/16/2013	2,548			2,507	41	0	0	0	41
121	TOTAL S A - ADR	89151E109		7/5/2012	7/16/2013	356			316	40	0	0	0	40
122	TOTAL S A - ADR	89151E109		2/15/2013	7/16/2013	2,788			2,533	255	0	0	0	255
123	US BANCORP DEL NEW	902973304		2/10/2011	7/16/2013	557			417	140	0	0	0	140
124	US BANCORP DEL NEW	902973304		12/6/2010	7/16/2013	6,205			3,694	2,511	0	0	0	2,511
125	UNION PACIFIC CORP	907818108		12/6/2010	7/16/2013	4,298			3,692	606	0	0	0	606
126	UNION PACIFIC CORP	907818108		8/12/2011	7/16/2013	1,371			1,045	326	0	0	0	326
127	UNITED PARCEL SERVICE-CL B	913131206		4/3/2013	7/16/2013	3,140			2,915	225	0	0	0	225
128	UNITEDHEALTH GROUP INC	91324P102		2/10/2011	10/14/2013	25,344			27,270	-1,926	0	0	0	-1,926
129	VANGUARD FTSE EMERGING MARKET	922042858		4/3/2013	7/16/2013	972			913	59	0	0	0	59
130	VANGUARD REIT VIPER	922042858		9/25/2012	7/17/2013	2,371			2,141	230	0	0	0	230
131	VANGUARD REIT VIPER	922042858		9/25/2012	7/17/2013	1,796			1,402	394	0	0	0	394
132	VANGUARD REIT VIPER	922042858		2/10/2011	7/17/2013	8,028			8,940	-912	0	0	0	-912
133	VODAFONE GROUP PLC NEW ADR	92857W209		2/15/2013	7/16/2013	2,981			2,729	252	0	0	0	252
134	EATON CORP PLC	G29183103		12/2/2012	7/16/2013	731			568	163	0	0	0	163
135	EATON CORP PLC	G29183103		12/2/2012	7/16/2013	731			568	163	0	0	0	163

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

		Date	Amount
1	Credit from prior year return	1	1,302
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	1,302