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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

OMB No 1545-0052

2013

Open to Public Inspection

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**For calendar year 2013 or tax year beginning , and ending**

Name of foundation HAYNER FOUNDATION		A Employer identification number 35-6064431
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 Winston Salem	State NC	ZIP code 27101-3818
Foreign country name	Foreign province/state/county	Foreign postal code
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,283,477		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	54,015	52,781		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85,278			
	b Gross sales price for all assets on line 6a	947,882			
	7 Capital gain net income (from Part IV, line 2)		85,278		
	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	139,293	138,059	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	34,188	25,641		8,547
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)	763			763
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,075	1,431		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	8		
	24 Total operating and administrative expenses. Add lines 13 through 23	37,634	27,080	0	9,910
	25 Contributions, gifts, grants paid	96,000			96,000
26 Total expenses and disbursements. Add lines 24 and 25	133,634	27,080	0	105,910	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,659				
b Net investment income (if negative, enter -0-)		110,979			
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	2,443	6,161	6,161
	2 Savings and temporary cash investments	152,296	1,114	1,114
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,856,293	2,011,867	2,276,203
	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)	2,011,032	2,019,142	2,283,478
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,011,032	2,019,142	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,011,032	2,019,142	
	31 Total liabilities and net assets/fund balances (see instructions)	2,011,032	2,019,142	

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	2,011,032
2 Enter amount from Part I, line 27a	2	5,659
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	6,001
4 Add lines 1, 2, and 3	4	2,022,692
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,550
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,019,142

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	85,278
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	115,690	2,142,695	0.053993
2011	103,491	2,250,229	0.045991
2010	73,000	2,122,491	0.034394
2009	143,908	1,971,517	0.072994
2008	132,569	2,345,561	0.056519

2 Total of line 1, column (d)	2	0.263891
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	0.052778
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,226,332
5 Multiply line 4 by line 3	5	117,501
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,110
7 Add lines 5 and 6	7	118,611
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	105,910

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 <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	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	1	2,220
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	2,220
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	2,220
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,027
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	1,027
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,193
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?	13	X	
Website address ► N/A				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	34,188		

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	2,181,004
b	Average of monthly cash balances	1b	79,232
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,260,236
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	2,260,236
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,904
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,226,332
6	Minimum investment return. Enter 5% of line 5	6	111,317

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	111,317
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,220
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,220
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,097
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,097
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	109,097

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	105,910
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	105,910
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	105,910

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				109,097
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			94,633	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 105,910				
a Applied to 2012, but not more than line 2a			94,633	
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				11,277
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				97,820
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	96,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Form **990-PF** (2013)

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

Recipient(s) paid during the year

Name

INDIANA INSTITUTE OF TECHNOLOGY

Street

1600 E WASHINGTON BLVD

City

FORT WAYNE

State

IN

Zip Code

46803

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

TRINE UNIVERSITY

Street

1 UNIVERSITY AVE

City

ANGOLA

State

IN

Zip Code

46703

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

FORT WAYNE MUSEUM OF ART

Street

311 E MAIN ST

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

ALLEN COUNTY EDUCATION PARTNERSHIP

Street

709 CLAY ST

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

COMMUNITY HARVEST FOOD BANK OF NORTHEAST INDIANA INC.

Street

999 E TILLMAN ROAD

City

FORT WAYNE

State

IN

Zip Code

46816

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

SCIENCE CENTRAL

Street

1950 N CLINTON ST

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,000

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

Recipient(s) paid during the year

Name

SAFY

Street

705 E STATE BLVD

City

FORT WAYNE

State

IN

Zip Code

46805

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

CANCER SERVICES OF NORTHEAST INDIANA

Street

6316 MUTUAL DR

City

FORT WAYNE

State

IN

Zip Code

46825

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

FORT WAYNE CENTER FOR LEARNING

Street

800 BROADWAY STE 215

City

FORT WAYNE

State

IN

Zip Code

46804

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										8,510											
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	EMC CORP MASS	268648102		3/1/2013		10/14/2013	175	163				0	12							
2	X	EMERSON ELECTRIC CO	291011104		12/3/2008		3/1/2013	11,235	6,688				0	4,577							
3	X	GATEWAY FUND - Y #1986	367829884		11/26/2012		7/17/2013	55,468	53,575				0	1,893							
4	X	GATEWAY FUND - Y #1986	367829884		3/1/2013		7/17/2013	23,952	23,800				0	152							
5	X	GILEAD SCIENCES INC	375558103		3/1/2013		4/4/2013	1,530	1,386				0	144							
6	X	GILEAD SCIENCES INC	375558103		3/1/2013		7/17/2013	1,945	1,473				0	472							
7	X	GILEAD SCIENCES INC	375558103		3/1/2013		10/14/2013	311	216				0	95							
8	X	GILEAD SCIENCES INC	375558103		3/1/2013		12/13/2013	1,349	823				0	526							
9	X	GOLDMAN SACHS GROUP INC	38141G104		2/16/2011		7/17/2013	1,440	1,518				0	-78							
10	X	HSBC - ADR	404280406		3/1/2013		7/17/2013	1,726	1,699				27	27							
11	X	HUSMAN STRATEGIC GROW	448108100		2/28/2011		3/1/2013	41,057	47,046				0	-5,989							
12	X	INTEL CORP	458140100		3/28/1994		3/1/2013	2,199	473				0	1,726							
13	X	INTEL CORP	458140100		3/28/1994		6/18/2013	6,231	1,104				0	5,127							
14	X	INTERNATIONAL BUSINESS M	459200101		6/18/2013		7/17/2013	1,557	1,643				0	-86							
15	X	ISHARES CORE S & P 500 ETF	464287200		12/28/2009		3/1/2013	916	679				0	237							
16	X	ISHARES CORE S & P 500 ETF	464287200		12/28/2009		7/17/2013	46,137	30,878				0	15,259							
17	X	ISHARES CORE S & P 500 ETF	464287200		12/28/2009		10/14/2013	852	566				0	286							
18	X	ISHARES MSCI EAFE	464287465		12/28/2009		3/1/2013	209,015	201,123				0	7,892							
19	X	ISHARES S&P MID-CAP 400 G	464287606		7/17/2013		10/14/2013	4,751	4,610				0	141							
20	X	ISHARES S&P MID-CAP 400 V	464287705		3/1/2013		7/17/2013	2,667	2,399				0	268							
21	X	ISHARES S&P MID-CAP 400 V	464287705		3/1/2013		10/14/2013	438	394				0	54							
22	X	ISHARES S&P MID-CAP 400 V	464287705		2/15/2008		10/14/2013	1,644	1,114				0	530							
23	X	ISHARES CORE S&P SMALL-C	464287804		12/28/2009		3/1/2013	41,747	27,658				0	14,089							
24	X	ISHARES CORE S&P SMALL-C	464287804		7/17/2013		10/14/2013	1,309	1,252				0	57							
25	X	ISHARES CORE S&P SMALL-C	464287804		12/28/2009		10/14/2013	4,732	2,616				0	2,116							
26	X	JPMORGAN CHASE & CO	46825H100		3/1/2013		7/17/2013	2,203	1,982				0	241							
27	X	JPMORGAN CHASE & CO	46825H100		12/28/2009		7/17/2013	366	294				0	92							
28	X	JPMORGAN CHASE & CO	46825H100		12/28/2009		10/14/2013	468	378				0	90							
29	X	JOHNSON & JOHNSON	478160104		2/29/2008		3/1/2013	19,165	9,010				0	10,155							
30	X	AFLAC INC	001055102		6/23/2008		7/17/2013	1,838	2,007				0	-169							
31	X	AQR MANAGED FUTURES STI	00203H859		7/19/2013		10/14/2013	21,461	21,848				0	-387							
32	X	AFFILIATED MANAGERS GRO	008252108		2/16/2011		3/1/2013	878	674				0	204							
33	X	AFFILIATED MANAGERS GRO	008252108		2/16/2011		7/17/2013	1,747	1,123				0	624							
34	X	ANHEUSER-BUSCH INBEV SP	03524A108		3/1/2013		7/17/2013	1,741	1,789				0	-48							
35	X	APACHE CORP	037411105		3/1/2013		7/17/2013	1,559	1,398				0	161							
36	X	APACHE CORP	037411105		1/9/2007		7/17/2013	164	129				0	35							
37	X	APPLE INC	037833100		11/26/2012		7/17/2013	3,864	5,300				0	-1,436							
38	X	BERKSHIRE HATHAWAY INC	084670702		3/1/2013		7/17/2013	2,830	2,448				0	382							
39	X	BERKSHIRE HATHAWAY INC	084670702		11/26/2012		7/17/2013	354	265				0	89							
40	X	BHP BILLITON LIMITED - ADR	088060108		3/1/2013		7/17/2013	832	961				0	-129							
41	X	BOEING CO	097023105		3/1/2013		7/17/2013	1,568	1,155				0	413							
42	X	CME GROUP INC	12572Q105		3/1/2013		7/17/2013	1,832	1,433				0	399							
43	X	CME GROUP INC	12572Q105		11/26/2012		7/17/2013	458	331				0	127							
44	X	CVS/CAREMARK CORPORATI	126650100		3/1/2013		7/17/2013	2,072	1,754				0	318							
45	X	CAPITAL ONE FINANCIAL CO	14040H105		3/1/2013		7/17/2013	1,665	1,290				0	375							
46	X	CAPITAL ONE FINANCIAL CO	14040H105		12/28/2009		7/17/2013	133	78				0	55							
47	X	CELANESE CORP	150870103		3/1/2013		7/17/2013	1,088	1,058				0	30							
48	X	CHEVRON CORP	166764100		3/1/2013		7/17/2013	1,786	1,753				0	33							
49	X	CHEVRON CORP	166764100		11/26/2012		7/17/2013	1,548	1,364				0	184							
50	X	CISCO SYSTEMS INC	17275R102		11/26/2012		7/17/2013	1,621	1,364				0	257							
51	X	CISCO SYSTEMS INC	17275R102		3/1/2013		7/17/2013	1,235	999				0	236							
52	X	CISCO SYSTEMS INC	17275R102		2/2/1998		7/17/2013	1,724	723				0	1,001							
53	X	CISCO SYSTEMS INC	17275R102		2/2/1998		10/14/2013	325	151				0	174							
54	X	COACH INC	189754104		3/1/2013		7/17/2013	1,630	1,346				0	284							
55	X	COACH INC	189754104		3/1/2013		10/14/2013	378	337				0	41							
56	X	COMCAST CORP CLASS A	20030N101		3/1/2013		7/17/2013	1,893	1,716				0	177							
57	X	COMCAST CORP CLASS A	20030N101		12/28/2009		7/17/2013	440	171				0	269							
58	X	CREDIT SUISSE COMM RET S	2254B305		2/28/2011		10/14/2013	18,302	23,868				0	-5,556							
59	X	DIAGEO PLC - ADR	25243Q205		12/28/2009		7/17/2013	1,342	1,302				0	40							
60	X	DIAGEO PLC - ADR	25243Q205		12/28/2009		7/17/2013	488	278				0	210							
61	X	DIAMOND HILL LONG-SHORT	2526AS833		11/26/2012		3/1/2013	1,112	1,036				0	76							
62	X	DIAMOND HILL LONG-SHORT	2526AS833		11/26/2012		7/17/2013	3,192	2,739				0	453							
63	X	DIAMOND HILL LONG-SHORT	2526AS833		2/28/2011		7/17/2013	13,215	10,643				0	2,572							
64	X	WALT DISNEY CO	254687106		3/1/2013		7/17/2013	2,089	1,766				0	323							
65	X	WALT DISNEY CO	254687106		12/28/2009		7/17/2013	457	225				0	232							
66	X	WALT DISNEY CO	254687106		12/28/2009		10/14/2013	398	193				0	205							
67	X	DREYFUS EMG MKT DEBT LO	261980494		11/26/2012		3/1/2013	9,600	9,450				0	150							
68	X	DREYFUS EMG MKT DEBT LO	261980494		11/26/2012		10/14/2013	31,852	33,702				0	-1,850							

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										8,510		Capital Gains/Losses Other sales		947,882		862,604		85,278	
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 E M C CORP MASS	266648102			3/1/2013		7/17/2013	1,269	1,164				0	105					
70	X JOHNSON CONTROLS INC	478366107			3/1/2013		7/17/2013	2,423	2,055				0	368					
71	X JOHNSON CONTROLS INC	478366107			3/1/2013		10/14/2013	293	221				0	72					
72	X JOHNSON CONTROLS INC	478366107			3/1/2013		11/14/2013	1,078	696				0	383					
73	X JOHNSON CONTROLS INC	478366107			11/26/2012		11/14/2013	1,668	918				0	750					
74	X LAUDUS MONDRIAN INTL FLIR	518550655			2/28/2011		3/1/2013	12,293	13,215				0	-922					
75	X LAUDUS MONDRIAN INTL FLIR	518550655			2/18/2011		3/1/2013	100,984	107,193				0	-6,209					
76	X MCKESSON CORP	58155Q103			3/1/2013		7/17/2013	1,771	1,614				0	157					
77	X MCKESSON CORP	58155Q103			3/1/2013		12/13/2013	785	538				0	247					
78	X MICROSOFT CORP	594918104			3/28/1994		3/1/2013	4,846	437				0	4,409					
79	X MICROSOFT CORP	594918104			3/28/1994		7/17/2013	1,595	110				0	1,485					
80	X MONSTER BEVERAGE CORP	611740101			3/1/2013		7/17/2013	1,348	1,111				0	237					
81	X NATIONAL OILWELL INC COM	637071101			7/5/2013		7/17/2013	1,676	1,643				0	33					
82	X NESTLE S A REGISTERED SH	641069406			3/1/2013		7/17/2013	1,293	1,316				0	-23					
83	X NESTLE S A REGISTERED SH	641069406			12/28/2009		7/17/2013	408	294				0	114					
84	X NOVARTIS AG - ADR	6987Y109			12/28/2009		3/1/2013	4,083	3,284				0	799					
85	X ORACLE CORPORATION	68389X105			3/1/2013		7/17/2013	1,444	1,561				0	-117					
86	X ORACLE CORPORATION	68389X105			11/26/2012		7/17/2013	257	247				0	10					
87	X PRAXAIR INC COM	74005P104			3/16/2005		3/1/2013	5,667	2,395				0	3,272					
88	X PROCTER & GAMBLE CO	742718109			6/20/1991		3/1/2013	11,481	1,497				0	9,984					
89	X RIDGEWORTH SEIX HY BD-I #	766281645			2/28/2011		3/1/2013	15,606	15,407				0	199					
90	X SPDR DJ WILSHIRE INTERNA	78463X863			3/1/2013		10/14/2013	1,884	1,851				0	33					
91	X SPDR DJ WILSHIRE INTERNA	78463X863			7/17/2013		10/14/2013	3,169	3,051				0	118					
92	X SCHLUMBERGER LTD	806857108			3/1/2013		7/17/2013	1,845	1,862				0	-17					
93	X SCHLUMBERGER LTD	806857108			11/26/2012		7/17/2013	154	141				0	13					
94	X SCHLUMBERGER LTD	806857108			11/26/2012		10/14/2013	536	422				0	114					
95	X TJX COS INC NEW	872540109			3/1/2013		7/17/2013	1,466	1,259				0	207					
96	X TJX COS INC NEW	872540109			11/26/2012		7/17/2013	262	217				0	45					
97	X TARGET CORP	87612E106			3/1/2013		7/17/2013	1,730	1,536				0	194					
98	X TARGET CORP	87612E106			6/21/2000		7/17/2013	433	159				0	274					
99	X TOTAL S A - ADR	89151E109			3/1/2013		7/17/2013	1,078	1,056				0	22					
100	X TOTAL S A - ADR	89151E109			11/26/2012		7/17/2013	257	250				0	7					
101	X 3M CO	88579Y101			3/1/2013		7/17/2013	1,953	1,762				0	191					
102	X US BANCORP DEL NEW	902973304			3/1/2013		7/17/2013	1,434	1,329				0	105					
103	X US BANCORP DEL NEW	902973304			2/16/2011		7/17/2013	221	172				0	49					
104	X US BANCORP DEL NEW	902973304			2/16/2011		10/14/2013	333	257				0	76					
105	X UNION PACIFIC CORP	907818108			3/1/2013		7/17/2013	3,255	2,870				0	385					
106	X UNION PACIFIC CORP	907818108			3/1/2013		7/17/2013	2,738	2,323				0	415					
107	X UNITED PARCEL SERVICE-CL	911312108			3/1/2013		7/17/2013	1,468	1,409				0	59					
108	X UNITEDHEALTH GROUP INC	91324P102			4/4/2013		7/17/2013	1,678	1,556				0	122					
109	X UNITEDHEALTH GROUP INC	91324P102			3/1/2013		7/17/2013	739	588				0	151					
110	X VANGUARD INTERMEDIATE T	921837819			11/26/2012		7/17/2013	23,927	25,724				0	-1,797					
111	X VANGUARD SHORT TERM BO	921837827			11/26/2012		7/17/2013	12,284	12,444				0	-160					
112	X VANGUARD FTSE DEVELOPE	921843858			3/1/2013		7/17/2013	8,744	8,404				0	340					
113	X VANGUARD FTSE DEVELOPE	921843858			3/1/2013		10/14/2013	19,069	17,169				0	1,900					
114	X VANGUARD FTSE EMERGING	922042858			2/16/2011		10/14/2013	31,680	34,627				0	-2,947					
115	X VANGUARD FTSE EMERGING	922042858			3/1/2013		10/14/2013	1,816	1,872				0	-56					
116	X VANGUARD REIT VIPER	922908553			12/28/2009		3/1/2013	2,006	1,310				0	696					
117	X VODAFONE GROUP PLC NEW	92857W209			12/28/2009		3/1/2013	3,284	2,991				0	293					
118	X EATON CORP PLC	G29183103			3/1/2013		10/14/2013	341	312				0	29					
119	X TEVA PHARMACEUTICAL IND	881624209			12/28/2009		7/17/2013	1,103	1,572				0	-469					
120	X TEVA PHARMACEUTICAL IND	881624209			12/28/2009		8/19/2013	1,277	1,766				0	-519					
121	X TEVA PHARMACEUTICAL IND	881624209			3/1/2013		8/19/2013	2,834	2,647				0	187					
122	X THERMO FISHER SCIENTIFIC	883556102			3/1/2013		7/17/2013	1,616	1,414				0	202					
123	X THERMO FISHER SCIENTIFIC	883556102			3/1/2013		7/17/2013	1,843	1,563				0	280					
124	X THERMO FISHER SCIENTIFIC	883556102			3/1/2013		8/30/2013	1,330	1,116				0	214					

Amount 8,510

Long Term CG Distributions
Short Term CG Distributions

Capital Gains/Losses
Other sales

Gross Sales 947,882

Cost, Other Basis and Expenses 862,604

Net Gain or Loss 85,278

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		763	0	0	763
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	763			763

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

		2,075	1,431	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES DUE	1,431	1,431		
2	ESTIMATED EXCISE PAYMENTS	644			

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

		8	8	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	8	8		

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

		1,856,293	2,011,867	2,276,203
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1			0	
2	AFFILIATED MANAGERS GROUP INC		3,816	7,374
3	APACHE CORPORATION COM		4,078	5,414
4	AFLAC INC		5,402	5,945
5	APPLE COMPUTER INC COM		11,660	12,903
6	BAXTER INTL INC COM		6,197	6,190
7	BOEING COMPANY		4,022	7,370
8	CVS/CAREMARK CORPORATION		5,210	7,229
9	CAPITAL ONE FINANCIAL CORP		3,025	5,976
10	CISCO SYSTEMS INC		3,443	7,155
11	CUMMINS INC		5,535	5,921
12	DIAGEO PLC - ADR		2,849	5,429
13	WALT DISNEY CO		3,925	9,321
14	E M C CORP MASS		3,399	3,672
15	GILEAD SCIENCES INC		3,767	6,534
16	INTERNATIONAL BUSINESS MACHS CORP		4,518	4,127
17	JOHNSON CONTROLS INC		3,402	6,464
18	MERGER FD SH BEN INT 260		67,668	67,806
19	MICROSOFT CORP		331	4,938
20	NATIONAL OILWELL INC COM		5,101	5,726
21	NESTLE S A REGISTERED SHARES - ADR		3,629	5,446
22	ORACLE CORPORATION		4,389	5,433
23	PIMCO FOREIGN BD FD USD H-INST 103		48,578	45,494
24	SCHLUMBERGER LTD		5,123	6,938
25	TJX COS INC NEW		4,558	6,692
26	THERMO FISHER SCIENTIFIC INC		3,497	5,233
27	TOTAL FINA ELF S A ADR		4,497	5,514
28	UNION PACIFIC CORP		6,560	8,064
29	MCKESSON CORP		4,627	6,940
30	GOLDMAN SACHS GROUP INC		4,358	4,963
31	HSBC - ADR		5,329	5,458
32	UNITED PARCEL SERVICE-CL B		4,392	5,569
33	TARGET CORP		3,821	7,276
34	UNITEDHEALTH GROUP INC		6,096	8,584
35	FID ADV EMER MKTS INC- CL I 607		34,422	33,592
36	COACH INC		4,280	4,996
37	BHP BILLITON LIMITED		3,621	3,342
38	ISHARES TR SMALLCAP 600 INDEX FD		48,471	95,052
39	JPMORGAN CHASE & CO		6,043	8,421
40	US BANCORP DEL NEW		4,431	6,262
41	ISHARES S&P MIDCAP 400 VALUE		39,466	63,926
42	ISHARES S & P 500 INDEX FUND		27,259	44,742
43	ANHEUSER-BUSCH INBEV SPN ADR		6,028	6,813
44	LAUDUS MONDRIAN INTL FI-INST 2940		48,849	44,770
45	EATON VANCE GLOBAL MACRO - I		23,256	22,715
46	ISHARES S&P MIDCAP 400 GROWTH		59,071	98,675

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

		1,856,293	2,011,867	2,276,203
Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47 CHEVRON CORP		0	4,618	5,496
48 DREYFUS EMG MKT DEBT LOC C-I 6083		0	81,875	78,281
49 DRIEHAUS ACTIVE INCOME FUND		0	113,993	114,896
50 3M CO		0	4,916	7,574
51 BERSHIRE HATHAWAY INC.		0	7,021	9,722
52 COMCAST CORP CLASS A		0	2,823	8,574
53 ASG GLOBAL ALTERNATIVES-Y 1993		0	69,025	68,075
54 GOOGLE INC		0	8,865	12,328
55 VANGUARD REIT VIPER		0	38,753	77,214
56 SBC COMMUNICATIONS 5 100% 9/15/14		0	44,488	51,594
57 CELANESE CORP		0	3,727	4,480
58 VANGUARD EMERGING MARKETS ETF		0	154,696	152,917
59 MONSTER BEVERAGE CORP		0	3,356	4,812
60 EATON CORP PLC		0	4,060	5,937
61 VANGUARD BD INDEX FD INC		0	284,946	281,833
62 CME GROUP INC		0	4,915	6,983
63 SPDR DJ WILSHIRE INTERNATIONAL REA		0	68,157	78,033
64 VANGUARD INTERMEDIATE TERM B		0	99,581	96,488
65 VANGUARD EUROPE PACIFIC ETF		0	185,796	214,694
66 DIAMOND HILL LONG-SHORT FD CL I 11		0	36,700	48,307
67 RIDGEWORTH SEIX HY BD-I 5855		0	115,431	111,737
68 CREDIT SUISSE COMM RT ST-CO 2156		0	112,126	89,824

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	106
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,895
3	Total	3	6,001

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,720
2	PY RETURN OF CAPITAL ADJUSTMENT	2	830
3	Total	3	3,550

Amount

Long Term CG Distributions										8,510	Amount		
Short Term CG Distributions										0			
CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adj Basis or Losses
1	E M C CORP MASS		3/1/2013	10/14/2013	175			163					12
2	EMERSON ELECTRIC CO		12/2/2008	3/1/2013	11,235			8,658	12				0
3	GATEWAY FUND - Y #1988		11/26/2012	7/17/2013	55,468			53,525	4,577				0
4	GATEWAY FUND - Y #1988		3/6/2013	7/17/2013	23,952			21,860	1,893				0
5	GILEAD SCIENCES INC		3/1/2013	4/4/2013	1,945			1,386	132				0
6	GILEAD SCIENCES INC		3/1/2013	7/17/2013	1,945			1,473	144				0
7	GILEAD SCIENCES INC		3/1/2013	12/13/2013	1,448			823	526				0
8	GOLDMAN SACHS GROUP INC		3/1/2013	7/17/2013	1,440			1,518	-78				0
9	PSGC-ADR		2/28/2011	3/1/2013	41,057			47,046	3,899				0
10	PUSMAN STRATEGIC GROWTH FUND		3/28/2011	3/1/2013	2,199			473	-5,989				0
11	INTEL CORP		3/28/1994	6/16/2013	6,231			1,104	1,726				0
12	INTERNATIONAL BUSINESS MACHS CO		6/16/2013	7/17/2013	1,557			1,643	5,127				0
13	ISHARES CORE S & P 500 ETF		12/28/2009	3/1/2013	919			679	-86				0
14	ISHARES CORE S & P 500 ETF		12/28/2009	7/17/2013	48,137			30,878	237				0
15	ISHARES CORE S & P 500 ETF		12/28/2009	10/14/2013	852			566	15,259				0
16	ISHARES MSCI EAFE		12/28/2009	3/1/2013	209,015			201,123	7,892				0
17	ISHARES S&P MID-CAP 400 GROWTH		7/17/2013	10/14/2013	4,751			4,610	141				0
18	ISHARES S&P MID-CAP 400 VALUE		3/1/2013	7/17/2013	2,667			2,359	268				0
19	ISHARES S&P MID-CAP 400 VALUE		3/1/2013	10/14/2013	438			384	54				0
20	ISHARES S&P MID-CAP 400 VALUE		12/28/2009	3/1/2013	1,644			1,114	530				0
21	ISHARES S&P SMALL-CAP E		12/28/2009	10/14/2013	1,309			27,658	14,089				0
22	ISHARES S&P SMALL-CAP E		12/28/2009	10/14/2013	4,732			2,252	2,116				0
23	ISHARES S&P SMALL-CAP E		12/28/2009	7/17/2013	2,203			1,962	241				0
24	ISHARES S&P SMALL-CAP E		12/28/2009	10/14/2013	386			294	92				0
25	JPMORGAN CHASE & CO		12/28/2009	7/17/2013	19,165			9,010	10,155				0
26	JPMORGAN CHASE & CO		12/28/2009	10/14/2013	1,838			2,007	-169				0
27	JOHNSON & JOHNSON		6/23/2008	7/17/2013	21,481			21,848	-367				0
28	AFLAC INC		7/19/2013	10/14/2013	1,978			674	204				0
29	AGR MANAGED FUTURES STR-1#1521		2/16/2011	3/1/2013									0
30	AFFILIATED MANAGERS GROUP INC		2/16/2011	7/17/2013	1,747			1,123	624				0
31	AFFILIATED MANAGERS GROUP INC		3/1/2013	7/17/2013	1,741			1,398	-48				0
32	ANHEUSER-BUSCH INBEV SPN ADR		1/6/2007	7/17/2013	1,559			1,29	161				0
33	APACHE CORP		11/26/2012	7/17/2013	3,864			5,300	-1,436				0
34	APACHE CORP		11/26/2012	7/17/2013	2,930			2,448	362				0
35	BERKSHIRE HATHAWAY INC												0
36	BERKSHIRE HATHAWAY INC												0
37	BERKSHIRE HATHAWAY INC												0
38	BHP BILLITON LIMITED -ADR												0
39	BOEING CO												0
40	CME GROUP INC												0
41	CME GROUP INC												0
42	CVS-CAREMARK CORPORATION												0
43	CVS-CAREMARK CORPORATION												0
44	CAPITAL ONE FINANCIAL CORP												0
45	CAPITAL ONE FINANCIAL CORP												0
46	CAPITAL ONE FINANCIAL CORP												0
47	CELANESE CORP												0
48	CHEVRON CORP												0
49	CHEVRON CORP												0
50	CHEVRON CORP												0
51	CISCO SYSTEMS INC												0
52	CISCO SYSTEMS INC												0
53	CISCO SYSTEMS INC												0
54	COACH INC												0
55	COACH INC												0
56	COMCAST CORP CLASS A												0
57	COMCAST CORP CLASS A												0
58	CREDIT SUISSE COMM RET ST-1 #2158												0
59	DIAGEO PLC -ADR												0
60	DIAGEO PLC -ADR												0
61	DIAMOND HILL LONG-SHORT FID CL 1#												0
62	DIAMOND HILL LONG-SHORT FID CL 1#												0
63	DIAMOND HILL LONG-SHORT FID CL 1#												0
64	WALT DISNEY CO												0
65	WALT DISNEY CO												0
66	WALT DISNEY CO												0
67	DREYFUS EMG MKT DEBT LOC C-1 #608												0
68	DREYFUS EMG MKT DEBT LOC C-1 #608												0
69	E M C CORP MASS												0
70	JOHNSON CONTROLS INC												0
71	JOHNSON CONTROLS INC												0
72	JOHNSON CONTROLS INC												0
73	JOHNSON CONTROLS INC												0
74	LAUDS MONDRIAN INTL FLHST #2940												0
75	LAUDS MONDRIAN INTL FLHST #2940												0
76	MCKESSON CORP												0
77	MCKESSON CORP												0
78	MICROSOFT CORP												0
79	MICROSOFT CORP												0
80	NATIONAL BEVERAGE CORP												0
81	NATIONAL OILWELL INC COM												0
82	NESTLE S.A. REGISTERED SHARES -A												0
83	NESTLE S.A. REGISTERED SHARES -A												0
84	NOVARTIS AG -ADR												0

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										8,510	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85	ORACLE CORPORATION	88389X105		3/1/2013	7/17/2013	1,444		0	1,361	-117	0	0	0	76,768
86	ORACLE CORPORATION	88389X105		11/26/2012	7/17/2013	257		0	247	10	0	0	0	-117
87	PRAXAIR INC COM	74005P104		3/18/2005	3/1/2013	5,667		0	2,395	3,272	0	0	0	3,272
88	PROCTER & GAMBLE CO	742718109		6/20/1991	3/1/2013	11,481		0	1,497	9,984	0	0	0	9,984
89	RIDGECORP WILSHIRE INTERNATIONAL	76828T845		2/28/2011	3/1/2013	15,606		0	15,407	199	0	0	0	199
90	SPDR DJ WILSHIRE INTERNATIONAL	768463X883		3/1/2013	10/14/2013	1,851		0	3,051	33	0	0	0	33
91	SPDR DJ WILSHIRE INTERNATIONAL	768463X883		7/17/2013	10/14/2013	3,169		0	3,051	118	0	0	0	118
92	SCHLUMBERGER LTD	808557108		3/1/2013	7/17/2013	1,845		0	1,682	-17	0	0	0	-17
93	SCHLUMBERGER LTD	808557108		11/26/2012	7/17/2013	154		0	141	13	0	0	0	13
94	SCHLUMBERGER LTD	808557108		11/26/2012	10/14/2013	536		0	422	114	0	0	0	114
95	JTX COS INC NEW	872540109		3/1/2013	7/17/2013	1,466		0	1,259	207	0	0	0	207
96	JTX COS INC NEW	872540109		11/26/2012	7/17/2013	262		0	217	45	0	0	0	45
97	TARGET CORP	87812E108		3/1/2013	7/17/2013	1,730		0	1,536	194	0	0	0	194
98	TARGET CORP	87812E108		6/21/2000	7/17/2013	433		0	159	274	0	0	0	274
99	TOTAL S.A. - ADR	89151E109		3/1/2013	7/17/2013	1,078		0	1,056	22	0	0	0	22
100	TOTAL S.A. - ADR	89151E109		11/26/2012	7/17/2013	257		0	250	7	0	0	0	7
101	3M CO	88579Y101		3/1/2013	7/17/2013	1,953		0	1,782	191	0	0	0	191
102	US BANCORP DEL NEW	902973304		3/1/2013	7/17/2013	1,434		0	1,329	105	0	0	0	105
103	US BANCORP DEL NEW	902973304		2/16/2011	7/17/2013	221		0	172	49	0	0	0	49
104	US BANCORP DEL NEW	902973304		2/16/2011	10/14/2013	333		0	257	76	0	0	0	76
105	UNION PACIFIC CORP	907818108		3/1/2013	7/17/2013	3,255		0	2,870	385	0	0	0	385
106	UNION PACIFIC CORP	907818108		3/1/2013	7/17/2013	2,736		0	2,323	415	0	0	0	415
107	UNITED PARCEL SERVICE-CL B	911312106		3/1/2013	7/17/2013	1,468		0	1,409	59	0	0	0	59
108	UNITED HEALTH GROUP INC	91324P102		4/4/2013	7/17/2013	1,678		0	1,556	122	0	0	0	122
109	UNITED HEALTH GROUP INC	91324P102		3/1/2013	7/17/2013	739		0	588	151	0	0	0	151
110	VANGUARD INTERMEDIATE TERM B	921837819		11/26/2012	7/17/2013	23,927		0	25,724	-1,797	0	0	0	-1,797
111	VANGUARD SHORT TERM BOND ETF	921837827		11/26/2012	7/17/2013	12,284		0	12,444	-160	0	0	0	-160
112	VANGUARD FTSE DEVELOPED ETF	921843858		3/1/2013	7/17/2013	8,744		0	8,404	340	0	0	0	340
113	VANGUARD FTSE DEVELOPED ETF	921843858		3/1/2013	10/14/2013	19,069		0	17,169	1,900	0	0	0	1,900
114	VANGUARD FTSE EMERGING MARKET	922042856		2/16/2011	10/14/2013	31,680		0	34,627	-2,947	0	0	0	-2,947
115	VANGUARD FTSE EMERGING MARKET	922042856		3/1/2013	10/14/2013	1,816		0	1,872	-56	0	0	0	-56
116	VANGUARD REIT VIPER	922068553		12/28/2009	3/1/2013	2,068		0	1,310	696	0	0	0	696
117	VODAFONE GROUP PLC NEW ADR	92857W209		12/28/2009	3/1/2013	3,284		0	2,981	293	0	0	0	293
118	EATON CORP PLC	629183103		3/1/2013	10/14/2013	312		0	312	29	0	0	0	29
119	TEVA PHARMACEUTICAL INDUSTRIES	881824209		12/28/2009	7/17/2013	1,103		0	1,572	-469	0	0	0	-469
120	TEVA PHARMACEUTICAL INDUSTRIES	881824209		12/28/2009	8/18/2013	1,277		0	1,706	-429	0	0	0	-429
121	TEVA PHARMACEUTICAL INDUSTRIES	881824209		3/1/2013	7/17/2013	2,834		0	2,647	187	0	0	0	187
122	THERMO FISHER SCIENTIFIC INC	883558102		3/1/2013	7/17/2013	1,616		0	1,414	202	0	0	0	202
123	THERMO FISHER SCIENTIFIC INC	883558102		3/1/2013	7/17/2013	1,843		0	1,563	280	0	0	0	280
124	THERMO FISHER SCIENTIFIC INC	883558102		3/1/2013	8/30/2013	1,330		0	1,116	214	0	0	0	214

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	34,188		
										34,188	0	0

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

		Date	Amount
1	Credit from prior year return		1 383
2	First quarter estimated tax payment		2
3	Second quarter estimated tax payment	6/10/2013	3 131
4	Third quarter estimated tax payment	9/9/2013	4 257
5	Fourth quarter estimated tax payment	12/10/2013	5 256
6	Other payments		6
7	Total		7 1,027

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	94,633
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	94,633