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

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation FIELDS FOUNDATION IRR T/U/A			A Employer identification number 35-6256726	
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	
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) \$ 2,077,705		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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	42,306	41,266		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,438			
	b Gross sales price for all assets on line 6a	779,039			
	7 Capital gain net income (from Part IV, line 2)		47,438		
	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	89,744	88,704	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,016	23,262		7,754
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,143			1,143
	c Other professional fees (attach schedule)	678			678
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,238	1,110		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9	9		
	24 Total operating and administrative expenses. Add lines 13 through 23	34,084	24,381	0	9,575
	25 Contributions, gifts, grants paid	50,750			50,750
26 Total expenses and disbursements. Add lines 24 and 25	84,834	24,381	0	60,325	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,910				
b Net investment income (if negative, enter -0-)		64,323			
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	1,310	6,121	6,121
	2 Savings and temporary cash investments	68,545	48,781	48,781
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,689,302	1,711,055	2,022,803
	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)	1,759,157	1,765,957	2,077,705
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,759,157	1,765,957	
	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)	1,759,157	1,765,957	
	31 Total liabilities and net assets/fund balances (see instructions)	1,759,157	1,765,957	

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	1,759,157
2 Enter amount from Part I, line 27a	2	4,910
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	6,530
4 Add lines 1, 2, and 3	4	1,770,597
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,640
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,765,957

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	47,438
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	73,125	1,823,641	0.040098
2011	87,431	1,862,379	0.046946
2010	86,968	1,765,292	0.049266
2009	95,081	1,609,083	0.059090
2008	208,168	2,194,737	0.094849

2 Total of line 1, column (d)	2	0.290249
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	0.058050
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,963,363
5 Multiply line 4 by line 3	5	113,973
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	643
7 Add lines 5 and 6	7	114,616
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	60,325

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			
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-)			0
3	Add lines 1 and 2			1,286
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,286
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	624	
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			624
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			662
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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? <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? N/A	<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	31,016		

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	1,924,185
b	Average of monthly cash balances	1b	69,077
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,993,262
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	1,993,262
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	29,899
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,963,363
6	Minimum investment return. Enter 5% of line 5	6	98,168

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	98,168
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,286
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,286
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,882
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	96,882
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	96,882

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	60,325
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	60,325
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	60,325

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				96,882
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,762	
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 ▶ \$ 60,325				
a Applied to 2012, but not more than line 2a			7,762	
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				52,563
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				44,319
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			3a	50,750
b Approved for future payment 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	42,306	
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	47,438	
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		89,744	0
13	Total. Add line 12, columns (b), (d), and (e)				13	89,744

(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

GIRL SCOUTS OF NORTHERN INDIANA

Street

3620 DEAHL CT

City

SOUTH BEND

State

IN

Zip Code

46628

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

CENTER FOR HISTORY

Street

808 WEST WASHINGTON STREET

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

SOUTH BEND CIVIC THEATRE INC

Street

PO BOX 1146

City

SOUTH BEND

State

IN

Zip Code

46624

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

HABITAT FOR HUMANITY INTERNATIONAL

Street

270 PEACHTREE STREET NW SUITE 1300

City

ATLANTA

State

GA

Zip Code

30303

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

THE MOYER FOUNDATION

Street

2426 32ND AVE W SUITE 200

City

SEATTLE

State

WA

Zip Code

98199

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,000

Name

ROBINSON COMMUNITY LEARNING CENTER

Street

921 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

7,500

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

Recipient(s) paid during the year

Name

YMCA OF MICHIANA, INC

Street

1201 NORTHSIDE BLVD

City

SOUTH BEND

State

IN

Zip Code

46615

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

DOWNTOWN SOUTH BEND, INC

Street

217 S 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

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****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									
										17,068											
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	Totals			Net Gain or Loss									
									Capital Gains/Losses Other sales												
									Gross Sales	Cost, Other Basis and Expenses	Depreciation	Adjustments	Net Gain or Loss								
1	X NOVARTIS AG - ADR	66987V109			2/19/2010		1/29/2013	5,760	4,526			0	1,234								
2	X ORACLE CORPORATION	68389X105			2/15/2013		7/16/2013	1,443	1,562			0	-119								
3	X ORACLE CORPORATION	68389X105			6/2/2011		7/16/2013	770	778			0	-8								
4	X OPPENHEIMER DEVELOPING	683974505			2/19/2013		10/14/2013	16,963	16,038			0	925								
5	X PIMCO TOTAL RET FD-INST #	693390700			11/30/2012		2/13/2013	40,182	41,801			0	-1,619								
6	X PIMCO TOTAL RET FD-INST #	693390700			9/27/2012		2/13/2013	20,104	20,841			0	-737								
7	X PIMCO TOTAL RET FD-INST #	693390700			4/18/2012		7/17/2013	6,286	6,501			0	-215								
8	X PIMCO TOTAL RET FD-INST #	693390700			9/27/2012		7/17/2013	1,404	1,503			0	-99								
9	X PIMCO TOTAL RET FD-INST #	693390700			2/1/2012		7/17/2013	7,093	7,288			0	-195								
10	X PIMCO FOREIGN BD FD USD	693390882			10/14/2011		2/13/2013	3,253	3,198			0	55								
11	X PIMCO FOREIGN BD FD USD	693390882			10/14/2011		7/17/2013	2,483	2,478			0	5								
12	X RIDGEWORTH SEIX HY BD-1 #	766281645			9/27/2012		2/13/2013	12,673	12,338			0	335								
13	X RIDGEWORTH SEIX HY BD-1 #	766281645			11/17/2010		2/13/2013	4,575	4,418			0	157								
14	X SCHLUMBERGER LTD	806857108			2/15/2013		7/16/2013	1,523	1,601			0	-78								
15	X SCHLUMBERGER LTD	806857108			2/7/2012		7/16/2013	762	796			0	-34								
16	X TCW SMALL CAP GROWTH FUND	87234N849			11/17/2010		1/4/2013	30,680	29,497			0	1,183								
17	X TJX COS INC NEW	872540109			2/15/2013		7/16/2013	1,822	1,561			0	261								
18	X TJX COS INC NEW	872540109			10/12/2011		7/16/2013	625	348			0	277								
19	X TARGET CORP	87612E108			2/11/2010		7/16/2013	1,369	934			0	435								
20	X TEVA PHARMACEUTICAL LTD	881624209			6/2/2011		8/19/2013	3,174	4,009			0	-835								
21	X TEVA PHARMACEUTICAL LTD	881624209			2/11/2010		7/16/2013	1,095	1,623			0	-528								
22	X THERMO FISHER SCIENTIFIC	883556102			6/2/2011		7/3/2013	853	634			0	219								
23	X THERMO FISHER SCIENTIFIC	881624209			2/11/2010		8/19/2013	1,865	2,724			0	-859								
24	X THERMO FISHER SCIENTIFIC	883556102			2/1/2010		7/3/2013	1,705	942			0	763								
25	X THERMO FISHER SCIENTIFIC	883556102			2/15/2013		7/16/2013	1,746	1,485			0	261								
26	X THERMO FISHER SCIENTIFIC	883556102			2/1/2010		7/16/2013	87	47			0	40								
27	X THERMO FISHER SCIENTIFIC	883556102			2/15/2013		8/30/2013	1,774	942			0	832								
28	X 3M CO	88579Y101			2/15/2013		7/16/2013	1,715	1,542			0	173								
29	X 3M CO	88579Y101			12/17/2010		7/16/2013	800	603			0	197								
30	X TOTAL SA - ADR	89151E109			2/15/2013		7/16/2013	1,528	1,504			0	24								
31	X TOTAL SA - ADR	89151E109			7/5/2012		7/16/2013	255	226			0	29								
32	X US BANCORP DEL NEW	902973304			2/15/2013		7/16/2013	1,672	1,520			0	152								
33	X APPLE INC	037833100			2/15/2013		7/16/2013	2,147	2,306			0	-159								
34	X APPLE INC	037833100			2/11/2010		7/16/2013	429	195			0	234								
35	X ARTISAN INTERNATIONAL FU	04314H204			10/15/2007		2/13/2013	1,541	2,077			0	-536								
36	X ARTISAN INTERNATIONAL FU	04314H204			10/15/2007		7/17/2013	3,569	4,546			0	-977								
37	X ARTISAN INTERNATIONAL FU	04314H204			12/19/2007		7/17/2013	5,941	6,322			0	-381								
38	X ARTISAN INTERNATIONAL FU	04314H204			12/19/2007		10/14/2013	2,187	2,197			0	-10								
39	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		7/17/2013	9,320	8,362			0	958								
40	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		10/14/2013	2,080	1,714			0	366								
41	X BERKSHIRE HATHAWAY INC	084670702			4/1/2008		7/16/2013	3,160	2,365			0	795								
42	X UNITED PARCEL SERVICE-CL	911312106			2/15/2013		7/16/2013	1,714	1,666			0	48								
43	X US BANCORP DEL NEW	902973304			2/7/2011		7/16/2013	557	420			0	137								
44	X UNITED PARCEL SERVICE-CL	911312106			8/12/2011		7/16/2013	171	131			0	40								
45	X UNITEDHEALTH GROUP INC	91324P102			5/16/2013		7/16/2013	2,806	2,605			0	201								
46	X UNION PACIFIC CORP	907818108			2/24/2011		7/3/2013	4,343	2,637			0	1,706								
47	X VANGUARD FTSE EMERGING	922042858			11/15/2010		10/14/2013	6,125	6,880			0	-755								
48	X UNION PACIFIC CORP	907818108			2/15/2013		7/16/2013	2,388	2,051			0	337								
49	X VANGUARD FTSE EMERGING	922042858			12/13/2010		10/14/2013	1,901	2,152			0	-251								
50	X VANGUARD FTSE EMERGING	922042858			6/2/2011		10/14/2013	1,309	1,515			0	-206								
51	X VANGUARD REIT VIPER	922908553			11/15/2010		2/13/2013	833	635			0	198								
52	X VANGUARD FTSE EMERGING	922042858			2/13/2013		10/14/2013	4,477	4,721			0	-244								
53	X VANGUARD REIT VIPER	922908553			11/15/2010		7/17/2013	1,724	1,282			0	462								
54	X VANGUARD REIT VIPER	922908553			11/28/2012		2/13/2013	1,111	1,008			0	103								
55	X VODAFONE GROUP PLC NEW	92857W209			2/11/2010		9/9/2013	5,001	4,106			0	895								
56	X BHP BILLITON LIMITED - ADR	088606108			12/10/2010		7/16/2013	871	1,258			0	-387								
57	X BOEING CO	097023105			3/17/2011		5/16/2013	1,453	1,022			0	431								
58	X BOEING CO	097023105			3/17/2011		7/16/2013	2,087	1,362			0	725								
59	X CME GROUP INC	12572Q105			6/7/2012		7/16/2013	1,835	1,287			0	548								
60	X CVS/CAREMARK CORPORATI	126650100			11/15/2010		7/16/2013	1,519	756			0	763								
61	X CAPITAL ONE FINANCIAL CO	14040H105			2/11/2010		7/16/2013	1,328	706			0	622								
62	X CELANESE CORP	150870103			2/15/2013		7/16/2013	1,321	1,404			0	-83								
63	X CHEVRON CORP	166764100			2/7/2012		7/3/2013	952	856			0	96								
64	X CHEVRON CORP	166764100			11/15/2010		7/3/2013	2,499	1,801			0	698								
65	X CHEVRON CORP	166764100			11/15/2010		7/16/2013	1,611	1,115			0	496								
66	X CISCO SYSTEMS INC	17275R102			10/12/2011		7/16/2013	3,127	2,102			0	1,025								
67	X COMCAST CORP CLASS A	20030N101			12/6/2004		7/16/2013	1,050	473			0	577								
68	X COACH INC	189754104			1/9/2013		7/16/2013	2,967	2,973			0	-6								

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

Amount										Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses		779,039		731,601		47,438	
Short Term CG Distributions										Other sales		0		0		0	
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	CREDIT SUISSE COMM RET S			11/17/2010		10/14/2013	18,059	21,680				0	-3,621			
70	X	DIAGEO PLC - ADR			2/11/2012		7/16/2013	971	508				0	463			
71	X	DIAMOND HILL LONG-SHORT			9/27/2012		2/13/2013	3,303	3,071				0	232			
72	X	DIAMOND HILL LONG-SHORT			11/17/2010		7/17/2013	67,151	50,149				0	17,002			
73	X	DIAMOND HILL LONG-SHORT			9/27/2012		7/17/2013	16,217	14,037				0	2,130			
74	X	WALT DISNEY CO			2/15/2013		7/16/2013	1,954	1,660				0	294			
75	X	WALT DISNEY CO			12/1/2011		7/16/2013	977	542				0	435			
76	X	DODGE & COX INT'L STOCK F			10/15/2007		2/13/2013	4,620	6,353				0	-1,733			
77	X	DODGE & COX INT'L STOCK F			10/15/2007		7/17/2013	8,554	11,154				0	-2,600			
78	X	DODGE & COX INT'L STOCK F			10/15/2007		10/14/2013	4,299	5,202				0	-903			
79	X	DODGE & COX INCOME FD C			2/19/2013		7/17/2013	13,645	13,957				0	-312			
80	X	DREYFUS EMG MKT DEBT LO			6/6/2011		2/13/2013	1,101	1,066				0	35			
81	X	DREYFUS EMG MKT DEBT LO			9/27/2012		2/13/2013	9,474	9,097				0	377			
82	X	DREYFUS EMG MKT DEBT LO			11/17/2010		2/13/2013	6,941	6,558				0	383			
83	X	DREYFUS EMG MKT DEBT LO			11/17/2010		10/14/2013	26,425	27,202				0	-777			
84	X	JP MORGAN MID CAP VALUE			2/19/2013		7/17/2013	6,473	5,815				0	658			
85	X	DREYFUS EMG MKT DEBT LO			12/13/2010		10/14/2013	2,812	2,842				0	-30			
86	X	JP MORGAN MID CAP VALUE			2/22/2005		7/17/2013	5,224	3,453				0	1,771			
87	X	E M C CORP MASS			2/7/2011		7/16/2013	2,246	2,316				0	-70			
88	X	JP MORGAN MID CAP VALUE			12/13/2012		7/17/2013	-487	405				0	82			
89	X	GATEWAY FUND - Y #1988			9/27/2012		7/17/2013	48,111	47,136				0	975			
90	X	GATEWAY FUND - Y #1986			2/19/2013		7/17/2013	30,438	30,146				0	292			
91	X	GILEAD SCIENCES INC			12/8/2011		5/16/2013	1,495	526				0	969			
92	X	EATON CORP PLC			12/3/2012		7/16/2013	864	671				0	183			
93	X	GILEAD SCIENCES INC			12/8/2011		7/16/2013	1,536	526				0	1,010			
94	X	GILEAD SCIENCES INC			12/8/2011		12/16/2013	1,645	448				0	1,197			
95	X	GOLDMAN SACHS GROUP INC			12/10/2010		7/16/2013	1,601	1,678				0	-77			
96	X	GOOGLE INC			4/17/2012		7/16/2013	1,833	1,225				0	608			
97	X	HUSMAN STRATEGIC GROW			6/14/2006		2/13/2013	1,860	2,897				0	-1,037			
98	X	HUSMAN STRATEGIC GROW			11/17/2010		2/13/2013	24,367	30,647				0	-6,280			
99	X	HUSMAN STRATEGIC GROW			6/6/2011		2/13/2013	4,937	5,900				0	-963			
100	X	HUSMAN STRATEGIC GROW			4/19/2012		2/13/2013	12,214	13,700				0	-1,486			
101	X	INTEL CORP			11/9/1999		6/18/2013	7,114	11,366				0	-4,252			
102	X	ISHARES RUSSELL 2000 GRO			1/12/2012		2/13/2013	32,523	29,100				0	3,423			
103	X	ISHARES RUSSELL 2000 GRO			1/4/2013		2/13/2013	31,387	30,010				0	1,377			
104	X	JP MORGAN CHASE & CO			2/15/2013		7/16/2013	1,924	1,704				0	220			
105	X	JP MORGAN CHASE & CO			2/11/2010		7/16/2013	990	695				0	295			
106	X	JOHNSON CONTROLS INC			3/17/2011		7/16/2013	1,443	1,574				0	-131			
107	X	JOHNSON CONTROLS INC			4/7/366107		11/22/2013	303	242				0	61			
108	X	JOHNSON CONTROLS INC			2/22/2011		11/22/2013	3,030	2,421				0	609			
109	X	JOHNSON CONTROLS INC			10/17/2013		11/22/2013	859	721				0	138			
110	X	JOHNSON CONTROLS INC			3/12/2012		11/22/2013	50	32				0	18			
111	X	KALMAR GR WWAL SM CAP F			7/22/2013		10/14/2013	822	756				0	66			
112	X	KALMAR GR WWAL SM CAP F			2/19/2013		10/14/2013	771	619				0	152			
113	X	KEELEY SMALL CAP VAL FD C			10/14/2011		2/13/2013	4,333	3,132				0	1,201			
114	X	KEELEY SMALL CAP VAL FD C			11/17/2010		2/13/2013	13,932	9,920				0	4,012			
115	X	LAUDUS MONDRIAN INTL FLT			5/18550655		2/13/2013	3,075	3,266				0	-191			
116	X	LAUDUS MONDRIAN INTL FLT			11/17/2010		7/17/2013	2,249	2,476				0	-227			
117	X	MCKESSON CORP			2/15/2013		7/16/2013	1,769	1,554				0	215			
118	X	MCKESSON CORP			11/7/2012		7/16/2013	708	569				0	139			
119	X	MCKESSON CORP			11/7/2012		12/16/2013	789	474				0	315			
120	X	MERGER FD SH BEN INT #260			11/17/2010		7/17/2013	19,532	19,459				0	73			
121	X	MICROSOFT CORP			5/9/18104		7/16/2013	1,484	1,177				0	307			
122	X	MONSTER BEVERAGE CORP			12/22/2013		7/16/2013	1,028	819				0	209			
123	X	NATIONAL OILWELL INC COM			7/6/2013		11/22/2013	1,501	1,285				0	216			
124	X	NESTLE S A REGISTERED SH			2/11/2010		7/16/2013	1,359	920				0	439			
125	X	AFLAC INC			001055102		7/16/2013	1,239	975				0	264			
126	X	AQR MANAGED FUTURES STI			7/22/2013		10/14/2013	18,681	18,887				0	-206			
127	X	AFFILIATED MANAGERS GRO			008252108		2/25/2013	2,150	2,138				0	-48			
128	X	AFFILIATED MANAGERS GRO			008252108		2/25/2013	2,150	1,335				0	815			
128	X	AFFILIATED MANAGERS GRO			008252108		7/16/2013	2,093	1,068				0	1,025			
130	X	ANHEUSER-BUSCH INBEV SP			035244108		7/16/2013	274	179				0	95			
131	X	ANHEUSER-BUSCH INBEV SP			9/6/2011		7/16/2013	539	371				0	268			
132	X	APACHE CORP			037411105		7/16/2013	2,050	2,360				0	-310			
133	X	APACHE CORP			037411105		7/16/2013	246	231				0	15			
134	X	APPLE INC			037633100		7/16/2013	2,147	2,293				0	-146			

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

		1,143	0	0	1,143
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,143			1,143

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

		678	0	0	678
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	678			678
2					

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

		1,238	1,110	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,110	1,110		
2	ESTIMATED EXCISE PAYMENTS	128			

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

		9	9	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	9	9		

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	APACHE CORPORATION COM		0	3,832	6,875
3	APPLE COMPUTER INC COM		0	5,862	16,831
4	ARTISAN INTERNATIONAL FUND 661		0	90,426	120,332
5	BAXTER INTL INC COM		0	7,458	7,442
6	BOEING COMPANY		0	5,293	9,691
7	CVS/CAREMARK CORPORATION		0	3,959	9,376
8	CAPITAL ONE FINANCIAL CORP		0	3,531	7,661
9	CISCO SYSTEMS INC		0	7,552	9,645
10	CUMMINS INC		0	5,585	6,062
11	DIAGEO PLC - ADR		0	4,064	7,680
12	WALT DISNEY CO		0	5,174	12,606
13	DODGE & COX INCOME FD COM 147		0	40,327	40,004
14	EMC CORP MASS		0	4,971	4,929
15	GILEAD SCIENCES INC		0	2,240	8,636
16	INTERNATIONAL BUSINESS MACHS CORP		0	6,978	6,377
17	JOHNSON CONTROLS INC		0	5,362	8,926
18	MERGER FD SH BEN INT 260		0	39,425	39,848
19	MICROSOFT CORP		0	4,852	6,322
20	NATIONAL OILWELL INC COM		0	6,805	7,635
21	NESTLE S A REGISTERED SHARES - ADR		0	4,372	6,991
22	ORACLE CORPORATION		0	6,043	7,767
23	PIMCO TOTAL RET FD-INST 35		0	40,652	39,454
24	PIMCO FOREIGN BD FD USD H-INST 103		0	10,075	10,009
25	T ROWE PRICE SHORT TERM BD FD 55		0	22,671	22,571
26	SCHLUMBERGER LTD		0	3,838	9,371
27	TJX COS INC NEW		0	3,914	8,604
28	THERMO FISHER SCIENTIFIC INC		0	2,780	6,570
29	TOTAL FINA ELF S A ADR		0	5,056	6,862
30	UNION PACIFIC CORP		0	5,770	10,416
31	MCKESSON CORP		0	5,119	8,716
32	AFLAC INC		0	5,386	7,749
33	AFFILIATED MANAGERS GROUP INC		0	3,685	9,109
34	GOLDMAN SACHS GROUP INC		0	5,503	6,913
35	HSBC - ADR		0	6,992	7,167
36	UNITED PARCEL SERVICE-CL B		0	4,442	7,145
37	TARGET CORP		0	7,466	9,174
38	UNITEDHEALTH GROUP INC		0	4,926	11,144
39	ARTISAN MID CAP FUND-INSTL 1333		0	72,644	88,018
40	FID ADV EMER MKTS INC- CLI 607		0	30,167	29,439
41	COACH INC		0	6,282	6,679
42	BHP BILLITON LIMITED		0	5,162	4,228
43	JPMORGAN CHASE & CO		0	6,955	11,287
44	US BANCORP DEL NEW		0	5,733	8,282
45	ANHEUSER-BUSCH INBEV SPN ADR		0	4,183	8,410
46	CHEVRON CORP		0	4,996	6,995

1,689,302 1,711,055 2,022,803

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

		1,689,302	1,711,055	2,022,803
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
47 DREYFUS EMG MKT DEBT LOC C-I 6083		0	70,659	68,904
48 DRIEHAUS ACTIVE INCOME FUND		0	60,445	60,653
49 3M CO		0	5,856	9,537
50 JP MORGAN MID CAP VALUE-I 758		0	41,161	63,694
51 BERSHIRE HATHAWAY INC		0	8,637	12,330
52 COMCAST CORP CLASS A		0	4,261	11,224
53 ASG GLOBAL ALTERNATIVES-Y 1993		0	81,817	80,962
54 GOOGLE INC		0	6,103	11,207
55 VANGUARD REIT VIPER		0	66,719	79,280
56 SBC COMMUNICATIONS 5 100% 9/15/14		0	44,782	51,594
57 AQR MANAGED FUTURES STR-I		0	20,660	21,662
58 CELANESE CORP		0	4,401	5,697
59 VANGUARD EMERGING MARKETS ETF		0	105,600	102,768
60 MONSTER BEVERAGE CORP		0	3,983	5,964
61 OPPENHEIMER DEVELOPING MKT-Y 788		0	93,672	104,926
62 EATON CORP PLC		0	5,904	8,449
63 CME GROUP INC		0	6,244	9,101
64 SPDR DJ WILSHIRE INTERNATIONAL REA		0	68,390	79,228
65 ASTRAZENECA PLC 5 900% 9/15/17		0	37,585	45,739
66 ROBECO BP LNG/SHRT RES-INS		0	59,937	64,429
67 RIDGEWORTH SEIX HY BD-I 5855		0	97,353	98,229
68 KALMAR GR W/ VAL SM CAP-INS #4		0	47,240	61,483
69 CREDIT SUISSE COMM RT ST-CO 2156		0	93,126	79,455
70 KEELEY SMALL CAP VAL FD CL I 2251		0	36,563	61,629
71 LAUDUS MONDRIAN INTL FI-INST 2940		0	10,833	9,859
72 DODGE & COX INT'L STOCK FD 1048		0	90,616	118,852

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	99
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	6,431
3	Total	3	6,530

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	3,810
2	PY RETURN OF CAPITAL	2	830
3	Total	3	4,640

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										Amount									
17,088										0									
Description of Property Sold										Description of Property Sold									
CUSIP #										CUSIP #									
How Acquired										How Acquired									
Date Acquired										Date Acquired									
Date Sold										Date Sold									
Gross Sales Price										Gross Sales Price									
Depreciation Allowed										Depreciation Allowed									
Adjustments										Adjustments									
Cost or Other Basis Plus Expense of Sale										Cost or Other Basis Plus Expense of Sale									
Gain or Loss										Gain or Loss									
F.M.V. as of 12/31/69										F.M.V. as of 12/31/69									
Adjusted Basis as of 12/31/69										Adjusted Basis as of 12/31/69									
Excess of F.M.V. Over Adj. Basis										Excess of F.M.V. Over Adj. Basis									
Gains Minus Excess of F.M.V. Over Adj. Basis or Losses										Gains Minus Excess of F.M.V. Over Adj. Basis or Losses									
1 NOVARTIS AG - ADR										1 NOVARTIS AG - ADR									
2 ORACLE CORPORATION										2 ORACLE CORPORATION									
3 ORACLE CORPORATION										3 ORACLE CORPORATION									
4 OFFENHEIMER DEVELOPING MKT-Y #7										4 OFFENHEIMER DEVELOPING MKT-Y #7									
5 PINCO TOTAL RET FD-INST #35										5 PINCO TOTAL RET FD-INST #35									
6 PINCO TOTAL RET FD-INST #35										6 PINCO TOTAL RET FD-INST #35									
7 PINCO TOTAL RET FD-INST #35										7 PINCO TOTAL RET FD-INST #35									
8 PINCO TOTAL RET FD-INST #35										8 PINCO TOTAL RET FD-INST #35									
9 PINCO TOTAL RET FD-INST #35										9 PINCO TOTAL RET FD-INST #35									
10 PINCO FOREIGN BD FD USD H-INST #1										10 PINCO FOREIGN BD FD USD H-INST #1									
11 PINCO FOREIGN BD FD USD H-INST #1										11 PINCO FOREIGN BD FD USD H-INST #1									
12 RIDGEMORTH SEIX HY BDI #5655										12 RIDGEMORTH SEIX HY BDI #5655									
13 RIDGEMORTH SEIX HY BDI #5655										13 RIDGEMORTH SEIX HY BDI #5655									
14 SCHLUMBERGER LTD										14 SCHLUMBERGER LTD									
15 SCHLUMBERGER LTD										15 SCHLUMBERGER LTD									
16 TCM SMALL CAP GROWTH FUND-I #478										16 TCM SMALL CAP GROWTH FUND-I #478									
17 TCM COS INC NEW										17 TCM COS INC NEW									
18 TCM COS INC NEW										18 TCM COS INC NEW									
19 TARGET CORP										19 TARGET CORP									
20 TEVA PHARMACEUTICAL INDUSTRIES										20 TEVA PHARMACEUTICAL INDUSTRIES									
21 TEVA PHARMACEUTICAL INDUSTRIES										21 TEVA PHARMACEUTICAL INDUSTRIES									
22 THERMO FISHER SCIENTIFIC INC										22 THERMO FISHER SCIENTIFIC INC									
23 THERMO FISHER SCIENTIFIC INC										23 THERMO FISHER SCIENTIFIC INC									
24 THERMO FISHER SCIENTIFIC INC										24 THERMO FISHER SCIENTIFIC INC									
25 THERMO FISHER SCIENTIFIC INC										25 THERMO FISHER SCIENTIFIC INC									
26 THERMO FISHER SCIENTIFIC INC										26 THERMO FISHER SCIENTIFIC INC									
27 THERMO FISHER SCIENTIFIC INC										27 THERMO FISHER SCIENTIFIC INC									
28 3M CO										28 3M CO									
29 3M CO										29 3M CO									
30 TOTAL SA - ADR										30 TOTAL SA - ADR									
31 TOTAL SA - ADR										31 TOTAL SA - ADR									
32 US BANCORP DEL NEW										32 US BANCORP DEL NEW									
33 APPLE INC										33 APPLE INC									
34 APPLE INC										34 APPLE INC									
35 ARTISAN INTERNATIONAL FUND #601										35 ARTISAN INTERNATIONAL FUND #601									
36 ARTISAN INTERNATIONAL FUND #601										36 ARTISAN INTERNATIONAL FUND #601									
37 ARTISAN INTERNATIONAL FUND #601										37 ARTISAN INTERNATIONAL FUND #601									
38 ARTISAN INTERNATIONAL FUND #601										38 ARTISAN INTERNATIONAL FUND #601									
39 ARTISAN MID CAP FUND-INS #1333										39 ARTISAN MID CAP FUND-INS #1333									
40 ARTISAN MID CAP FUND-INS #1333										40 ARTISAN MID CAP FUND-INS #1333									
41 BERKSHIRE HATHAWAY INC										41 BERKSHIRE HATHAWAY INC									
42 UNITED PARCEL SERVICE-CL B										42 UNITED PARCEL SERVICE-CL B									
43 US BANCORP DEL NEW										43 US BANCORP DEL NEW									
44 UNITED PARCEL SERVICE-CL B										44 UNITED PARCEL SERVICE-CL B									
45 UNITED-PACIFIC GROUP INC										45 UNITED-PACIFIC GROUP INC									
46 UNION PACIFIC CORP										46 UNION PACIFIC CORP									
47 VANGUARD FTSE EMERGING MARKET										47 VANGUARD FTSE EMERGING MARKET									
48 UNION PACIFIC CORP										48 UNION PACIFIC CORP									
49 VANGUARD FTSE EMERGING MARKET										49 VANGUARD FTSE EMERGING MARKET									
50 VANGUARD FTSE EMERGING MARKET										50 VANGUARD FTSE EMERGING MARKET									
51 VANGUARD REIT VIPER										51 VANGUARD REIT VIPER									
52 VANGUARD FTSE EMERGING MARKET										52 VANGUARD FTSE EMERGING MARKET									
53 VANGUARD REIT VIPER										53 VANGUARD REIT VIPER									
54 VANGUARD REIT VIPER										54 VANGUARD REIT VIPER									
55 VODAFONE GROUP PLC NEW ADR										55 VODAFONE GROUP PLC NEW ADR									
56 BHP BILLITON LIMITED - ADR										56 BHP BILLITON LIMITED - ADR									
57 BOEING CO										57 BOEING CO									
58 BOEING CO										58 BOEING CO									
59 CME GROUP INC										59 CME GROUP INC									
60 CVS/CAREMARK CORPORATION										60 CVS/CAREMARK CORPORATION									
61 CAPITAL ONE FINANCIAL CORP										61 CAPITAL ONE FINANCIAL CORP									
62 CELANESE CORP										62 CELANESE CORP									
63 CHEVRON CORP										63 CHEVRON CORP									
64 CHEVRON CORP										64 CHEVRON CORP									
65 CHEVRON CORP										65 CHEVRON CORP									
66 CISCO SYSTEMS INC										66 CISCO SYSTEMS INC									
67 COMCAST CORP CLASS A										67 COMCAST CORP CLASS A									
68 COACH INC										68 COACH INC									
69 CREDIT SUISSE COMM RET ST-I #2158										69 CREDIT SUISSE COMM RET ST-I #2158									
70 DIAGEO PLC - ADR										70 DIAGEO PLC - ADR									
71 DIAMOND HILL LONG-SHORT FD CL #1										71 DIAMOND HILL LONG-SHORT FD CL #1									
72 DIAMOND HILL LONG-SHORT FD CL #1										72 DIAMOND HILL LONG-SHORT FD CL #1									
73 DIAMOND HILL LONG-SHORT FD CL #1										73 DIAMOND HILL LONG-SHORT FD CL #1									
74 WALT DISNEY CO										74 WALT DISNEY CO									
75 WALT DISNEY CO										75 WALT DISNEY CO									
76 DODGE & COX INT'L STOCK FD #1048										76 DODGE & COX INT'L STOCK FD #1048									
77 DODGE & COX INT'L STOCK FD #1048										77 DODGE & COX INT'L STOCK FD #1048									
78 DODGE & COX INT'L STOCK FD #1048										78 DODGE & COX INT'L STOCK FD #1048									
79 DODGE & COX INCOME FD COM #147										79 DODGE & COX INCOME FD COM #147									
80 DREYFUS EMG MKT DEBT LOC C-I #806										80 DREYFUS EMG MKT DEBT LOC C-I #806									
81 DREYFUS EMG MKT DEBT LOC C-I #806										81 DREYFUS EMG MKT DEBT LOC C-I #806									
82 DREYFUS EMG MKT DEBT LOC C-I #806										82 DREYFUS EMG MKT DEBT LOC C-I #806									
83 DREYFUS EMG MKT DEBT LOC C-I #806										83 DREYFUS EMG MKT DEBT LOC C-I #806									
84 J.P. MORGAN MID CAP VALUE-I #758										84 J.P. MORGAN MID CAP VALUE-I #758									

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

Long Term CG Distributions						Amount								
Short Term CG Distributions						17,098								
	CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Price Sales	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	DREYFUS EMG MKT DEBT LOC C-1 #808			2/12/2010	10/17/2013	2,812			2,842	-30				-30
86	J.P. MORGAN MID CAP VALUE-I #758			2/21/2010	7/17/2013	5,224			3,453	1,771				1,771
87	E.M.C. CORP MASS.			2/27/2011	7/16/2013	2,246			2,16	-70				-70
88	J.P. MORGAN MID CAP VALUE-I #758			2/12/2012	7/17/2013	487			405	82				82
89	GATEWAY FUND - Y #1886			2/19/2012	7/17/2013	48,111			47,338	975				975
90	GATEWAY FUND - Y #1886			2/19/2012	7/17/2013	30,438			30,148	292				292
91	SILEAD SCIENCES INC			12/8/2011	5/16/2013	1,495			528	969				969
92	EATON CORP PLC			12/5/2012	7/16/2013	864			671	193				193
93	SILEAD SCIENCES INC			12/5/2012	7/16/2013	1,536			1,010	526				526
94	SILEAD SCIENCES INC			12/8/2011	12/16/2013	1,645			448	1,197				1,197
95	GOLDMAN SACHS GROUP INC			12/11/2010	7/16/2013	1,601			1,678	-77				-77
96	GOOGLE INC			4/17/2012	7/16/2013	1,225			1,225	608				608
97	HUSSMAN STRATEGIC GROWTH FUND			8/14/2006	2/13/2013	1,860			2,897	-1,037				-1,037
98	HUSSMAN STRATEGIC GROWTH FUND			11/17/2010	2/13/2013	24,367			30,847	-6,280				-6,280
99	HUSSMAN STRATEGIC GROWTH FUND			8/6/2011	2/13/2013	4,937			5,900	-963				-963
100	HUSSMAN STRATEGIC GROWTH FUND			4/18/2012	2/13/2013	12,214			13,700	-1,486				-1,486
101	INTEL CORP			11/9/1999	6/18/2013	7,114			11,366	-4,252				-4,252
102	SHARES RUSSELL 2000 GROWTH			11/29/2012	2/13/2013	32,523			29,100	3,423				3,423
103	SHARES RUSSELL 2000 GROWTH			1/4/2013	2/13/2013	31,387			30,010	1,377				1,377
104	J.P. MORGAN CHASE & CO			2/15/2013	7/16/2013	1,924			1,704	220				220
105	J.P. MORGAN CHASE & CO			2/11/2010	7/16/2013	695			985	-295				-295
106	JOHNSON CONTROLS INC			3/17/2011	7/16/2013	1,443			1,574	-131				-131
107	JOHNSON CONTROLS INC			3/17/2011	11/22/2013	242			61	181				181
108	JOHNSON CONTROLS INC			2/22/2011	11/22/2013	3,030			2,421	609				609
109	JOHNSON CONTROLS INC			10/17/2013	11/22/2013	859			721	138				138
110	JOHNSON CONTROLS INC			3/12/2012	11/22/2013	32			32	0				0
111	KALMAR GR WVAL SM CAP FD #2			7/22/2013	10/14/2013	822			756	66				66
112	KALMAR GR WVAL SM CAP FD #2			2/19/2013	10/14/2013	771			932	-161				-161
113	KEELEY SMALL CAP VAL FD CL I #2251			10/14/2010	2/13/2013	4,333			3,32	1,012				1,012
114	KEELEY SMALL CAP VAL FD CL I #2251			11/17/2010	2/13/2013	13,932			9,520	4,412				4,412
115	AUDUS MONDRIAN INTL FHNST #28451855Q855			11/17/2010	2/13/2013	3,075			3,286	-211				-211
116	AUDUS MONDRIAN INTL FHNST #28451855Q855			11/17/2010	7/17/2013	2,249			2,476	-227				-227</

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

		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	31,016		
31,016										0	0	

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

		Date	Amount
1	Credit from prior year return		496
2	First quarter estimated tax payment		
3	Second quarter estimated tax payment		
4	Third quarter estimated tax payment		
5	Fourth quarter estimated tax payment	12/10/2013	128
6	Other payments		
7	Total		624

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	<u>7,762</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>7,762</u>