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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation

FIELDS FOUNDATION IRR T/U/A

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

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

City or town State ZIP code

Winston Salem NC 27101-3818

Foreign country name Foreign province/state/county Foreign postal code

G Check all that apply

<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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,077,705	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
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(Part I, column (d) must be on cash basis)

A Employer identification number

35-6256726

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► **D 1. Foreign organizations, check here ►** **2. Foreign organizations meeting the 85% test, check here and attach computation ►** **E If private foundation status was terminated under section 507(b)(1)(A), check here ►** **F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►**

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	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	

25%

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 ►)	0	0	0
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			0		
b			0		
c			0		
d			0		
e			0		
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2				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)			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			0.058050
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			1,963,363
5 Multiply line 4 by line 3			113,973
6 Enter 1% of net investment income (1% of Part I, line 27b)			643
7 Add lines 5 and 6			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.			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 ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 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 7 624

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached 8

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 662

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

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ► 11 0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X

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

c Did the foundation file Form 1120-POL for this year? 1c Yes 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?
If "Yes," attach a detailed description of the activities 2 Yes X

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

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

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

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

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

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* 7 Yes 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 General Instruction G? *If "No," attach explanation* 8b Yes X

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

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

Part VII-A Statements Regarding Activities (continued)

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (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 <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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b N/A
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 If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
				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 27101	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

►

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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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	60,325
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	60,325
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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			7,762	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 60,325			7,762	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				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:	0	0	0	44,319
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter				0
(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				0
(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					
5 Net rental income or (loss) from real estate.			14	42,306	
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

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

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
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,500
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Name

CENTER FOR HISTORY

Street

808 WEST WASHINGTON STREET

City SOUTH BEND	State IN	Zip Code 46601	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 750
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Name

SOUTH BEND CIVIC THEATRE INC

Street

PO BOX 1146

City SOUTH BEND	State IN	Zip Code 46624	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

HABITAT FOR HUMANITY INTERNATIONAL

Street

270 PEACHTREE STREET NW SUITE 1300

City ATLANTA	State GA	Zip Code 30303	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,500
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Name

THE MOYER FOUNDATION

Street

2426 32ND AVE W SUITE 200

City SEATTLE	State WA	Zip Code 98199	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 12,000
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Name

ROBINSON COMMUNITY LEARNING CENTER

Street

921 N EDDY ST

City SOUTH BEND	State IN	Zip Code 46617	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,500
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YMCA OF MICHIANA, INC

Street

1201 NORTHSIDE BLVD

City SOUTH BEND	State IN	Zip Code 46615	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,000
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Name

DOWNTOWN SOUTH BEND, INC

Street

217 S MICHIGAN ST

City SOUTH BEND	State IN	Zip Code 46601	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount	Long Term CG Distributions		Short Term CG Distributions		Total	Cost, Other Basis and Expenses		Net Gain or Loss				
	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation	Adjustments
17,058	Check "X" to include in Part IV											
	NOVARTIS AG - ADR	66387V109			2/11/2010	1/29/2013	5,760	4,526			0	-1,234
	ORACLE CORPORATION	68389X105			2/15/2013	7/16/2013	1,443	1,562			0	-119
	OPACIFIC CORPORATION	68389X105			6/2/2011	6/19/2013	770	778			0	925
	OPPENHEIMER DEVELOPING	683974505			2/19/2013	10/14/2013	16,963	16,038			0	-1,619
	PIMCO TOTAL RETT FD-INST #	693390700			11/20/2012	2/13/2013	40,182	41,801			0	-737
	PIMCO TOTAL RETT FD-INST #	693390700			9/27/2012	2/13/2013	20,104	20,841			0	-215
	PIMCO TOTAL RETT FD-INST #	693390700			4/18/2012	7/17/2013	6,286	6,501			0	-99
	PIMCO TOTAL RETT FD-INST #	693390700			9/27/2012	7/17/2013	1,404	1,503			0	-99
	PIMCO TOTAL RETT FD-INST #	693390700			2/12/2012	7/17/2013	7,093	7,288			0	-195
	PIMCO FOREIGN BD FD USD	693390802			10/14/2011	2/13/2013	3,253	3,198			0	55
	PIMCO FOREIGN BD FD USD	693390802			10/14/2011	7/17/2013	2,483	2,478			0	5
	RIDGEWORTH SEIKI HY BD-I #	763281645			9/27/2012	2/13/2013	12,673	12,338			0	335
	RIDGEWORTH SEIKI HY BD-I #	763281645			1/17/2010	2/13/2013	4,575	4,418			0	157
	SCHLUMBERGER LTD	803857108			2/15/2013	7/16/2013	1,523	1,601			0	-78
	TCW SMALL CAP GROWTH F	87234H849			2/7/2012	7/16/2013	762	796			0	-34
	TJX COS INC NEW	872540109			2/15/2013	1/17/2013	30,680	29,497			0	1,183
	TJX COS INC NEW	872540109			10/12/2011	7/16/2013	1,822	1,581			0	261
	TARGET CORP	873122108			2/11/2010	7/16/2013	925	348			0	277
	TEVA PHARMACEUTICAL IND	881624209			6/2/2011	7/16/2013	1,369	934			0	435
	TERMO FISHER SCIENTIFIC	883556102			2/11/2010	7/16/2013	3,174	4,009			0	-835
	TERMO FISHER SCIENTIFIC	883556102			6/2/2010	7/16/2013	1,095	1,623			0	-528
	TERMO FISHER SCIENTIFIC	883556102			6/2/2011	7/3/2013	853	853			0	0
	TEVA PHARMACEUTICAL IND	883556102			2/11/2010	7/16/2013	1,865	2,724			0	-859
	TERMO FISHER SCIENTIFIC	883556102			2/11/2010	7/3/2013	1,705	942			0	763
	TERMO FISHER SCIENTIFIC	883556102			2/15/2013	7/16/2013	1,746	1,485			0	261
	TERMO FISHER SCIENTIFIC	883556102			2/11/2010	7/16/2013	87	40			0	40
	TERMO FISHER SCIENTIFIC	883556102			2/11/2010	7/16/2013	1,774	942			0	832
	3M CO	88378Y101			2/15/2013	7/16/2013	1,715	1,542			0	173
	3M CO	88378Y101			12/17/2010	7/16/2013	800	603			0	197
	TOTAL SA -ADR	89151E109			2/15/2013	7/16/2013	1,528	1,504			0	24
	TOTAL SA -ADR	89151E109			7/5/2012	7/16/2013	255	226			0	29
	US BANCORE DEL NEV	902973304			2/15/2013	7/16/2013	1,672	1,520			0	152
	APPLE INC	037833100			2/15/2013	7/16/2013	2,147	2,306			0	-159
	ARTISAN INTERNATIONAL FU	04314H104			2/11/2010	10/14/2007	429	195			0	234
	ARTISAN INTERNATIONAL FU	04314H104			10/15/2007	2/13/2013	1,541	2,077			0	-536
	ARTISAN INTERNATIONAL FU	04314H104			10/15/2007	7/17/2013	3,569	5,456			0	-977
	ARTISAN INTERNATIONAL FU	04314H104			12/19/2007	7/17/2013	5,941	6,322			0	-381
	ARTISAN MID CAP FUND-INS	04314H104			12/19/2007	10/14/2013	2,187	2,187			0	-10
	ARTISAN MID CAP FUND-INS	04314H104			2/19/2013	7/17/2013	9,320	8,382			0	958
	BERKSHIRE-HATHAWAY INC	084670702			4/11/2008	10/14/2013	2,080	2,744			0	665
	UNITED PARCEL SERVICE-CL	911312106			2/15/2013	7/16/2013	3,160	2,355			0	795
	UNITED PARCEL SERVICE-CL	902973304			2/15/2013	7/16/2013	1,714	1,666			0	48
	UNITED PARCEL SERVICE-CL	911312106			2/17/2011	7/16/2013	557	420			0	137
	UNITEDHEALTH GROUP INC	91324H102			8/12/2011	7/16/2013	171	131			0	206
	UNION PACIFIC CORP	920781808			2/24/2011	7/3/2013	4,343	6,637			0	1,706
	VANGUARD FTSE EMERGING	922042858			11/16/2010	10/14/2013	6,125	8,637			0	-755
	UNION PACIFIC CORP	920781808			2/15/2013	7/16/2013	2,388	2,051			0	337
	VANGUARD FTSE EMERGING	922042858			12/13/2010	10/14/2013	1,901	2,152			0	-251
	VANGUARD FTSE EMERGING	922042858			6/2/2011	10/14/2013	1,309	1,615			0	-387
	VANGUARD REIT VPER	922098553			11/15/2010	2/13/2013	833	655			0	198
	BOEING CO	091723105			3/17/2011	10/14/2013	4,477	4,721			0	-244
	VANGUARD REIT VPER	922098553			11/15/2010	7/17/2013	1,724	1,287			0	462
	VANGUARD CORPORATI	125720105			6/7/2012	7/16/2013	1,835	1,287			0	549
	CVS CAREMARK CORPORATI	126595100			11/15/2010	7/16/2013	1,519	1,756			0	763
	CVS CAREMARK CORPORATI	126595100			11/15/2010	7/16/2013	5,001	4,106			0	895
	CELANESE CORP	150870103			2/11/2010	7/16/2013	871	1,258			0	-83
	BHP BILLION LIMITED -ADR	0846606108			12/10/2010	7/16/2013	5,162	5,258			0	-99
	CHEVRON CORP	165764100			3/17/2011	5/16/2013	1,453	1,022			0	431
	CHEVRON CORP	165764100			11/15/2010	7/16/2013	2,087	1,382			0	725
	CHEVRON CORP	165764100			11/15/2010	7/16/2013	1,835	1,287			0	498
	CISCO SYSTEMS INC	172756102			10/12/2011	7/16/2013	1,111	1,008			0	1,025
	CISCO SYSTEMS INC	172756102			10/12/2011	7/16/2013	3,127	2,102			0	1,025
	COMCAST CORP CLASS A	200730101			12/6/2004	7/16/2013	1,050	1,207			0	577
	COACH INC	189754104			1/9/2013	7/16/2013	2,967	2,973			0	0

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

Long Term CG Distributions		Amount	17,068	Short Term CG Distributions		Amount	0
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals
89 X CREDIT SUISSE COMM RET S	22554R305				10/17/2010	10/14/2013	Gross Sales
90 X DIADEO PLC - ADR	212543Q205				9/27/2012	10/14/2013	Basis and Expenses
91 X DIAMOND HILL LONG-SHORT	3526458333				11/17/2010	7/16/2013	779,039
92 X DIAMOND HILL LONG-SHORT	3526458333				9/27/2012	2/13/2013	0
93 X DIAMOND HILL LONG-SHORT	254687106				2/15/2013	7/16/2013	0
94 X WALT DISNEY CO	254687106				12/12/2011	7/16/2013	0
95 X WALT DISNEY CO	2562606103				10/15/2007	2/13/2013	0
96 X DODGE & COX INT'L STOCK F	2562606103				10/15/2007	7/17/2013	0
97 X DODGE & COX INT'L STOCK F	1015206103				10/15/2007	10/14/2013	0
98 X DODGE & COX INCOME FD CO	2562105				2/19/2013	7/17/2013	4,299
99 X DREYFUS EMG MKT DEBT LO	261980494				6/6/2011	2/13/2013	13,645
100 X DREYFUS EMG MKT DEBT LO	261980494				9/27/2012	2/13/2013	1,101
101 X DREYFUS EMG MKT DEBT LO	261980494				11/17/2010	2/13/2013	9,474
102 X DREYFUS EMG MKT DEBT LO	261980494				11/17/2010	2/13/2013	9,097
103 X DREYFUS EMG MKT DEBT LO	261980494				11/17/2010	10/14/2013	0
104 X DREYFUS EMG MKT DEBT LO	261980494				11/17/2010	7/17/2013	0
105 X DREYFUS EMG MKT DEBT LO	339128100				12/13/2010	7/17/2013	0
106 X DREYFUS EMG MKT DEBT LO	339128100				2/22/2005	7/17/2013	0
107 X DREYFUS EMG MKT DEBT LO	339128100				2/27/2011	7/16/2013	0
108 X DREYFUS EMG MKT DEBT LO	339128100				12/13/2012	7/17/2013	0
109 X GATEWAY FUND - Y #1986	3872928884				9/27/2012	7/17/2013	26,455
110 X GATEWAY FUND - Y #1986	3872928884				12/13/2010	10/14/2013	0
111 X GLEAD SCIENCES INC	375558103				12/8/2011	7/17/2013	0
112 X EASTON CORP PLC	629183103				12/3/2012	7/16/2013	0
113 X GLEAD SCIENCES INC	375558103				12/8/2011	7/16/2013	0
114 X GLEAD SCIENCES INC	375558103				12/8/2011	12/16/2013	0
115 X GOLDMAN SACHS GROUP INC	38141G104				12/10/2010	7/16/2013	0
116 X GOLDMAN SACHS GROUP INC	382291508				4/7/2012	7/17/2013	0
117 X HUSSMAN STRATEGIC GROW	448108100				12/8/2011	5/16/2013	0
118 X HUSSMAN STRATEGIC GROW	448108100				11/17/2010	5/16/2013	0
119 X HUSSMAN STRATEGIC GROW	448108100				6/6/2011	2/13/2013	0
120 X HUSSMAN STRATEGIC GROW	448108100				4/7/2012	2/13/2013	0
121 X INT'L CORP	458140104				6/10/1999	12/16/2013	0
122 X ISHARES RUSSELL 2000 GRO	46287648				11/19/1999	7/16/2013	0
123 X ISHARES RUSSELL 2000 GRO	464287648				11/28/2012	7/16/2013	0
124 X JPMORGAN CHASE & CO	466251H100				1/4/2013	5/16/2013	0
125 X JPMORGAN CHASE & CO	466251H100				2/15/2013	7/16/2013	0
126 X JOHNSON CONTROLS INC	4718366107				2/11/2010	7/16/2013	0
127 X JOHNSON CONTROLS INC	4718366107				3/17/2011	7/16/2013	0
128 X JOHNSON CONTROLS INC	4718366107				2/22/2011	11/22/2013	0
129 X JOHNSON CONTROLS INC	4718366107				10/17/2013	11/22/2013	0
130 X JOHNSON CONTROLS INC	4718366107				3/12/2012	11/22/2013	0
131 X KALMAR GR W/VAL SM CAP F	483438206				7/22/2013	10/14/2013	0
132 X KALMAR GR W/VAL SM CAP F	483438206				2/19/2013	10/14/2013	0
133 X KEELEY SMALL CAP VAL FD Q	487500808				10/14/2011	2/13/2013	0
134 X KEELEY SMALL CAP VAL FD Q	5185502655				11/17/2010	2/13/2013	0
135 X LAUDIUS MONDRIAN INT'L FUND	5185502655				11/17/2010	7/17/2013	0
136 X LAUDIUS MONDRIAN INT'L FUND	5185502655				2/15/2013	7/16/2013	0
137 X MCKESSON CORP	58155Q103				2/15/2013	7/16/2013	0
138 X MCKESSON CORP	58155Q103				11/17/2012	7/16/2013	0
139 X MCKESSON CORP	58155Q103				11/17/2012	12/16/2013	0
140 X MCKESSON CORP	58155Q103				11/17/2012	7/17/2013	0
141 X MCKESSON CORP	58155Q103				11/17/2012	10/14/2013	0
142 X MICROSOFT	594918104				4/12/2008	7/16/2013	0
143 X MONSTER BEVERAGE CORP	6111740101				1/22/2013	7/16/2013	0
144 X NATIONAL OILWELL INC COM	637071101				7/5/2013	11/22/2013	0
145 X ANHEUSER-BUSCH INBEV SP	641069406				12/1/2010	7/16/2013	0
146 X ANHEUSER-BUSCH INBEV SP	641069406				9/6/2011	7/16/2013	0
147 X APACHE CORP	03524A108				4/17/2012	7/16/2013	0
148 X APACHE CORP	037411105				7/16/2013	7/16/2013	0
149 X APACHE CORP	037411105				1/29/2013	7/16/2013	0
150 X APPL INC	037833100				1/29/2013	7/16/2013	0
151 X APPL INC	037833100				2/17/2013	7/16/2013	0
152 X APPL INC	037833100				2/17/2013	7/16/2013	0
153 X APPL INC	037833100				2/17/2013	7/16/2013	0
154 X APPL INC	037833100				2/17/2013	7/16/2013	0
155 X APPL INC	037833100				2/17/2013	7/16/2013	0
156 X APPL INC	037833100				2/17/2013	7/16/2013	0
157 X APPL INC	037833100				2/17/2013	7/16/2013	0
158 X APPL INC	037833100				2/17/2013	7/16/2013	0
159 X APPL INC	037833100				2/17/2013	7/16/2013	0
160 X APPL INC	037833100				2/17/2013	7/16/2013	0
161 X APPL INC	037833100				2/17/2013	7/16/2013	0
162 X APPL INC	037833100				2/17/2013	7/16/2013	0
163 X APPL INC	037833100				2/17/2013	7/16/2013	0
164 X APPL INC	037833100				2/17/2013	7/16/2013	0
165 X APPL INC	037833100				2/17/2013	7/16/2013	0
166 X APPL INC	037833100				2/17/2013	7/16/2013	0
167 X APPL INC	037833100				2/17/2013	7/16/2013	0
168 X APPL INC	037833100				2/17/2013	7/16/2013	0
169 X APPL INC	037833100				2/17/2013	7/16/2013	0
170 X APPL INC	037833100				2/17/2013	7/16/2013	0
171 X APPL INC	037833100				2/17/2013	7/16/2013	0
172 X APPL INC	037833100				2/17/2013	7/16/2013	0
173 X APPL INC	037833100				2/17/2013	7/16/2013	0
174 X APPL INC	037833100				2/17/2013	7/16/2013	0
175 X APPL INC	037833100				2/17/2013	7/16/2013	0
176 X APPL INC	037833100				2/17/2013	7/16/2013	0
177 X APPL INC	037833100				2/17/2013	7/16/2013	0
178 X APPL INC	037833100				2/17/2013	7/16/2013	0
179 X APPL INC	037833100				2/17/2013	7/16/2013	0
180 X APPL INC	037833100				2/17/2013	7/16/2013	0
181 X APPL INC	037833100				2/17/2013	7/16/2013	0
182 X APPL INC	037833100				2/17/2013	7/16/2013	0
183 X APPL INC	037833100				2/17/2013	7/16/2013	0
184 X APPL INC	037833100				2/17/2013	7/16/2013	0
185 X APPL INC	037833100				2/17/2013	7/16/2013	0
186 X APPL INC	037833100				2/17/2013	7/16/2013	0
187 X APPL INC	037833100				2/17/2013	7/16/2013	0
188 X APPL INC	037833100				2/17/2013	7/16/2013	0
189 X APPL INC	037833100				2/17/2013	7/16/2013	0
190 X APPL INC	037833100				2/17/2013	7/16/2013	0
191 X APPL INC	037833100				2/17/2013	7/16/2013	0
192 X APPL INC	037833100				2/17/2013	7/16/2013	0
193 X APPL INC	037833100				2/17/2013	7/16/2013	0
194 X APPL INC	037833100				2/17/2013	7/16/2013	0
195 X APPL INC	037833100				2/17/2013	7/16/2013	0
196 X APPL INC	037833100				2/17/2013	7/16/2013	0
197 X APPL INC	037833100				2/17/2013	7/16/2013	0
198 X APPL INC	037833100				2/17/2013	7/16/2013	0
199 X APPL INC	037833100				2/17/2013	7/16/2013	0
200 X APPL INC	037833100				2/17/2013	7/16/2013	0
201 X APPL INC	037833100				2/17/2013	7/16/2013	0
202 X APPL INC	037833100				2/17/2013	7/16/2013	0
203 X APPL INC	037833100				2/17/2013	7/16/2013	0
204 X APPL INC	037833100				2/17/2013	7/16/2013	0
205 X APPL INC	037833100				2/17/2013	7/16/2013	0
206 X APPL INC	037833100				2/17/2013	7/16/2013	0
207 X APPL INC	037833100				2/17/2013	7/16/2013	0
208 X APPL INC	037833100				2/17/2013	7/16/2013	0
209 X APPL INC	037833100				2/17/2013	7/16/2013	0
210 X APPL INC	037833100				2/17/2013	7/16/2013	0
211 X APPL INC	037833100				2/17/2013	7/16/2013	0
212 X APPL INC	037833100				2/17/2013	7/16/2013	0
213 X APPL INC	037833100				2/17/2013	7/16/2013	0
214 X APPL INC	037833100				2/17/2013	7/16/2013	0
215 X APPL INC	037833100				2/17/2013	7/16/2013	0
216 X APPL INC	037833100				2/17/2013	7/16/2013	0
217 X APPL INC	037833100				2/17/2013	7/16/2013	0
218 X APPL INC	037833100				2/17/2013	7/16/2013	0
219 X APPL INC	037833100				2/17/2013	7/16/2013	0
220 X APPL INC	037833100				2/17/2013	7/16/2013	0
221 X APPL INC	037833100				2/17/2013	7/16/2013	0
222 X APPL INC	037833100				2/17/2013	7/16/2013	0
223 X APPL INC	037833100				2/17/2013	7/16/2013	0
224 X APPL INC	037833100				2/17/2013	7/16/2013	0
225 X APPL INC	037833100				2/17/2013	7/16/2013	0
226 X APPL INC	037833100				2/17/2013	7/16/2013	0
227 X APPL INC	037833100				2/17/2013	7/16/2013	0
228 X APPL INC	037833100				2/17/2013	7/16/2013	0
229 X APPL INC	037833100				2/17/2013	7/16/2013	0
230 X APPL INC	037833100				2/17/2013	7/16/2013	0
231 X APPL INC	037833100				2/17/2013	7/16/2013	0
232 X APPL INC	037833100				2/17/2013	7/16/2013	0
233 X APPL INC	037833100				2/17/2013	7/16/2013	0
234 X APPL INC	037833100				2/17/2013	7/16/2013	0
235 X APPL INC	037833100				2/17/2013	7/16/2013	0
236 X APPL INC	037833100				2/17/2013	7/16/2013	0
237 X APPL INC	037833100				2/17/2013	7/16/2013	0
238 X APPL INC	037833100				2/17/2013	7/16/2013	0
239 X APPL INC	037833100				2/17/2013	7/16/2013	0
240 X APPL INC	037833100				2/17/		

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
1			0	0	2,022,803
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	TROWEE PRICE SHORT TERM BD FD 55		0	22,671	22,571
26	SCHLUMBERGER LTD		0	3,838	9,371
27	T.J.X COS INC NEW		0	3,914	8,604
28	TERMO FISHER SCIENTIFIC INC		0	2,780	6,570
29	TOTAL FINA ELF SA 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- CL 1607		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

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

	Asset Description	Valuation	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
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 GRW/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 CLI 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 VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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

	Date	Amount
1 Credit from prior year return	1	496
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	12/10/2013	128
6 Other payments	5	
7 Total	6	
	7	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	7,762
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	7,762