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

OMB No 1545-0052

2013Department 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
MILTON, ROBT & CLARA CHAR. TR FDN

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

A Employer identification number
35-6502846

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 ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ 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) ▶ \$ **6,232,272**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	128,162	125,052		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	206,222			
	b Gross sales price for all assets on line 6a	2,630,641			
	7 Capital gain net income (from Part IV, line 2)		206,222		
	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	334,384	331,274	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	47,985	35,989		11,996
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	951			951
	c Other professional fees (attach schedule)	2,000			2,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,884	2,884		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	36	36		
	24 Total operating and administrative expenses. Add lines 13 through 23	53,856	38,909	0	14,947
	25 Contributions, gifts, grants paid	275,302			275,302
26 Total expenses and disbursements. Add lines 24 and 25	329,158	38,909	0	290,249	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,226				
b Net investment income (if negative, enter -0-)		292,365			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

P 13

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		924	18,105	18,105
	2 Savings and temporary cash investments		119,296	244,643	244,643
	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)		776,111	713,445	1,120,425
	c Investments—corporate bonds (attach schedule)		635,798	556,338	547,222
	11 Investments—land, buildings, and equipment basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		3,812,767	3,824,912	4,301,878
	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)		5,344,896	5,357,443	6,232,273
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here ▶ ☐				
	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 ▶ ☒				
	and complete lines 27 through 31.				
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds		5,344,896	5,357,443	
	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)		5,344,896	5,357,443	
	31 Total liabilities and net assets/fund balances (see instructions)		5,344,896	5,357,443	

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	5,344,896
2 Enter amount from Part I, line 27a	2	5,226
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	21,110
4 Add lines 1, 2, and 3	4	5,371,232
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	13,789
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,357,443

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	206,222
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.

(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	285,954	5,568,952	0.051348
2011	137,501	5,556,537	0.024746
2010	253,185	5,381,327	0.047049
2009	248,298	5,211,957	0.047640
2008	328,051	4,997,942	0.065637
2 Total of line 1, column (d)			2 0.236420
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 0.047284
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,912,317
5 Multiply line 4 by line 3			5 279,558
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,924
7 Add lines 5 and 6			7 282,482
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			8 290,249

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,924	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	2,924	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,924	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,650	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,650	
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	1,274	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	47,985		

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	5,832,644
b	Average of monthly cash balances	1b	169,708
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,002,352
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	6,002,352
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	90,035
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,912,317
6	Minimum investment return. Enter 5% of line 5	6	295,616

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	295,616
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,924
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,924
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	292,692
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	292,692
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	292,692

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	290,249
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	290,249
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	2,924
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	287,325

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				292,692
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			250,764	
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 ▶ \$ 290,249			250,764	
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				39,485
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				253,207
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)

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	275,302
b Approved for future payment NONE				
Total			3b	0

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

- | | | |
|---|---|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

[illegible]

**Sign
Here**

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

John A. Salento SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/17/2014
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

John

Date

4/17/2014

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

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

Phone no 412-355-6000

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

Recipient(s) paid during the year

Name

RIVERBEND CANCER SERVICES

Street

919 E JEFFERSON BLVD. SUITE 401

City

SOUTH BEND

State

IN

Zip Code

46617

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

SOUTH BEND HERITAGE FOUNDATION

Street

803 LINCOLNWAY WEST

City

SOUTH BEND

State

IN

Zip Code

46616

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

32,302

Name

ALZHEIMER'S & DEMENTIA SERVICES

Street

922 E. COLFAX AVENUE

City

SOUTH BEND

State

IN

Zip Code

46617

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

60,000

Name

REAL SERVICES, INC

Street

PO BOX 1835

City

SOUTH BEND

State

IN

Zip Code

46634

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

145,000

Name

LOGAN CENTER

Street

2505 R JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46624

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

HOUSING ASSISTANCE OFFICE

Street

2410 GRAPE ROAD, SUITE 2

City

SOUTH BEND

State

IN

Zip Code

46544

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

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

Long Term CG Distributions										Amount		49,528		
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals	
													Gross Sales	Net Gain or Loss
1	X 3M CO	88579Y101			12/17/2010		7/16/2013	1,372	1,033					339
2	X 3M CO	88579Y101			12/17/2010		8/8/2013	2,612	1,895					717
3	X TIME WARNER INC 4.875%	887317AF2			10/21/2010		7/16/2013	2,199	2,205					-6
4	X TOTAL S A - ADR	89151E109			2/15/2013		7/16/2013	4,583	4,513					70
5	X TOTAL S A - ADR	89151E109			7/5/2012		7/16/2013	917	812					105
6	X US BANCORP DEL NEW	902973304			2/15/2013		7/16/2013	5,015	4,560					455
7	X US BANCORP DEL NEW	902973304			2/7/2011		7/16/2013	1,634	1,622					12
8	X UNION PACIFIC CORP	907818108			10/11/2011		7/16/2013	7,493	6,954					539
9	X AFLAC INC	001055102			12/12/2005		7/16/2013	59,299	59,358					-59
10	X AQR MANAGED FUTURES ST	00203H859			7/22/2013		10/17/2013	3,126	3,147					-21
11	X AT&T INC 2.500% 8/15	00206RAV4			3/6/2012		2/14/2013	5,017	5,128					-111
12	X AFFILIATED MANAGERS GRO	008252108			2/15/2013		2/25/2013	6,451	3,892					2,559
13	X AFFILIATED MANAGERS GRO	008252108			10/18/2010		10/17/2013	28,077	28,000					77
14	X DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		10/17/2013	25,099	25,842					-743
15	X DREYFUS EMG MKT DEBT LO	261980494			9/27/2012		10/17/2013	3,184	3,138					46
16	X DREYFUS EMG MKT DEBT LO	261980494			7/22/2013		7/16/2013	3,483	2,470					1,013
17	X E M C CORP MASS	268648102			1/6/2010		7/16/2013	5,713	5,708					5
18	X FED HOME LN MTG CORP 3.7	3137EAC45			4/23/2012		2/14/2013	5,491	5,713					222
19	X FED HOME LN MTG CORP 3.7	3137EAC45			10/20/2010		2/14/2013	5,713	5,491					-222
20	X CREDIT SUISSE COMM RET S	22544R305			10/20/2010		10/17/2013	63,854	78,486					-14,642
21	X TCW SMALL CAP GROWTH FUND	87234N849			10/20/2010		1/4/2013	132,556	128,021					4,535
22	X TCW SMALL CAP GROWTH FUND	87234N849			10/13/2011		1/4/2013	36,368	34,700					1,668
23	X TLX COS INC NEW	872540109			10/11/2011		7/16/2013	3,800	2,106					1,694
24	X TARGET CORP	87612E106			4/20/2012		7/16/2013	1,081	859					222
25	X TARGET CORP	87612E106			2/15/2013		7/16/2013	5,404	4,602					802
26	X TARGET CORP	87612E106			1/6/2010		7/16/2013	1,513	1,043					470
27	X TARGET CORP	87612E106			1/6/2010		8/8/2013	2,568	1,788					780
28	X TARGET CORP 5.875%	87612E106			10/21/2010		7/17/2013	3,421	3,620					-199
29	X TEVA PHARMACEUTICAL INC	881624209			1/6/2010		7/16/2013	3,208	4,695					-1,487
30	X TEVA PHARMACEUTICAL INC	881624209			1/6/2010		8/19/2013	1,905	2,748					-843
31	X TEVA PHARMACEUTICAL INC	881624209			6/2/2011		8/19/2013	13,887	17,540					-3,653
32	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		8/8/2013	8,051	6,982					1,069
33	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		10/17/2013	13,051	10,662					2,389
34	X BANK OF AMERICA CORP 5.6	06051GEC9			12/02/2011		7/17/2013	3,362	3,067					295
35	X BERKSHIRE HATHAWAY INC	084670702			2/19/2008		7/16/2013	2,926	2,353					573
36	X BERKSHIRE HATHAWAY INC	084670702			2/28/2008		7/16/2013	6,788	5,449					1,339
37	X BERKSHIRE HATHAWAY INC	084670702			2/28/2008		8/8/2013	2,587	2,067					520
38	X BHP BILLITON LIMITED - ADR	088606108			12/10/2010		7/16/2013	2,677	3,864					-1,187
39	X BOEING CO	097023105			3/17/2011		7/16/2013	5,322	3,474					1,848
40	X DIAGEO PLC - ADR	25243Q205			1/6/2010		7/16/2013	2,871	1,498					1,373
41	X FED NATL MTG ASSN 3.250%	31398AMW9			10/20/2010		2/14/2013	10,046	10,660					-614
42	X FED NATL MTG ASSN 3.250%	31398AMW9			10/20/2010		3/20/2013	15,024	15,990					-966
43	X FED NATL MTG ASSN 3.250%	31398AMW9			6/2/2011		3/20/2013	5,008	5,257					-249
44	X FED NATL MTG ASSN 3.250%	31398AMW9			4/23/2012		3/20/2013	5,008	5,144					-136
45	X JP MORGAN MID CAP VALUE	339128100			12/13/2012		7/17/2013	1,525	1,270					255
46	X JP MORGAN MID CAP VALUE	339128100			12/18/2012		7/17/2013	2,638	2,372					266
47	X JP MORGAN MID CAP VALUE	339128100			2/19/2013		7/17/2013	9,810	8,813					997
48	X JP MORGAN MID CAP VALUE	339128100			12/6/2005		7/17/2013	18,632	12,057					6,575
49	X CME GROUP INC	12572Q105			6/7/2012		7/16/2013	7,877	5,523					2,354
50	X CME GROUP INC	12572Q105			6/7/2012		8/8/2013	2,606	1,930					676
51	X CVS/CAREMARK CORPORATI	126650100			1/6/2010		7/16/2013	2,613	1,401					1,212
52	X CVS/CAREMARK CORP 5.75	126650B02			10/21/2010		8/13/2013	3,467	3,465					2
53	X CAPITAL ONE FINANCIAL CORP	14040H105			2/19/2013		7/16/2013	5,648	4,566					1,082
54	X CAPITAL ONE FINANCIAL CORP	14040H105			1/6/2010		7/16/2013	1,196	736					460
55	X CATERPILLAR FINANCIA 6.12	14912L4F5			8/15/2012		2/14/2013	3,169	3,249					-80
56	X JP MORGAN MID CAP VALUE	339128100			12/6/2005		10/17/2013	4,567	2,861					1,706
57	X GATEWAY FUND - Y #1986	367829884			9/27/2012		7/17/2013	147,976	144,976					3,000
58	X GATEWAY FUND - Y #1986	367829884			2/19/2013		7/17/2013	89,396	88,538					858
59	X GENERAL ELEC CAP COR 4.6	36962GSJ9			5/2/2012		2/14/2013	5,608	5,461					147
60	X GILEAD SCIENCES INC	375558103			12/8/2011		7/16/2013	8,876	3,039					5,837
61	X GILEAD SCIENCES INC	375558103			12/8/2011		12/16/2013	4,077	1,110					2,967
62	X GOLDMAN SACHS GROUP INC	38141G104			2/10/2010		7/16/2013	2,402	2,518					-116
63	X GOLDMAN SACHS GROUP INC	38141G104			2/15/2013		7/16/2013	3,043	2,942					101
64	X GOLDMAN SACHS GROUP 5	38141GEA8			10/21/2010		2/14/2013	7,508	7,641					-133
65	X GOOGLE INC	38259P508			2/15/2013		6/13/2013	3,439	3,160					279
66	X GOOGLE INC	38259P508			2/15/2013		7/16/2013	5,498	4,740					758
67	X GOOGLE INC	38259P508			6/7/2012		7/16/2013	916	582					334
68	X GOOGLE INC	38259P508			6/7/2012		8/8/2013	2,679	1,746					933

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

Long Term CG Distributions										Amount		Short Term CG Distributions	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss		
								Capital Gains/Losses					
								Gross Sales Price	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improvements	Depreciation
69	HSBC FINANCE CORP 5.500	40429CFN7			3/4/2011		7/17/2013	2,199	2,194		0	5	
70	HOMER DEPOT INC 5.400%	437076AP7			3/4/2011		7/17/2013	2,230	2,225		0	5	
71	HUSSMAN STRATEGIC GROW	448108100			5/31/2007		2/13/2013	40,532	60,916		0	-20,384	
72	HUSSMAN STRATEGIC GROW	448108100			12/31/2007		2/13/2013	1,228	1,228		0	-618	
73	HUSSMAN STRATEGIC GROW	448108100			11/14/2008		2/13/2013	32,602	37,732		0	-5,130	
74	HUSSMAN STRATEGIC GROW	448108100			12/31/2008		2/13/2013	498	588		0	-90	
75	HUSSMAN STRATEGIC GROW	448108100			12/31/2009		2/13/2013	318	393		0	-75	
76	HUSSMAN STRATEGIC GROW	448108100			12/31/2010		2/13/2013	406	481		0	-75	
77	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/13/2013	15,965	18,400		0	-2,435	
78	HUSSMAN STRATEGIC GROW	448108100			6/6/2011		2/13/2013	4,352	5,200		0	-848	
79	HUSSMAN STRATEGIC GROW	448108100			12/30/2011		2/13/2013	803	963		0	-160	
80	HUSSMAN STRATEGIC GROW	448108100			4/24/2012		2/13/2013	42,362	47,800		0	-5,438	
81	HUSSMAN STRATEGIC GROW	448108100			12/31/2012		2/13/2013	1,971	2,038		0	-67	
82	INTEL CORP	458140100			8/2/2002		6/18/2013	13,974	9,266		0	4,708	
83	INTEL CORP	458140100			8/16/2004		6/18/2013	8,740	7,375		0	1,365	
84	INTERNATIONAL BUSINESS M	459200101			6/18/2013		8/8/2013	4,495	4,926		0	-431	
85	IBM CORP 6.500% 10/1	459200GN5			10/21/2010		7/17/2013	3,041	3,482		0	-441	
86	IBM CORP 6.500% 10/1	459200GN5			10/21/2010		10/15/2013	12,000	13,930		0	-1,930	
87	ISHARES RUSSELL 2000 GRO	464287648			1/4/2013		2/13/2013	173,353	165,745		0	7,608	
88	ISHARES BARCLAYS MBS BO	464288588			9/27/2012		2/14/2013	3,763	3,825		0	-62	
89	ISHARES BARCLAYS MBS BO	464288588			7/20/2012		2/14/2013	3,226	3,271		0	-45	
90	ISHARES CMBS BOND FUND	464795366			6/13/2013		7/17/2013	3,312	3,354		0	-42	
91	JPMORGAN CHASE & CO	46625H100			1/6/2010		7/16/2013	7,423	5,932		0	1,491	
92	JPMORGAN CHASE & CO	46625H100			8/15/2012		9/25/2013	2,526	2,021		0	505	
93	CATERPILLAR FINANCA 6.12	14912L4F5			2/15/2013		7/16/2013	13,288	14,079		0	-791	
94	CELANESE CORP	150870103			9/28/2011		7/16/2013	4,246	4,513		0	-267	
95	CELANESE CORP	150870103			10/21/2010		7/17/2013	47	38		0	9	
96	CHEVRON CORP 4.950%	168751AJ6			10/21/2010		7/17/2013	3,488	3,506		0	-18	
97	CHEVRON CORP	168751AJ6			2/15/2013		7/17/2013	4,761	4,574		0	187	
98	CHEVRON CORP	168764100			1/6/2006		7/16/2013	8,688	4,305		0	4,383	
99	CHEVRON CORP	168764100			1/6/2010		7/16/2013	4,585	2,182		0	2,403	
100	CISCO SYSTEMS INC	17275R102			2/24/2011		7/16/2013	6,459	4,651		0	1,808	
101	CISCO SYSTEMS INC	17275R102			8/15/2012		8/8/2013	2,538	1,790		0	748	
102	JOHNSON CONTROLS INC	478366107			3/17/2011		2/14/2013	3,442	5,274		0	-1,832	
103	JOHNSON CONTROLS INC	478366107			3/17/2011		7/16/2013	5,497	3,753		0	1,744	
104	JOHNSON CONTROLS INC	478366107			3/17/2011		11/14/2013	4,450	4,520		0	-70	
105	JOHNSON CONTROLS INC	478366107			3/12/2012		11/14/2013	6,871	4,450		0	2,421	
106	KALMAR GR WVAL SM CAP F	483438206			7/22/2013		8/8/2013	5,422	5,319		0	103	
107	KALMAR GR WVAL SM CAP F	483438206			7/22/2013		10/17/2013	858	781		0	77	
108	KALMAR GR WVAL SM CAP F	483438206			2/18/2013		10/17/2013	10,025	7,968		0	2,057	
109	COACH INC	199754104			1/9/2013		7/16/2013	7,620	7,637		0	-17	
110	COMCAST CORP CLASS A	20030N101			6/13/2013		7/16/2013	3,851	3,483		0	368	
111	COMCAST CORP CLASS A	20030N101			10/18/2010		7/16/2013	2,407	1,043		0	1,364	
112	COMCAST CORP CLASS A	20030N101			10/18/2010		8/8/2013	2,522	1,062		0	1,460	
113	DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		2/13/2013	12,956	12,045		0	911	
114	DIAMOND HILL LONG-SHORT	25264S833			10/20/2010		7/17/2013	206,836	156,812		0	50,024	
115	DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		7/17/2013	45,089	39,168		0	5,921	
116	DIRECTV HLDGFIN INC 3.500	25459HAY1			9/20/2011		7/17/2013	2,098	2,092		0	6	
117	KEELEY SMALL CAP VAL FD C	487300808			10/13/2011		2/13/2013	20,703	14,643		0	6,060	
118	KEELEY SMALL CAP VAL FD C	487300808			10/20/2010		2/13/2013	38,990	27,157		0	11,833	
119	KEELEY SMALL CAP VAL FD C	487300808			7/22/2013		10/17/2013	8,797	8,400		0	397	
120	KEELEY SMALL CAP VAL FD C	487300808			10/20/2010		10/17/2013	588	356		0	242	
121	KINDER MORGAN ENER 5.98	494550AY2			12/5/2011		7/17/2013	2,331	2,268		0	63	
122	KRAFT FOODS INC 6.125%	50075NAU8			3/4/2011		7/17/2013	2,336	2,247		0	89	
123	KRAFT FOODS INC 6.125%	50075NAU8			10/23/2013		12/3/2013	8,255	7,864		0	391	
124	KRAFT FOODS INC 6.125%	50075NAU8			10/23/2013		12/3/2013	2,359	2,327		0	32	
125	LAUDUS MONDRIAN INTL FHE	51855Q655			10/20/2010		2/13/2013	9,413	10,405		0	-992	
126	LAUDUS MONDRIAN INTL FHE	51855Q655			10/20/2010		7/17/2013	1,089	1,248		0	-159	
127	LAUDUS MONDRIAN INTL FHE	51855Q655			2/4/2011		7/17/2013	5,176	5,689		0	-513	
128	LAUDUS MONDRIAN INTL FHE	51855Q655			2/4/2011		10/17/2013	976	1,048		0	-72	
129	MCKESSON CORP	58155Q103			11/7/2012		7/16/2013	2,595	2,086		0	509	
130	MCKESSON CORP	58155Q103			11/7/2012		12/16/2013	3,628	2,180		0	1,448	
131	MERGER FD SH BEN INT #260	03524A108			9/6/2011		7/17/2013	56,211	55,930		0	281	
132	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		7/16/2013	1,004	582		0	422	
133	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		8/8/2013	2,626	1,377		0	1,249	
134	APPLE INC	037411105			1/6/2010		7/16/2013	6,888	8,137		0	-1,249	
135	APPLE INC	037411105			2/15/2013		7/16/2013	6,440	6,919		0	-479	
136	MERGER FD SH BEN INT #260	589509108			10/20/2010		10/17/2013	3,345	3,282		0	63	

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

Long Term CG Distributions															Amount		Short Term CG Distributions															Totals		Capital Gains/Losses		Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
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															
137	X	METLIFE INC	5.000% 6/1	59156RAN#8						9/27/2012				2/14/2013	5,479	5,557													-78														
138	X	MICROSOFT CORP		594918104						4/1/2004				7/16/2013	2,172	1,903														269													
139	X	MICROSOFT CORP		594918104						8/2/2002				7/16/2013	434	265														169													
140	X	MICROSOFT CORP	2.950%	594918A#0						12/5/2011				2/14/2013	5,166	5,292														-126													
141	X	MICROSOFT CORP	2.950%	594918A#0						4/23/2012				2/14/2013	2,066	2,104														-38													
142	X	APPLE INC		037833100						12/9/2013				7/16/2013	2,576	2,752														-176													
143	X	APPLE INC		037833100						12/9/2013				8/8/2013	2,768	2,752														16													
144	X	ARTISAN INTERNATIONAL FU		04314H204						12/19/2012				7/17/2013	4,224	3,824														400													
145	X	ARTISAN INTERNATIONAL FU		04314H204						10/20/2010				7/17/2013	40,064	31,954														8,110													
146	X	ARTISAN INTERNATIONAL FU		04314H204						10/20/2010				8/8/2013	16,395	12,720														3,675													
147	X	ARTISAN INTERNATIONAL FU		04314H204						10/20/2010				10/17/2013	6,479	6,479														0													
148	X	ARTISAN MID CAP FUND-INS		04314H600						2/19/2013				7/17/2013	22,182	19,902														2,280													
149	X	WALT DISNEY CO		254687106						2/15/2013				7/16/2013	5,536	4,703														833													
150	X	WALT DISNEY CO		254687106						12/1/2011				7/16/2013	2,475	1,372														1,103													
151	X	WALT DISNEY CO		254687106						12/1/2011				8/8/2013	724	397														327													
152	X	WALT DISNEY CO		254687106						16/2010				8/8/2013	1,843	892														951													
153	X	DODGE & COX INT'L STOCK F		256206103						10/20/2010				2/13/2013	21,282	20,604														678													
154	X	DODGE & COX INT'L STOCK F		256206103						10/20/2010				7/17/2013	2,654	2,436														218													
155	X	DODGE & COX INT'L STOCK F		256206103						10/20/2010				7/17/2013	15,414	14,152														1,262													
156	X	MONSTER BEVERAGE CORP		611740101						1/22/2013				7/16/2013	2,600	2,072														528													
157	X	MORGAN STANLEY 6.000%		61747YCE3						4/15/2011				7/17/2013	2,147	2,185														-38													
158	X	NATIONAL OILWELL INC COM		637071101						7/5/2013				8/8/2013	5,529	5,427														102													
159	X	NESTLE S A REGISTERED SH		641069406						16/2010				7/16/2013	4,078	2,861														1,217													
160	X	NESTLE S A REGISTERED SH		66987V109						16/2010				8/8/2013	2,484	1,716														768													
161	X	NOVARTIS AG - ADR		68389X105						10/21/2011				7/16/2013	17,614	13,637														3,977													
162	X	ORACLE CORPORATION		68389XAD7						10/21/2011				12/5/2013	4,102	4,150														-48													
163	X	ORACLE CORPORATION	4.950%	68389XAD7						10/21/2011				12/5/2013	15,145	16,546														-1,401													
164	X	OPPENHEIMER DEVELOPING		683974505						2/19/2013				8/8/2013	7,862	8,037														176													
165	X	OPPENHEIMER DEVELOPING		683974505						2/19/2013				10/17/2013	60,734	57,150														3,584													
166	X	OPPENHEIMER DEVELOPING		683974505						2/22/2013				10/17/2013	73	73														0													
167	X	PIMCO FOREIGN BD FD USD		693390882						10/13/2011				2/13/2013	11,707	11,544														163													
168	X	PIMCO FOREIGN BD FD USD		693390882						10/13/2011				7/17/2013	6,960	6,967														-7													
169	X	PIMCO FOREIGN BD FD USD		693390882						10/13/2011				10/17/2013	306	308														-2													
170	X	PEPSICO INC	4.500% 1/1	713448BN7						9/27/2012				2/14/2013	3,436	3,552														-116													
171	X	PEPSICO INC	4.500% 1/1	713448BN7						10/21/2010				2/14/2013	2,290	2,290														65													
172	X	ROBECO BP LNG/SHRT RES-		74925K581						7/22/2013				10/17/2013	3,110	3,020														90													
173	X	RIDGEMOUNT SEIX HY BD-1 #		766281645						6/6/2011				2/13/2013	7,466	7,400														90													
174	X	DODGE & COX INT'L STOCK F		256206103						10/20/2010				8/8/2013	16,457	14,722														1,735													
175	X	DODGE & COX INT'L STOCK F		256206103						10/20/2010				10/17/2013	16,854	14,123														2,731													
176	X	DOW CHEMICAL CO THE 5.90		260543CA9						4/23/2012				2/14/2013	2,197	2,247														-50													
177	X	DOW CHEMICAL CO THE 5.90		260543CA9						12/5/2011				6/24/2013	5,418	5,561														-143													
178	X	DOW CHEMICAL CO THE 5.90		260543CA9						4/23/2012				6/24/2013	3,251	3,370														-119													
179	X	DOW CHEMICAL CO THE 5.90		260543CA9						6/28/2013				7/17/2013	3,135	3,063														72													
180	X	DREYFUS EMG MKT DEBT LO		261980494						10/20/2010				2/13/2013	59,944	57,788														2,156													
181	X	DREYFUS EMG MKT DEBT LO		261980494						10/20/2010				10/17/2013	42,114	43,536														-1,422													
182	X	RIDGEMOUNT SEIX HY BD-1 #		766281645						9/27/2012				2/13/2013	58,414	56,868														1,546													
183	X	RIDGEMOUNT SEIX HY BD-1 #		766281645						10/20/2010				2/13/2013	17,872	17,224														648													
184	X	RIDGEMOUNT SEIX HY BD-1 #		766281645						7/22/2013				10/17/2013	1,907	1,926														-19													
185	X	SPDR DJ WILSHIRE INTERNA		78463X863						6/2/2011				2/13/2013	7,670	7,510														160													
186	X	SPDR DJ WILSHIRE INTERNA		78463X863						7/17/2013				10/17/2013	11,278	10,719														559													
187	X	SPDR DJ WILSHIRE INTERNA		78463X863						6/2/2011				10/17/2013	954	898														56													
188	X	SCHLUMBERGER LTD		806857108						2/28/2008				7/16/2013	6,093	7,083														-990													
189	X	SEMPRA ENERGY 6.500%		816851AN9						10/21/2010				2/14/2013	2,333	2,424														-91													
190	X	THERMO FISHER SCIENTIFIC		883556102						4/20/2012				7/3/2013	5,968	3,795														2,173													
191	X	THERMO FISHER SCIENTIFIC		883556102						16/2010				7/3/2013	1,278	722														557													
192	X	THERMO FISHER SCIENTIFIC		883556102						2/15/2013				7/16/2013	5,064	4,306														758													
193	X	THERMO FISHER SCIENTIFIC		883556102						2/15/2013				8/8/2013	643	520														123													
194	X	THERMO FISHER SCIENTIFIC		883556102						16/2010				8/8/2013	1,929	1,010														919													
195	X	THERMO FISHER SCIENTIFIC		883556102						16/2010				8/30/2013	2,040	1,107														933													
196	X	THERMO FISHER SCIENT	3.60	883556A25						2/28/2012				6/13/2013	15,183	16,151														-968													
197	X	3M CO		88579Y101						2/15/2013				7/16/2013	5,146	4,627														519													
198	X	AFFILIATED MANAGERS GRO		008252108						10/18/2010				7/16/2013	2,268	1,124														1,144													
199	X	AFFILIATED MANAGERS GRO		008252108						10/11/2011				7/16/2013	2,617	1,264														1,353													
200	X	AMERICAN EXPRESS CO 7.2		025816BA6						10/21/2010				7/17/2013	2,107	2,342														-235													
201	X	AMGEN INC 5.700% 2/0																																									

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

Amount										Totals									
Long Term CG Distributions										Capital Gains/Losses									
Short Term CG Distributions										Other sales									
49,528										2,630,641									
2,424,419										206,222									
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Part I, Line 16b (990-PF) - Accounting Fees

		951	0	0	951
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	951			951

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

		2,000	0	0	2,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	2,000			2,000

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

		2,884	2,884	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,884	2,884		

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

		36	36	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	36	36		

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	19,757
2	FEDERAL EXCISE TAX REFUND	2	1,353
3	Total	3	21,110

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

1	COST BASIS ADJUSTMENT	1	252
2	MUTUAL UNCOME FUND & CTF INCOME SUBTRACTION	2	11,008
3	PY RETURN OF CAPITAL ADJUSTMENT	3	2,529
4	Total	4	13,789

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										Amount	
Description of Property Sold										Amount	
CUSIP #										Amount	
How Acquired										Amount	
Date Acquired										Amount	
Date Sold										Amount	
Gross Sales Price										Amount	
Depreciation Allowed										Amount	
Adjustments										Amount	
Cost or Other Basis Plus Expense of Sale										Amount	
Gain or Loss										Amount	
FMV as of 12/31/69										Amount	
Adjusted Basis as of 12/31/69										Amount	
Excess of FMV Over Adj Basis										Amount	
Gains Minus Excess of FMV Over Adjusted Basis or Losses										Amount	

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

Long Term CG Distributions															Amount
Short Term CG Distributions															0
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	176	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	Gain Minus Excess of FMV Over Adjusted Basis or Loss
95	IBM CORP 6 500% 10/15/13	459200GNS		10/21/2010	7/17/2013	3,041			0	3,482	441	441	0	0	158,899
96	IBM CORP 6 500% 10/15/13	459200GNS		10/21/2010	10/15/2013	12,000			0	13,930	-1,930	-1,930	0	0	-1,930
97	ISHARES RUSSELL 2000 GROWTH	464287648		1/4/2013	2/13/2013	173,353			0	165,745	7,608	7,608	0	0	7,608
98	ISHARES BARCLAYS MBS BOND FUND	464288588		1/4/2013	2/14/2013	3,763			0	3,623	140	140	0	0	140
99	ISHARES BARCLAYS MBS BOND FUND	464288588		7/20/2012	7/17/2013	3,326			0	3,354	-28	-28	0	0	-28
90	ISHARES CMBS BOND FUND	464298366		8/13/2012	7/17/2013	3,312			0	3,354	-42	-42	0	0	-42
91	JPIMORGAN CHASE & CO	46625H100		1/6/2010	7/16/2013	7,423			0	9,932	1,491	1,491	0	0	1,491
92	JPIMORGAN CHASE & CO	46625H100		1/6/2010	8/8/2013	2,526			0	2,021	505	505	0	0	505
93	CATERPILLAR FINANCIA 8 125% 2/17/11	11491214F5		8/15/2012	9/25/2013	13,288			0	14,079	-791	-791	0	0	-791
94	CELANESE CORP	150870103		2/15/2013	7/16/2013	4,246			0	4,513	-267	-267	0	0	-267
95	CELANESE CORP	150870103		9/28/2011	7/16/2013	47			0	36	11	11	0	0	11
96	CHEVRON CORP 4 950% 3/30/19	168751AJJ6		2/15/2013	7/17/2013	3,488			0	3,506	-18	-18	0	0	-18
97	CHEVRON CORP	166764100		1/6/2006	7/3/2013	4,761			0	4,574	187	187	0	0	187
98	CHEVRON CORP	166764100		1/6/2006	7/16/2013	9,698			0	4,305	5,393	5,393	0	0	5,393
99	CHEVRON CORP	166764100		1/6/2006	7/16/2013	4,585			0	2,182	2,403	2,403	0	0	2,403
100	CISCO SYSTEMS INC	17275R102		2/24/2011	7/16/2013	6,459			0	4,951	1,508	1,508	0	0	1,508
101	PISCO SYSTEMS INC	17275R102		2/24/2011	9/9/2013	2,538			0	1,90	748	748	0	0	748
102	JPIMORGAN CHASE & CO 3 400% 6/24/46625HHR4	46625HHR4		8/15/2012	2/14/2013	5,276			0	5,274	2	2	0	0	2
103	JOHNSON CONTROLS INC	478365107		3/17/2011	7/16/2013	3,442			0	4,520	-1,078	-1,078	0	0	-1,078
104	JOHNSON CONTROLS INC	478365107		7/22/2012	1/11/4/2013	6,871			0	4,450	2,421	2,421	0	0	2,421
105	JOHNSON CONTROLS INC	478365107		3/17/2011	1/11/4/2013	5,497			0	5,318	179	179	0	0	179
106	KALMAR GR WVAL SM CAP FD #2	483438206		7/22/2013	8/8/2013	5,422			0	7,81	-2,389	-2,389	0	0	-2,389
107	KALMAR GR WVAL SM CAP FD #2	483438206		7/22/2013	10/17/2013	858			0	7,868	-7,000	-7,000	0	0	-7,000
108	KALMAR GR WVAL SM CAP FD #2	483438206		2/19/2013	10/17/2013	10,025			0	7,868	2,157	2,157	0	0	2,157
109	COMCAST INC	189754104		1/6/2013	7/16/2013	7,620			0	7,637	-17	-17	0	0	-17
110	COMCAST CORP CLASS A	20030N101		6/13/2013	7/16/2013	3,851			0	3,483	368	368	0	0	368
111	COMCAST CORP CLASS A	20030N101		10/19/2010	7/16/2013	2,407			0	1,364	1,043	1,043	0	0	1,043
112	COMCAST CORP CLASS A	20030N101		10/19/2010	8/8/2013	2,522			0	1,082	1,440	1,440	0	0	1,440
113	DIAMOND HILL LONG-SHORT FD CL 1#	25264S833		9/27/2012	2/13/2013	12,956			0	12,045	911	911	0	0	911
114	DIAMOND HILL LONG-SHORT FD CL 1#	25264S833		10/20/2010	7/17/2013	206,836			0	158,812	50,024	50,024	0	0	50,024
115	DIAMOND HILL LONG-SHORT FD CL 1#	25264S833		9/27/2012	7/17/2013	45,089			0	39,168	5,921	5,921	0	0	5,921
116	DIRECTV HLFDFIN INC 3 500% 3/01/16	25264S833		9/20/2011	7/17/2013	2,098			0	2,092	6	6	0	0	6
117	KEELEY SMALL CAP VAL FD CL 1#2251	487300808		10/13/2011	2/13/2013	38,990			0	14,843	24,147	24,147	0	0	24,147
118	KEELEY SMALL CAP VAL FD CL 1#2251	487300808		10/20/2010	2/13/2013	38,990			0	8,400	30,590	30,590	0	0	30,590
119	KEELEY SMALL CAP VAL FD CL 1#2251	487300808		7/22/2013	10/17/2013	598			0	356	242	242	0	0	242
120	KEELEY SMALL CAP VAL FD CL 1#2251	487300808		1/25/2011	7/17/2013	2,331			0	2,268	63	63	0	0	63
121	KRAFT FOODS INC 5 950% 2/15/494550AY2	50075NAJ8		3/4/2011	7/17/2013	2,336			0	2,247	89	89	0	0	89
122	KRAFT FOODS INC 6 125% 20/1/18	50075NAJ8		3/4/2011	1/23/2013	8,255			0	7,864	391	391	0	0	391
123	KRAFT FOODS INC 6 125% 20/1/18	50075NAJ8		10/23/2013	12/3/2013	2,359			0	2,327	32	32	0	0	32
124	KRAFT FOODS INC 6 125% 20/1/18	50075NAJ8		10/23/2013	2/13/2013	9,413			0	10,405	-992	-992	0	0	-992
125	LAUDUS MNDRIAN INTL FINIST #29451850655	1089		10/20/2010	7/17/2013	1,089			0	1,248	-159	-159	0	0	-159
126	LAUDUS MNDRIAN INTL FINIST #29451850655	1089		10/20/2010	7/17/2013	5,176			0	5,689	-513	-513	0	0	-513
127	LAUDUS MNDRIAN INTL FINIST #29451850655	1089		2/4/2011	10/17/2013	9,76			0	1,048	-72	-72	0	0	-72
128	LAUDUS MNDRIAN INTL FINIST #29451850655	1089		1/17/2012	7/16/2013	2,595			0	2,086	509	509	0	0	509
129	MCKESSON CORP	581550103		1/17/2012	7/16/2013	3,628			0	2,190	1,448	1,448	0	0	1,448
130	MCKESSON CORP	581550103		1/17/2012	12/16/2013	56,211			0	55,930	281	281	0	0	281
131	MERGER FD SH BEN INT #280	588509108		9/6/2011	7/16/2013	1,004			0	582	422	422	0	0	422
132	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/6/2011	7/16/2013	2,626			0	1,377	1,249	1,249	0	0	1,249
133	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/6/2011	7/16/2013	6,888			0	9,137	-2,249	-2,249	0	0	-2,249
134	APACHE CORP	037411105		2/15/2013	7/16/2013	6,440			0	6,919	-479	-479	0	0	-479
135	APPLE INC	037833100		10/20/2010	10/17/2013	3,345			0	3,282	63	63	0	0	63
136	MERGER FD SH BEN INT #280	588509108		9/27/2012	2/14/2013	5,479			0	5,557	-78	-78	0	0	-78
137	METLIFE INC 5 000% 6/15/15	58156RAN8		4/1/2004	7/16/2013	2,172			0	1,503	669	669	0	0	669
138	MICROSOFT CORP	594918104		9/27/2002	7/16/2013	434			0	265	169	169	0	0	169
139	MICROSOFT CORP	594918104		9/27/2002	2/14/2013	5,166			0	5,292	-126	-126	0	0	-126
140	MICROSOFT CORP 2 950% 6/01/14	594918AB0		4/23/2012	2/14/2013	2,096			0	2,104	-8	-8	0	0	-8
141	MICROSOFT CORP 2 950% 6/01/14	594918AB0		1/29/2013	7/16/2013	2,576			0	2,752	-176	-176	0	0	-176
142	APPLE INC	037833100		1/29/2013	8/8/2013	2,768			0	2,752	16	16	0	0	16
143	APPLE INC	037833100		1/29/2013	8/8/2013	2,768			0	3,824	-1,056	-1,056	0	0	-1,056
144	ARTISAN INTERNATIONAL FUND #661	04314H204		12/19/2012	7/17/2013	4,224			0	3,824	400	400	0	0	400
145	ARTISAN INTERNATIONAL FUND #661	04314H204		10/20/2010	7/17/2013	40,064			0	38,554	1,510	1,510	0	0	1,510
146	ARTISAN INTERNATIONAL FUND #661	04314H204		10/20/2010	8/8/2013	16,395			0	12,720	3,675	3,675	0	0	3,675
147	ARTISAN INTERNATIONAL FUND #661	04314H204		10/20/2010	10/17/2013	8,728			0	6,719	2,009	2,009	0	0	2,009
148	ARTISAN MID CAP FUND-INS #1333	04314H600		2/19/2013	7/17/2013	22,182			0	19,902	2,280	2,280	0	0	2,280
149	WALT DISNEY CO	254687106		2/15/2013	7/16/2013	5,536			0	4,703	833	833	0	0	833
150	WALT DISNEY CO	254687106		12/1/2011	7/16/2013	2,475			0	1,372	1,103	1,103	0	0	1,103
151	WALT DISNEY CO	254687106		12/1/2011	8/8/2013	724			0	397	327	327	0	0	327
152	WALT DISNEY CO	254687106		1/6/2010	8/8/2013	1,843			0	892	951	951	0	0	951
153	DODGE & COX INTL STOCK FD #1048	256208103		10/20/2010	2/13/2013	21,282			0	20,604	678	678	0	0	678
154	DODGE & COX INTL STOCK FD #1048	256208103		10/20/2010	7/17/2013	2,854			0	2,438	416	416	0	0	416
155	DODGE & COX INTL STOCK FD #1048	256208103		10/20/2010	7/17/2013	15,414			0	14,152	1,262	1,262	0	0	1,262
156	MONSTER BEVERAGE CORP	611740101		1/22/2013	7/16/2013	2,600			0	2,072	528	528	0	0	528
157	MORGAN STANLEY 6 000% 4/28/15	61747YCE3		4/15/2013	7/17/2013	2,147			0	2,185	-38	-38	0	0	-38
158	NATIONAL OILWELL INC COM	637071101		7/5/2013	8/8/2013	5,529			0	5,427	102	102	0	0	102
159	NESTLE S A REGISTERED SHARES -A	641069406		1/6/2010	7/16/2013	4,076			0	2,861	1,215	1,215	0	0	1,215
160	NESTLE S A REGISTERED SHARES -A	641069406		1/6/2010	8/8/2013	2,484			0	1,716	768	768	0	0	768
161	NOVARTIS AG - ADR	66987Y109		2/24/2011	7/19/2013	4,102			0	13,637	-9,535	-9,535	0	0	-9,535
162	ORACLE CORPORATION	68389XZ07		10/17/2010	7/16/2013	15,145			0	16,546	-1,401	-1,401	0	0	-1,401
163	ORACLE CORPORATION	68389XZ07		2/19/2013	8/8/2013	7,862			0	8,037	-175	-175	0	0	-175
164	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/19/2013	10/17/2013	60,734			0	57,150	3,584	3,584	0	0	3,584
165	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/27/2013	10/17/2013	76			0	73	3	3	0	0	3
166	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		10/13/2011	2/13/2013	11,077			0	11,544	-467	-467	0	0	-467
167	PINCO FOREIGN BD FD USD H-INST #1	693390882		10/13/2011	7/17/2013	6,960			0	6,867	93	93	0	0	93

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

Long Term CG Distributions													49,528	0
Short Term CG Distributions													0	0
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
169	PIMCO FOREIGN BOND FUND INST #1	653390882		10/13/2011	10/17/2013	306			308	-2				-2
170	PERSCO INC	13448887		9/27/2012	2/14/2013	3,436			3,552	-116				-116
171	PERSCO INC	13448887		10/7/2010	2/14/2013	2,290			2,225	65				65
172	ROBECO BP LINGSHIRT RES-INS	749294361		7/22/2013	10/17/2013	3,110			3,030	80				80
173	RIDGECORP SEIX HY BDI #5855	766287645		6/6/2011	2/13/2013	1,466			7,400	66				66
174	DODGE & COX INTL STOCK FUND	298208103		10/20/2010	8/6/2013	16,457			14,722	1,735				1,735
175	DODGE & COX INTL STOCK FUND	298208103		10/20/2010	10/17/2013	16,854			14,123	2,731				2,731
176	DOW CHEMICAL CORP	265208103		4/23/2012	2/14/2013	2,197			2,247	-50				-50
177	DOW CHEMICAL CORP	265208103		12/5/2011	6/24/2013	5,418			5,561	-143				-143
178	DOW CHEMICAL CORP	265208103		4/23/2012	6/24/2013	3,251			3,370	-119				-119
179	DOW CHEMICAL CORP	265208103		6/6/2013	7/17/2013	3,135			3,063	72				72
180	DOW CHEMICAL CORP	265208103		10/20/2010	2/13/2013	59,944			37,568	2,156				2,156
181	DREYFUS EMG MKT DEBT LOC C-I #608	761980494		10/20/2010	10/17/2013	42,114			43,536	-1,422				-1,422
182	RIDGECORP SEIX HY BDI #5855	766287645		9/27/2012	2/13/2013	58,414			56,868	1,546				1,546
183	RIDGECORP SEIX HY BDI #5855	766287645		10/20/2010	2/13/2013	17,872			17,224	648				648
184	RIDGECORP SEIX HY BDI #5855	766287645		7/22/2013	10/17/2013	1,907			1,926	-19				-19
185	SPDR DJ WILSHIRE INTERNATIONAL R	79453X863		6/2/2011	2/13/2013	7,670			7,510	160				160
186	SPDR DJ WILSHIRE INTERNATIONAL R	79453X863		7/17/2013	10/17/2013	11,278			10,719	559				559
187	SPDR DJ WILSHIRE INTERNATIONAL R	79453X863		6/2/2011	10/17/2013	954			898	56				56
188	SCHLUMBERGER LTD	806857108		2/28/2008	7/16/2013	6,093			7,083	-990				-990
189	SEMPRA ENERGY	616851A19		10/21/2010	2/14/2013	2,333			2,424	-91				-91
190	THERMO FISHER SCIENTIFIC INC	883556102		4/20/2012	7/16/2013	5,968			3,795	2,173				2,173
191	THERMO FISHER SCIENTIFIC INC	883556102		1/6/2010	7/16/2013	1,279			722	557				557
192	THERMO FISHER SCIENTIFIC INC	883556102		2/15/2013	7/16/2013	5,064			4,306	758				758
193	THERMO FISHER SCIENTIFIC INC	883556102		2/15/2013	8/6/2013	643			520	123				123
194	THERMO FISHER SCIENTIFIC INC	883556102		1/6/2010	8/6/2013	1,929			1,071	819				819
195	THERMO FISHER SCIENTIFIC INC	883556102		1/6/2010	8/6/2013	2,040			1,107	933				933
196	THERMO FISHER SCIENTIFIC INC	883556102		2/28/2012	6/13/2013	15,183			16,151	-968				-968
197	3M CO	88579Y101		2/15/2013	7/16/2013	5,146			4,627	519				519
198	AFFILIATED MANAGERS GROUP, INC	006252108		10/18/2010	7/16/2013	2,268			1,124	1,144				1,144
199	AFFILIATED MANAGERS GROUP, INC	006252108		10/17/2011	7/16/2013	2,617			1,264	1,353				1,353
200	AMERICAN EXPRESS CO	025815846		10/27/2010	7/16/2013	2,107			2,342	-235				-235
201	AMGEN INC	570051201/19		3/11/2012	7/16/2013	2,318			2,391	-73				-73
202	ANHEUSER-BUSCH INBEV SPN ADR	035244108		12/1/2011	7/16/2013	1,643			1,077	566				566
203	UNITED PARCEL SERVICE-CL B	911312106		2/15/2013	7/16/2013	4,712			4,581	131				131
204	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	7/16/2013	343			281	62				62
205	US TREASURY NOTE - 3.00% 2/15/18	912828HR4		6/15/2011	2/14/2013	2,256			2,168	88				88
206	US TREASURY NOTE - 3.125% 5/15/19	912828KQ2		4/23/2012	2/14/2013	5,587			5,608	-21				-21
207	US TREASURY NOTE - 3.125% 5/15/19	912828KQ2		10/20/2010	2/14/2013	5,587			5,357	230				230
208	US TREASURY NOTE - 3.125% 5/15/19	912828KQ2		10/20/2010	7/17/2013	3,264			3,214	50				50
209	US TREASURY NOTE - 2.750% 11/30/18	912828MA5		10/20/2010	2/14/2013	5,400			5,362	38				38
210	US TREASURY NOTE - 2.125% 5/31/15	912828NF3		4/23/2012	2/14/2013	5,206			5,262	-56				-56
211	US TREASURY NOTE - 2.125% 5/31/15	912828NF3		10/20/2010	2/14/2013	5,206			5,254	-48				-48
212	US TREASURY NOTE - 2.125% 5/31/15	912828NF3		10/20/2010	7/17/2013	3,102			3,152	-50				-50
213	US TREASURY NOTE - 2.625% 5/15/20	912828MT3		10/20/2010	2/14/2013	3,238			3,033	205				205
214	US TREASURY NOTE - 2.250% 11/30/17	912828P02		3/20/2013	7/17/2013	2,096			2,140	-44				-44
215	UNITEDHEALTH GROUP INC	91324P102		2/15/2013	7/16/2013	2,606			2,227	379				379
216	UNITEDHEALTH GROUP INC	91324P102		2/15/2013	8/6/2013	2,570			1,999	571				571
217	VANGUARD FTSE EMERGING MARKET	922042658		2/2/2011	10/17/2013	12,304			13,847	-1,543				-1,543
218	VANGUARD FTSE EMERGING MARKET	922042658		2/13/2012	10/17/2013	47,100			49,617	-2,517				-2,517
219	VANGUARD REIT VIPER	922808553		10/18/2010	2/13/2013	3,958			3,048	910				910
220	VODAFONE GROUP PLC NEW ADR	92857W209		1/6/2010	1/9/2013	15,793			13,727	2,066				2,066
221	WAL-MART STORES INC	931142C05		10/21/2010	7/16/2013	3,199			3,099	100				100
222	EATON CORP PLC	629163103		12/3/2012	7/16/2013	2,592			2,014	578				578
223	UNION PACIFIC CORP	907818108		2/15/2013	7/16/2013	5,571			4,786	785				785
224	UNION PACIFIC CORP	907818108		10/11/2011	7/16/2013	796			464	332				332

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	47,985		
										47,985	0	0

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

	Date	Amount
1 Credit from prior year return	1	1,650
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	1,650

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	250,764
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	250,764

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	35-6502846	VP0528308	FEDERATED TREAS OBL FD 68	244643.2	244643.2
Cash	35-6502846			<u>18105.24</u>	<u>18105.24</u>
			Total Cash, Savings and Temp	262748.44	262748.44
Invest - Other	35-6502846	04314H204	ARTISAN INTERNATIONAL FUND #661	355842.33	247313.62
Invest - Other	35-6502846	589509108	MERGER FD SH BEN INT #260	119033.47	117680.32
Invest - Other	35-6502846	693390882	PIMCO FOREIGN BD FD USD H-INST #103	30076.39	30362.28
Invest - Other	35-6502846	04314H600	ARTISAN MID CAP FUND-INS #1333	257522.39	205958.49
Invest - Other	35-6502846	315920702	FID ADV EMER MKTS INC- CL I #607	87962.1	90400
Invest - Other	35-6502846	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	29546.07	32563.75
Invest - Other	35-6502846	256206103	DODGE & COX INT'L STOCK FD #1048	346206.1	280303.05
Invest - Other	35-6502846	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	205135.15	209661.82
Invest - Other	35-6502846	262028855	DRIEHAUS ACTIVE INCOME FUND	181562.5	181000
Invest - Other	35-6502846	339128100	JP MORGAN MID CAP VALUE-I #758	189224.7	114689.81
Invest - Other	35-6502846	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	238886.41	241400
Invest - Other	35-6502846	922908553	VANGUARD REIT VIPER	230091.84	192786
Invest - Other	35-6502846	00203H859	AQR MANAGED FUTURES STR-I #15213	63689.2	60742.3
Invest - Other	35-6502846	922042858	VANGUARD FTSE EMERGING MARKETS ETF	301679.62	306584.98
Invest - Other	35-6502846	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	307309.65	272371.89
Invest - Other	35-6502846	46429B366	ISHARES CMBS ETF	15315	15487.9
Invest - Other	35-6502846	464288588	ISHARES MBS ETF	31371	32105.53
Invest - Other	35-6502846	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	233398	207824.46
Invest - Other	35-6502846	74925K581	ROBECO BP LNG/SHRT RES-INS	190407.72	177080.5
Invest - Other	35-6502846	76628T645	RIDGEWORTH SEIX HY BD-I #5855	293486.84	292002.26
Invest - Other	35-6502846	483438305	KALMAR GR W/ VAL SM CAP-INS #4	177848.82	136648.83
Invest - Other	35-6502846	22544R305	CREDIT SUISSE COMM RET ST-I #2156	237095.73	278007.66
Invest - Other	35-6502846	487300808	KEELEY SMALL CAP VAL FD CL I #2251	179186.51	101935.77
			Total Other Investments	4301877.54	3824911.22
Invest - Corp Stock	35-6502846	1055102	AFLAC INC	24248.4	15392.36
Invest - Corp Stock	35-6502846	8252108	AFFILIATED MANAGERS GROUP, INC COM	28194.4	10958.18
Invest - Corp Stock	35-6502846	37411105	APACHE CORP	21485	23911.84
Invest - Corp Stock	35-6502846	37833100	APPLE INC	49930.78	19540.68

Invest - Corp Stock	35-6502846	71813109	BAXTER INTL INC	23299.25	23331.4
Invest - Corp Stock	35-6502846	97023105	BOEING CO	27843.96	13895.22
Invest - Corp Stock	35-6502846	126650100	CVS/CAREMARK CORPORATION	29343.7	13353.7
Invest - Corp Stock	35-6502846	14040H105	CAPITAL ONE FINANCIAL CORP	23902.32	12754.56
Invest - Corp Stock	35-6502846	17275R102	CISCO SYSTEMS INC	27992.64	22076.33
Invest - Corp Stock	35-6502846	231021106	CUMMINS INC.	12969.24	12179.19
Invest - Corp Stock	35-6502846	25243Q205	DIAGEO PLC - ADR	21187.2	10891.84
Invest - Corp Stock	35-6502846	254687106	WALT DISNEY CO	36442.8	15197.22
Invest - Corp Stock	35-6502846	268648102	E M C CORP MASS	15391.8	10954.8
Invest - Corp Stock	35-6502846	375558103	GILEAD SCIENCES INC	28162.5	7304.79
Invest - Corp Stock	35-6502846	459200101	INTERNATIONAL BUSINESS MACHS CORP	16131.02	17649.81
Invest - Corp Stock	35-6502846	478366107	JOHNSON CONTROLS INC	25803.9	15825.92
Invest - Corp Stock	35-6502846	594918104	MICROSOFT CORP	20500.68	12781.98
Invest - Corp Stock	35-6502846	637071101	NATIONAL OILWELL INC COM	21552.63	19196.62
Invest - Corp Stock	35-6502846	641069406	NESTLE S.A. REGISTERED SHARES - ADR	19280.58	12492.16
Invest - Corp Stock	35-6502846	68389X105	ORACLE CORPORATION	21693.42	16875.4
Invest - Corp Stock	35-6502846	806857108	SCHLUMBERGER LTD	29285.75	27010.07
Invest - Corp Stock	35-6502846	872540109	TJX COS INC NEW	26894.06	12174.11
Invest - Corp Stock	35-6502846	883556102	THERMO FISHER SCIENTIFIC INC	21824.6	9431.27
Invest - Corp Stock	35-6502846	8.92E+113	TOTAL S.A. - ADR	21444.5	15798.65
Invest - Corp Stock	35-6502846	907818108	UNION PACIFIC CORP	32760	16955.71
Invest - Corp Stock	35-6502846	58155Q103	MCKESSON CORP	25824	15167.75
Invest - Corp Stock	35-6502846	38141G104	GOLDMAN SACHS GROUP INC	19675.86	15095.98
Invest - Corp Stock	35-6502846	404280406	HSBC - ADR	22437.91	21866.31
Invest - Corp Stock	35-6502846	911312106	UNITED PARCEL SERVICE-CL B	22487.12	13979.82
Invest - Corp Stock	35-6502846	8.76E+110	TARGET CORP	21701.61	17036.77
Invest - Corp Stock	35-6502846	91324P102	UNITEDHEALTH GROUP INC	31701.3	13556.21
Invest - Corp Stock	35-6502846	189754104	COACH INC	20992.62	19908.15
Invest - Corp Stock	35-6502846	88606108	BHP BILLITON LIMITED - ADR	11389.4	15004.95
Invest - Corp Stock	35-6502846	46625H100	JPMORGAN CHASE & CO	32690.32	24964.89
Invest - Corp Stock	35-6502846	902973304	US BANCORP DEL NEW	25936.8	17955.13
Invest - Corp Stock	35-6502846	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	23740.58	11807.61
Invest - Corp Stock	35-6502846	166764100	CHEVRON CORP	21734.34	10260.78
Invest - Corp Stock	35-6502846	88579Y101	3M CO	26787.75	16447.92

Invest - Corp Stock	35-6502846	84670702	BERKSHIRE HATHAWAY INC.	35923.68	25608.89
Invest - Corp Stock	35-6502846	20030N101	COMCAST CORP CLASS A	32166.33	11741.31
Invest - Corp Stock	35-6502846	38259P508	GOOGLE INC	32500.59	16911.18
Invest - Corp Stock	35-6502846	150870103	CELANESE CORP	17865.13	12125.26
Invest - Corp Stock	35-6502846	611740101	MONSTER BEVERAGE CORP	18433.44	12352.83
Invest - Corp Stock	35-6502846	G29183103	EATON CORP PLC	23292.72	15801.5
Invest - Corp Stock	35-6502846	12572Q105	CME GROUP INC	25577.96	17917.98
Total Corporate Stock Investments				1120424.59	713445.03
Invest - Corp Bonds	35-6502846	084664BE0	BERKSHIRE HATHAWAY 5.400% 5/15/18	17253.45	17345.64
Invest - Corp Bonds	35-6502846	031162AZ3	AMGEN INC 5.700% 2/01/19	13828.8	14278.9
Invest - Corp Bonds	35-6502846	166751AJ6	CHEVRON CORP 4.950% 3/03/19	17014.65	17483.16
Invest - Corp Bonds	35-6502846	3137EACA5	FED HOME LN MTG CORP 3.750% 3/27/19	32699.1	32872.52
Invest - Corp Bonds	35-6502846	912828KQ2	US TREASURY NOTE 3.125% 5/15/19	37297.05	37486.84
Invest - Corp Bonds	35-6502846	594918AB0	MICROSOFT CORP 2.950% 6/01/14	15157.35	15706.52
Invest - Corp Bonds	35-6502846	816851AN9	SEMPRA ENERGY 6.500% 6/01/16	10126.8	10757.8
Invest - Corp Bonds	35-6502846	025816BA6	AMERICAN EXPRESS CO 7.250% 5/20/14	12315.48	13788.2
Invest - Corp Bonds	35-6502846	912828MA5	US TREASURY NOTE 2.750% 11/30/16	30656.19	30952.19
Invest - Corp Bonds	35-6502846	713448BN7	PEPSICO INC 4.500% 1/15/20	16314.6	16692.77
Invest - Corp Bonds	35-6502846	887317AF2	TIME WARNER INC 4.875% 3/15/20	5480.4	5512.7
Invest - Corp Bonds	35-6502846	912828NF3	US TREASURY NOTE 2.125% 5/31/15	32851.2	33428.56
Invest - Corp Bonds	35-6502846	46625HHR4	JPMORGAN CHASE & CO 3.400% 6/24/15	15576.6	15782.94
Invest - Corp Bonds	35-6502846	06051GEC9	BANK OF AMERICA CORP 5.625% 7/01/20	17140.65	15729.12
Invest - Corp Bonds	35-6502846	931142CU5	WAL-MART STORES INC 3.625% 7/08/20	15717.75	15614.01
Invest - Corp Bonds	35-6502846	00206RAV4	AT&T INC 2.500% 8/15/15	17453.9	17766.23
Invest - Corp Bonds	35-6502846	912828NT3	US TREASURY NOTE 2.625% 8/15/20	21426.51	21356.37
Invest - Corp Bonds	35-6502846	94973VAS6	WELLPOINT INC 4.350% 8/15/20	7398.37	7306.44
Invest - Corp Bonds	35-6502846	912828PK0	US TREASURY NOTE 2.250% 11/30/17	29058.68	29855.58
Invest - Corp Bonds	35-6502846	38141GEA8	GOLDMAN SACHS GROUP 5.125% 1/15/15	15668.85	16089.98
Invest - Corp Bonds	35-6502846	25459HAY1	DIRECTV HLDG/FIN INC 3.500% 3/01/16	9447.21	9420.84
Invest - Corp Bonds	35-6502846	59156RAN8	METLIFE INC 5.000% 6/15/15	18044.14	18773.65
Invest - Corp Bonds	35-6502846	36962G5J9	GENERAL ELEC CAP COR 4.650% 10/17/21	18520.65	18584.35
Invest - Corp Bonds	35-6502846	40429CFN7	HSBC FINANCE CORP 5.500% 1/19/16	9757.35	9865.04
Invest - Corp Bonds	35-6502846	260543CF8	DOW CHEMICAL CO/THE 4.125% 11/15/21	9296.73	9234.97

Invest - Corp Bonds	35-6502846	437076AP7	HOME DEPOT INC	5.400%	3/01/16	9872.01	10004.92
Invest - Corp Bonds	35-6502846	742718DY2	PROCTER & GAMBLE CO/	2.300%	2/06/22	16870.32	18001.14
Invest - Corp Bonds	35-6502846	87612EAN6	TARGET CORP	5.875%	7/15/16	13503.36	14278.68
Invest - Corp Bonds	35-6502846	912828HR4	US TREASURY NOTE	3.500%	2/15/18	26055.12	26127.08
Invest - Corp Bonds	35-6502846	494550AY2	KINDER MORGAN ENER	5.950%	2/15/18	10227.51	10243.47
Invest - Corp Bonds	35-6502846	406216BD2	HALLIBURTON COMPANY	3.500%	8/01/23	14540.55	15070.05
Invest - Corp Bonds	35-6502846	61747YCE3	MORGAN STANLEY	6.000%	4/28/15	10650.3	10927.2
Total Corporate Bond Investments						547221.63	556337.86