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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation LUETHGE, IRENE I CHARITABLE TUW			A Employer identification number 36-7589491	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name		Foreign province/state/county Foreign postal code		
G Check all that apply: ☐ 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) ▶ \$ 1,510,291		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,871	35,205		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	44,462			
	b Gross sales price for all assets on line 6a 583,903				
	7 Capital gain net income (from Part IV, line 2)		44,462		
	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	81,333	79,667	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	21,840	16,380		5,460
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	841			841
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	869	869		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5	5		
	24 Total operating and administrative expenses. Add lines 13 through 23	23,555	17,254	0	6,301
	25 Contributions, gifts, grants paid	65,000			65,000
26 Total expenses and disbursements. Add lines 24 and 25	88,555	17,254	0	71,301	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,222				
b Net investment income (if negative, enter -0-)		62,413			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		3,820	3,820
	2 Savings and temporary cash investments	50,313	51,377	51,377
	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)	1,331,986	1,322,141	1,455,094
	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)	1,382,299	1,377,338	1,510,291
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,382,299	1,377,338	
	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)	1,382,299	1,377,338	
	31 Total liabilities and net assets/fund balances (see instructions)	1,382,299	1,377,338	

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	1,382,299
2	Enter amount from Part I, line 27a	2	-7,222
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,466
4	Add lines 1, 2, and 3	4	1,379,543
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,205
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,377,338

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	44,462
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	80,557	1,412,894	0.057016
2011	12,969	1,367,883	0.009481
2010			0.000000
2009			0.000000
2008			0.000000

2	Total of line 1, column (d)	2	0.066497
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	0.033249
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,448,866
5	Multiply line 4 by line 3	5	48,173
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	624
7	Add lines 5 and 6	7	48,797
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	71,301

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	624
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	624
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	624
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	466
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	466
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	158
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) ▶ WI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

5b	N/A	
6b		X
7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	21,840	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,419,848
b	Average of monthly cash balances	1b	51,082
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,470,930
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	1,470,930
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	22,064
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,448,866
6	Minimum investment return. Enter 5% of line 5	6	72,443

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	72,443
2a	Tax on investment income for 2013 from Part VI, line 5	2a	624
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	624
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,819
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	71,819
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	71,819

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	71,301
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	71,301
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	624
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,677

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				71,819
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,063	
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 ▶ \$ 71,301				
a Applied to 2012, but not more than line 2a			7,063	
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				64,238
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				7,581
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	65,000
b Approved for future payment NONE				
Total			▶ 3b	0

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

THE CLEARING

Street

12171 GARRETT BAY ROAD

City

ELLISON BAY

State

WI

Zip Code

54210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

EASTSHORE HUMANE SOCIETY

Street

1100 PARK STREET

City

CHILTON

State

WI

Zip Code

53014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

LAKESHORE HUMANE SOCIETY

Street

1551 N 8TH STREET

City

MANITOWOC

State

WI

Zip Code

54220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

NEW HOLSTEIN HISTORICAL SOCIETY

Street

1600 WISCONSIN AVENUE, PO BOX 144

City

NEW HOLSTEIN

State

WI

Zip Code

53061

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

MAYWOOD ENVIRONMENTAL PARK

Street

3615 MUELLER ROAD

City

SHEBOYGAN

State

WI

Zip Code

53083

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

SHEBOYGAN COUNTY HISTORICAL SOCIETY

Street

3110 ERIE AVENUE

City

SHEBOYGAN

State

WI

Zip Code

53081

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

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

Recipient(s) paid during the year

Name

LAWRENCE UNIVERSITY

Street

711 E BOLDT WAY

City

APPLETON

State

WI

Zip Code

54911

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

THE NATURE CONSERVANCY

Street

4245 N FAIRFAX DRIVE SUITE 100

City

ARLINGTON

State

VA

Zip Code

22203

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

SHEBOYGAN COUNTY HUMANE SOCIETY

Street

3107 N 20TH ST

City

SHEBOYGAN

State

WI

Zip Code

53083

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

THE RIDGE SANCTUARY

Street

PO BOX 152

City

BAILEYS HARBOR

State

WI

Zip Code

54202

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals										Net Gain or Loss			
Short Term CG Distributions										5,148		Capital Gains/Losses Other sales										539,441		44,462	
										0		583,903										0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss											
1	X	008252108	AFFILIATED MANAGERS GRO		5/6/2011		2/25/2013	1,731	1,273				0	458											
2	X	008252108	AFFILIATED MANAGERS GRO		5/6/2011		7/17/2013	873	530				0	343											
3	X	035244108	ANHEUSER-BUSCH INBEV SP		9/2/2011		7/17/2013	550	327				0	223											
4	X	037411105	APACHE CORP		2/2/2012		7/17/2013	164	206				0	-42											
5	X	037411105	APACHE CORP		2/24/2010		7/17/2013	328	407				0	-79											
6	X	084670702	BERKSHIRE HATHAWAY INC		2/15/2013		7/17/2013	1,179	996				0	183											
7	X	084670702	BERKSHIRE HATHAWAY INC		4/10/2012		7/17/2013	1,179	795				0	384											
8	X	088608108	BHP BILLITON LIMITED - ADR		5/6/2011		7/17/2013	384	579				0	-195											
9	X	087023105	BOEING CO		5/6/2011		7/17/2013	732	559				0	173											
10	X	12572Q105	CME GROUP INC		6/7/2012		7/17/2013	840	599				0	241											
11	X	126650100	CYSICAREMARK CORPORATI		2/15/2013		7/17/2013	914	772				0	142											
12	X	126650100	CYSICAREMARK CORPORATI		2/24/2010		7/17/2013	548	309				0	239											
13	X	140401105	CAPITAL ONE FINANCIAL CO		2/24/2010		7/17/2013	733	410				0	323											
14	X	150870103	CELANESE CORP		8/16/2011		7/17/2013	473	489				0	-16											
15	X	166784100	CHEVRON CORP		9/28/2011		7/3/2013	714	562				0	152											
16	X	166784100	CHEVRON CORP		2/24/2010		7/17/2013	1,190	720				0	470											
17	X	166784100	CHEVRON CORP		2/24/2010		7/17/2013	748	432				0	316											
18	X	17275R102	CISCO SYSTEMS INC		2/15/2013		7/17/2013	1,286	1,050				0	236											
19	X	17275R102	CISCO SYSTEMS INC		5/6/2011		7/17/2013	720	495				0	225											
20	X	17275R102	CISCO SYSTEMS INC		5/6/2011		10/14/2013	186	141				0	45											
21	X	187754104	COACH INC		1/8/2013		7/17/2013	582	583				0	-1											
22	X	20030N101	COMCAST CORP CLASS A		2/15/2013		7/17/2013	1,100	1,029				0	71											
23	X	20030N101	COMCAST CORP CLASS A		2/24/2010		7/17/2013	660	244				0	416											
24	X	22544R305	CREDIT SUISSE COMM RET S		7/25/2011		10/14/2013	2,270	2,946				0	-676											
25	X	22544R305	CREDIT SUISSE COMM RET S		5/6/2011		10/14/2013	8,815	11,097				0	-2,282											
26	X	25243Q205	DIAGEO PLC - ADR		2/24/2010		7/17/2013	732	395				0	337											
27	X	25264S833	DIAMOND HILL LONG-SHORT		9/13/2012		7/15/2013	1,270	1,191				0	79											
28	X	25264S833	DIAMOND HILL LONG-SHORT		9/13/2012		7/17/2013	6,440	5,637				0	803											
29	X	25264S833	DIAMOND HILL LONG-SHORT		5/6/2011		7/17/2013	5,098	4,137				0	961											
30	X	254687106	WALT DISNEY CO		2/15/2013		7/17/2013	1,305	1,105				0	200											
31	X	254687106	WALT DISNEY CO		2/24/2010		7/17/2013	653	313				0	340											
32	X	26189Q484	DREYFUS EMG MKT DEBT LO		5/6/2011		2/15/2013	9,440	9,251				0	189											
33	X	26189Q484	DREYFUS EMG MKT DEBT LO		5/6/2011		10/14/2013	19,477	20,731				0	-1,254											
34	X	268648102	E M C CORP MASS		2/24/2010		7/17/2013	254	174				0	80											
35	X	268648102	E M C CORP MASS		2/24/2010		10/14/2013	126	87				0	39											
36	X	367829884	GATEWAY FUND - Y #1988		2/20/2012		7/17/2013	34,468	33,904				0	564											
37	X	367829884	GATEWAY FUND - Y #1988		2/20/2012		7/17/2013	16,462	16,275				0	187											
38	X	001055102	AFELAC INC		2/24/2010		7/17/2013	390	390				0	84											
39	X	00203R859	AGR MANAGED FUTURES STI		7/9/2013		10/14/2013	13,250	13,489				0	-239											
40	X	369625273	GENERAL ELEC CAP COR S 4		2/24/2010		7/15/2013	25,000	26,764				0	-1,764											
41	X	375558103	GILEAD SCIENCES INC		4/4/2013		4/4/2013	861	351				0	510											
42	X	375558103	GILEAD SCIENCES INC		12/8/2011		7/17/2013	686	234				0	452											
43	X	375558103	GILEAD SCIENCES INC		12/8/2011		12/13/2013	852	234				0	618											
44	X	40428Q406	HSBC - ADR		2/25/2013		7/17/2013	668	655				0	13											
45	X	448108100	HUSSMAN STRATEGIC GRO		7/25/2011		2/15/2013	15,394	17,950				0	-2,556											
46	X	448108100	HUSSMAN STRATEGIC GRO		2/28/2012		2/15/2013	8,486	9,600				0	-1,114											
47	X	458140100	INTEL CORP		2/28/2010		6/18/2013	3,204	2,603				0	601											
48	X	458140100	INTEL CORP		2/28/2010		7/15/2013	3,204	2,603				0	601											
49	X	464287200	ISHARES CORE S & P 500 ETF		5/6/2011		2/15/2013	2,295	2,040				0	255											
50	X	464287200	ISHARES CORE S & P 500 ETF		5/6/2011		7/17/2013	13,182	10,610				0	2,572											
51	X	464287200	ISHARES CORE S & P 500 ETF		9/29/2011		7/17/2013	1,859	1,259				0	600											
52	X	464287200	ISHARES CORE S & P 500 ETF		2/24/2010		7/17/2013	6,829	4,735				0	2,094											
53	X	464287200	ISHARES CORE S & P 500 ETF		2/24/2010		7/17/2013	8,112	5,318				0	2,794											
54	X	464287465	ISHARES MSCI EAFE		2/24/2010		2/15/2013	125,421	112,842				0	12,479											
55	X	464287465	ISHARES MSCI EAFE		8/19/2011		7/15/2013	3,503	3,028				0	475											
56	X	464287465	ISHARES MSCI EAFE		9/28/2011		2/15/2013	13,722	11,555				0	2,167											
57	X	464287606	ISHARES S&P MID-CAP 400 G		12/9/2011		7/17/2013	2,978	2,595				0	383											
58	X	464287606	ISHARES S&P MID-CAP 400 G		7/21/2011		10/14/2013	2,655	2,576				0	79											
59	X	464287705	ISHARES S&P MID-CAP 400 V		7/21/2011		7/17/2013	2,774	2,208				0	566											
60	X	464287705	ISHARES S&P MID-CAP 400 V		7/21/2011		10/14/2013	1,206	934				0	272											
61	X	464287804	ISHARES CORE S&P SMALL-C		9/28/2011		2/15/2013	2,441	1,412				0	1,029											
62	X	464287804	ISHARES CORE S&P SMALL-C		2/24/2010		7/17/2013	2,441	2,245				0	196											
63	X	464287804	ISHARES CORE S&P SMALL-C		2/24/2010		7/17/2013	24,069	15,677				0	8,392											
64	X	464287804	ISHARES CORE S&P SMALL-C		2/24/2010		10/14/2013	1,059	609				0	450											
65	X	46625H100	JPMORGAN CHASE & CO		2/15/2013		7/17/2013	3,524	1,939				0	1,585											
66	X	46625H100	JPMORGAN CHASE & CO		2/24/2010		7/17/2013	1,102	979				0	123											
67	X	46625H100	JPMORGAN CHASE & CO		2/24/2010		10/14/2013	606	445				0	161											
68	X	478366107	JOHNSON CONTROLS INC		5/6/2011		7/17/2013	1,454	1,571				0	69											
69	X	478366107	JOHNSON CONTROLS INC		5/6/2011		7/17/2013	1,454	1,571				0	-117											

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

Long Term CG Distributions				Amount		Totals									
Short Term CG Distributions				5,148		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
						Other sales		583,903		539,441		44,462			
								0		0		0			

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

		841	0	0	841
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	841			841

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

		869	869	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	869	869		

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

		5	5	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	5	5		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			1,331,986	1,322,141	1,455,094
2	AFLAC INC		0	2,557	3,674
3	AFFILIATED MANAGERS GROUP INC		0	1,840	4,554
4	APACHE CORPORATION COM		0	3,806	3,352
5	APPLE COMPUTER INC COM		0	4,372	10,098
6	BAXTER INTL INC COM		0	3,829	3,825
7	BOEING COMPANY		0	2,514	4,504
8	CVS/CAREMARK CORPORATION		0	2,147	4,509
9	CAPITAL ONE FINANCIAL CORP		0	1,790	3,677
10	CISCO SYSTEMS INC		0	3,302	4,441
11	CUMMINS INC.		0	3,426	3,665
12	DIAGEO PLC - ADR		0	1,646	3,310
13	WALT DISNEY CO		0	2,462	6,036
14	E M C CORP MASS		0	1,563	2,264
15	GILEAD SCIENCES INC		0	1,093	4,206
16	INTERNATIONAL BUSINESS MACHS CORP		0	3,080	2,814
17	JOHNSON CONTROLS INC		0	2,515	4,155
18	MERGER FD SH BEN INT 260		0	42,067	42,038
19	MICROSOFT CORP		0	2,290	3,068
20	NATIONAL OILWELL INC COM		0	3,117	3,499
21	NESTLE S.A REGISTERED SHARES - ADR		0	2,271	3,385
22	ORACLE CORPORATION		0	2,990	3,367
23	PIMCO FOREIGN BD FD USD H-INST 103		0	28,271	28,204
24	SCHLUMBERGER LTD		0	3,145	4,596
25	TJX COS INC NEW		0	1,826	4,142
26	THERMO FISHER SCIENTIFIC INC		0	1,415	3,229
27	TOTAL FINA ELF S.A. ADR		0	2,485	3,370
28	UNION PACIFIC CORP		0	2,961	5,040
29	MCKESSON CORP		0	2,412	4,196
30	GOLDMAN SACHS GROUP INC		0	2,870	3,368
31	HSBC - ADR		0	3,281	3,363
32	UNITED PARCEL SERVICE-CL B		0	2,152	3,468
33	TARGET CORP		0	3,750	4,492
34	UNITEDHEALTH GROUP INC		0	3,532	5,346
35	FID ADV EMER MKTS INC- CL I 607		0	21,341	20,826
36	COACH INC		0	3,261	3,312
37	BHP BILLITON LIMITED		0	2,724	2,046
38	STATOILHYDRO ASA 3.875% 4/15/14		0	26,168	25,240
39	ISHARES TR SMALLCAP 600 INDEX FD		0	29,913	58,930
40	JPMORGAN CHASE & CO		0	3,265	5,205
41	BANK OF NEW YORK MEL 4 300% 5/15/14		0	26,451	25,362
42	US BANCORP DEL NEW		0	2,417	3,878
43	ISHARES S&P MIDCAP 400 VALUE		0	27,554	39,634
44	ISHARES S & P 500 INDEX FUND		0	16,840	28,219
45	ANHEUSER-BUSCH INBEV SPN ADR		0	2,170	4,258
46	LAUDUS MONDRIAN INTL FI-INST 2940		0	31,294	27,754

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,331,986	1,322,141	1,455,094
47	EATON VANCE GLOBAL MACRO - I		0	14,417	14,083
48	ISHARES S&P MIDCAP 400 GROWTH		0	45,255	61,278
49	CHEVRON CORP		0	1,945	3,373
50	DREYFUS EMG MKT DEBT LOC C-I 6083		0	51,453	48,531
51	DRIEHAUS ACTIVE INCOME FUND		0	70,454	71,233
52	3M CO		0	3,037	4,628
53	BERSHIRE HATHAWAY INC		0	3,859	5,928
54	COMCAST CORP CLASS A		0	1,661	5,300
55	ASG GLOBAL ALTERNATIVES-Y 1993		0	42,792	42,203
56	GOOGLE INC		0	3,548	6,724
57	VANGUARD REIT VIPER		0	34,980	47,839
58	CELANESE CORP		0	2,199	2,766
59	VANGUARD EMERGING MARKETS ETF		0	92,937	94,828
60	DIVIDEND CAPITAL TOTAL REALTY TRUS		0	51,765	35,879
61	DIVIDEND CAPITAL TOTAL REALTY TRUS		0	5,468	5,186
62	MONSTER BEVERAGE CORP		0	1,979	2,982
63	EATON CORP PLC		0	2,526	3,730
64	VANGUARD BD INDEX FD INC		0	162,998	160,899
65	CME GROUP INC		0	2,985	4,315
66	SPDR DJ WILSHIRE INTERNATIONAL REA		0	43,673	48,369
67	VANGUARD INTERMEDIATE TERM B		0	57,510	55,066
68	VANGUARD EUROPE PACIFIC ETF		0	115,878	133,126
69	DIAMOND HILL LONG-SHORT FD CL I 11		0	22,532	29,948
70	RIDGEWORTH SEIX HY BD-I 5855		0	71,267	69,273
71	CREDIT SUISSE COMM RT ST-CO 2156		0	68,848	55,688

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	67
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	4,399
3	Total	3	4,466

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,686
2	PY RETURN OF CAPITAL ADJUSTMENT	2	519
3	Total	3	2,205

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	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Aquired Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses		
1	AFFILIATED MANAGERS GROUP, INC	0008252108		5/6/2011	2/25/2013	1,731			1,273	458	0	0	0	458	39,314	
2	AFFILIATED MANAGERS GROUP, INC	0008252108		5/6/2011	7/17/2013	873			530	343	0	0	0	343	458	
3	ANHEUSER-BUSCH INBEV SPN ADR	03524A1108		9/2/2011	7/17/2013	550			327	223	0	0	0	223	343	
4	APACHE CORP	0374111105		2/7/2012	7/17/2013	206			407	-79	0	0	0	-79	223	
5	APACHE CORP	0374111105		2/24/2010	7/17/2013	328			996	183	0	0	0	183	-79	
6	BERKSHIRE HATHAWAY INC	084870702		2/15/2012	7/17/2013	1,179			785	384	0	0	0	384	183	
7	BERKSHIRE HATHAWAY INC	084870702		4/10/2012	7/17/2013	1,179			579	-195	0	0	0	-195	384	
8	BHP BILLITON LIMITED - ADR	0866001108		5/6/2011	7/17/2013	732			559	173	0	0	0	173	-195	
9	BOEING CO	0970231105		5/6/2011	7/17/2013	840			599	241	0	0	0	241	173	
10	CME GROUP INC	125720105		6/7/2012	7/17/2013	914			772	142	0	0	0	142	241	
11	CYSICAREMARK CORPORATION	126650100		2/15/2012	7/17/2013	548			309	239	0	0	0	239	142	
12	CYSICAREMARK CORPORATION	126650100		2/24/2010	7/17/2013	733			410	323	0	0	0	323	239	
13	CAPITAL ONE FINANCIAL CORP	14040H105		2/24/2010	7/17/2013	473			489	-16	0	0	0	-16	323	
14	CELANESE CORP	150870103		6/16/2011	7/17/2013	714			562	152	0	0	0	152	-16	
15	CHEVRON CORP	166764100		9/29/2011	7/17/2013	1,190			720	470	0	0	0	470	152	
16	CHEVRON CORP	166764100		2/24/2010	7/17/2013	748			432	316	0	0	0	316	470	
17	CHEVRON CORP	166764100		2/24/2010	7/17/2013	1,288			1,050	238	0	0	0	238	316	
18	CISCO SYSTEMS INC	17275R102		2/15/2012	7/17/2013	720			485	225	0	0	0	225	238	
19	CISCO SYSTEMS INC	17275R102		5/6/2011	7/17/2013	186			141	45	0	0	0	45	225	
20	CISCO SYSTEMS INC	17275R102		5/6/2011	10/14/2013	582			583	-1	0	0	0	-1	45	
21	COMCAST CORP CLASS A	20030N101		19/2013	7/17/2013	1,100			1,029	71	0	0	0	71	-1	
22	COMCAST CORP CLASS A	20030N101		2/15/2012	7/17/2013	660			244	416	0	0	0	416	71	
23	CREDIT SUISSE COMM RET ST-I #2156	22544R305		2/24/2010	10/14/2013	2,270			2,946	-676	0	0	0	-676	416	
24	CREDIT SUISSE COMM RET ST-I #2156	22544R305		7/25/2011	10/14/2013	8,615			11,087	-2,282	0	0	0	-2,282	-676	
25	CREDIT SUISSE COMM RET ST-I #2156	22544R305		5/6/2011	10/14/2013	732			395	337	0	0	0	337	-2,282	
26	DIAGEO PLC - ADR	252430205		2/24/2010	7/17/2013	1,270			1,191	79	0	0	0	79	337	
27	DIAMOND HILL LONG-SHORT FD CL I # 25294S833	25294S833		9/13/2012	2/15/2013	8,440			5,637	803	0	0	0	803	79	
28	DIAMOND HILL LONG-SHORT FD CL I # 25294S833	25294S833		9/13/2012	7/17/2013	5,098			4,137	961	0	0	0	961	803	
29	DIAMOND HILL LONG-SHORT FD CL I # 25294S833	25294S833		5/6/2011	7/17/2013	1,305			1,105	200	0	0	0	200	961	
30	WALT DISNEY CO	254887106		2/15/2012	7/17/2013	9,440			20,731	-11,254	0	0	0	-11,254	200	
31	WALT DISNEY CO	254887106		2/24/2010	7/17/2013	254			174	80	0	0	0	80	-11,254	
32	DREYFUS EMG MKT DEBT LOC C-I #808	261800494		5/6/2011	10/14/2013	18,477			174	80	0	0	0	80	80	
33	DREYFUS EMG MKT DEBT LOC C-I #808	261800494		2/24/2010	10/14/2013	126			87	39	0	0	0	39	80	
34	E M C CORP MASS	268848102		2/24/2010	10/14/2013	34,488			33,904	584	0	0	0	584	39	
35	E M C CORP MASS	268848102		9/13/2012	7/17/2013	16,462			16,275	187	0	0	0	187	584	
36	GATEWAY FUND - Y #1896	367828884		2/20/2012	7/17/2013	474			390	84	0	0	0	84	187	
37	GATEWAY FUND - Y #1896	367828884		2/24/2010	7/17/2013	13,250			13,489	-239	0	0	0	-239	84	
38	ALAC INC	001055102		2/24/2010	7/17/2013	25,000			26,784	-1,784	0	0	0	-1,784	-239	
39	AGRICULTURE FUND 15121	3889232V3		2/24/2010	11/5/2013	881			351	510	0	0	0	510	-1,784	
40	GENERAL ELEC CAP COR 5.450% 1/15	3889232V3		12/8/2011	4/4/2013	686			234	452	0	0	0	452	510	
41	GILEAD SCIENCES INC	375558103		12/8/2011	7/17/2013	652			234	618	0	0	0	618	452	
42	GILEAD SCIENCES INC	375558103		12/8/2011	12/13/2013	652			234	618	0	0	0	618	618	
43	HSBC - ADR	404280408		2/25/2012	7/17/2013	668			9,600	-2,558	0	0	0	-2,558	-2,558	
44	HUSMAN STRATEGIC GROWTH FUND	448108100		7/25/2011	2/15/2013	15,384			17,950	-2,566	0	0	0	-2,566	-2,558	
45	HUSMAN STRATEGIC GROWTH FUND	448108100		2/28/2012	2/15/2013	8,486			9,600	-1,114	0	0	0	-1,114	-2,566	
46	HUSMAN STRATEGIC GROWTH FUND	448108100		2/24/2010	6/18/2013	3,204			2,603	601	0	0	0	601	-1,114	
47	INTEL CORP	458140100		5/6/2011	2/15/2013	2,285			2,040	245	0	0	0	245	601	
48	ISHARES CORE S & P 500 ETF	464287200		5/6/2011	7/17/2013	13,182			10,610	2,572	0	0	0	2,572	245	
49	ISHARES CORE S & P 500 ETF	464287200		5/6/2011	7/17/2013	1,859			1,259	600	0	0	0	600	2,572	
50	ISHARES CORE S & P 500 ETF	464287200		9/29/2011	7/17/2013	6,929			4,735	2,194	0	0	0	2,194	600	
51	ISHARES CORE S & P 500 ETF	464287200		2/24/2010	7/17/2013	8,112			5,318	2,794	0	0	0	2,794	2,194	
52	ISHARES CORE S & P 500 ETF	464287200		2/24/2010	2/15/2013	125,421			112,942	12,479	0	0	0	12,479	2,794	
53	ISHARES MSCI EAFE	464287465		9/19/2011	2/15/2013	3,503			3,028	475	0	0	0	475	12,479	
54	ISHARES MSCI EAFE	464287465		9/19/2011	2/15/2013	13,722			11,555	2,167	0	0	0	2,167	475	
55	ISHARES MSCI EAFE	464287465		12/8/2011	2/15/2013	2,978			2,595	383	0	0	0	383	2,167	
56	ISHARES S&P MID-CAP 400 GROWTH	464287608		7/21/2011	10/14/2013	2,855			2,578	278	0	0	0	278	383	
57	ISHARES S&P MID-CAP 400 GROWTH	464287608		7/21/2011	7/17/2013	2,774			2,208	566	0	0	0	566	278	
58	ISHARES S&P MID-CAP 400 VALUE	464287705		7/21/2011	10/14/2013	1,206			934	272	0	0	0	272	566	
59	ISHARES S&P MID-CAP 400 VALUE	464287705		9/29/2011	2/15/2013	2,041			1,412	629	0	0	0	629	272	
60	ISHARES S&P SMALL-CAP E	464287804		9/29/2011	2/15/2013	3,232			2,245	987	0	0	0	987	629	
61	ISHARES S&P SMALL-CAP E	464287804		2/24/2010	2/15/2013	24,069			15,077	8,992	0	0	0	8,992	987	
62	ISHARES S&P SMALL-CAP E	464287804		2/24/2010	7/17/2013	1,059			939	123	0	0	0	123	8,992	
63	ISHARES S&P SMALL-CAP E	464287804		2/24/2010	10/14/2013	3,524			1,939	1,585	0	0	0	1,585	123	
64	ISHARES S&P SMALL-CAP E	464287804		2/24/2010	7/17/2013	1,102			978	123	0	0	0	123	1,585	
65	JPMORGAN CHASE & CO	46625H100		2/15/2012	7/17/2013	606			445	161	0	0	0	161	123	
66	JPMORGAN CHASE & CO	46625H100		2/24/2010	10/14/2013	312			243	69	0	0	0	69	161	
67	JPMORGAN CHASE & CO	46625H100		2/24/2010	7/17/2013	1,454			1,571	-117	0	0	0	-117	69	

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															5,148	
															0	
Description of Property Sold															CUSIP #	
85 SPDR DJ WILSHIRE INTERNATIONAL R															78463X863	
86 SCHLUMBERGER LTD															808857108	
87 TJX COS INC NEW															872540109	
88 TJX COS INC NEW															872540109	
89 TARGET CORP															87812E108	
90 TARGET CORP															87812E108	
91 NESTLE S A REGISTERED SHARES - A															841069408	
92 NESTLE S A REGISTERED SHARES - A															841069408	
93 TARGET CORP 4.000% 8/15/13															87812EAM8	
94 TEVA PHARMACEUTICAL INDUSTRIES															881624209	
95 TEVA PHARMACEUTICAL INDUSTRIES															881624209	
96 TEVA PHARMACEUTICAL INDUSTRIES															881624209	
97 TEVA PHARMACEUTICAL INDUSTRIES															881624209	
98 THERMO FISHER SCIENTIFIC INC															883556102	
99 THERMO FISHER SCIENTIFIC INC															883556102	
100 THERMO FISHER SCIENTIFIC INC															883556102	
101 3M CO															885787Y01	
102 TOTAL S A - ADR															89151E108	
103 US BANCORP DEL NEW															902873304	
104 US BANCORP DEL NEW															902873304	
105 US BANCORP DEL NEW															902873304	
106 UNION PACIFIC CORP															907818108	
107 UNION PACIFIC CORP															907818108	
108 UNION PACIFIC CORP															907818108	
109 UNITED PARCEL SERVICE-CL B															911312108	
110 US BANCORP															91159HGS3	
111 UNITEDHEALTH GROUP INC															91324P102	
112 VANGUARD INTERMEDIATE TERM B															921927819	
113 VANGUARD INTERMEDIATE TERM B															921927819	
114 VANGUARD SHORT TERM BOND ETF															921927827	
115 VANGUARD FTSE DEVELOPED ETF															921943858	
116 VANGUARD FTSE DEVELOPED ETF															921943858	
117 VANGUARD FTSE EMERGING MARKET															922042858	
118 VANGUARD FTSE EMERGING MARKET															922042858	
119 VANGUARD FTSE EMERGING MARKET															922042858	
120 VODAFONE REIT VPER															92208553	
121 VODAFONE GROUP PLC NEW ADR															92857W209	
122 EATON CORP PLC															928163103	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	21,840		
21,840										0	0	

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

	Date	Amount
1 Credit from prior year return	1	466
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	466

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	7,063
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	7,063