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

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE CORNWALL FOUNDATION, MARY ANN J. BAKER, TRUSTEE			A Employer identification number 41-1956489	
Number and street (or P O box number if mail is not delivered to street address) 90 S. 7TH STREET, SUITE 5100			B Telephone number (see instructions) (888) 730-4933	
City or town MINNEAPOLIS	State MN	ZIP code 55402		
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			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,081,511		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
			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	86,626	86,010		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	273,557			
	b Gross sales price for all assets on line 6a 1,336,294				
	7 Capital gain net income (from Part IV, line 2)		273,557		
	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)	5,636	5,636			
12 Total. Add lines 1 through 11	365,819	365,203	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,652	1,652		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,728	8,062		2,666
	24 Total operating and administrative expenses. Add lines 13 through 23	12,380	9,714	0	2,666
	25 Contributions, gifts, grants paid	170,000			170,000
26 Total expenses and disbursements. Add lines 24 and 25	182,380	9,714	0	172,666	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	183,439				
b Net investment income (if negative, enter -0-)		355,489			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	254,738	325,066	324,907
	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)	2,600,712	2,702,013	3,756,604	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,855,450	3,027,079	4,081,511	
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 ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,855,450	3,027,079	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	2,855,450	3,027,079		
31	Total liabilities and net assets/fund balances (see instructions)	2,855,450	3,027,079		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,855,450
2	Enter amount from Part I, line 27a	2	183,439
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	20,564
4	Add lines 1, 2, and 3	4	3,059,453
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	32,374
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,027,079

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	273,557
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	168,820	3,511,773	0.048073
2011	76,822	2,490,627	0.030844
2010	73,424	1,399,227	0.052475
2009	54,331	1,252,699	0.043371
2008	57,362	1,443,783	0.039730
2	Total of line 1, column (d)		2 0.214493
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 0.042899
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 3,826,605
5	Multiply line 4 by line 3		5 164,158
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 3,555
7	Add lines 5 and 6		7 167,713
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.		8 172,666

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	3,555
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	3,555
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	3,555
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,100
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	1,100
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	2,455
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)? 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.		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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 94163			
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 N/A	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	3,752,906
b	Average of monthly cash balances	1b	131,972
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,884,878
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	3,884,878
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	58,273
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,826,605
6	Minimum investment return. Enter 5% of line 5	6	191,330

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	191,330
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,555
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,555
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,775
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	187,775
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	187,775

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	172,666
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	172,666
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	3,555
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	169,111

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				187,775
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
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				6,706
d From 2011				
e From 2012				
f Total of lines 3a through e	6,706			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 172,666				
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				172,666
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))	6,706			6,706
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				8,403
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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	170,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	86,626	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	273,557	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a FUND EARNINGS			14	5,636	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		365,819	0
13	Total. Add line 12, columns (b), (d), and (e)				13	365,819

(See worksheet in line 13 instructions to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
----------------------	--

[illegible]

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 | 1 |
| 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Signature of officer or trustee: Mary Ann Baker Date: 14-30-14 Title: President

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

**Paid
Preparer
Use Only**

Pnn/Type preparer's name JOSEPH J. CASTRIANO	Preparer's signature 	Date 4/24/2014	Check ☒ if self-employed	PTIN P01251603
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

DUCKS UNLIMITED

Street

ONE WATERFOWL WAY

City

MEMPHIS

State

TN

Zip Code

38120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MINNEAPOLIS NEXT

Street

2925 DEAN PARKWAY

City

MINNEAPOLIS

State

MN

Zip Code

55416

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ALLIANCE FOR CATHOLIC EDUCATION

Street

107 CAROLE SANDNER HALL

City

NOTRE DAME

State

IN

Zip Code

46556

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

WALLIN EDUCATION PARTNERS

Street

5200 WILLSON RD, SUITE 209

City

MINNEAPOLIS

State

MN

Zip Code

55424

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

44,000

Name

ST. PATRICK'S CHURCH OF EDINA

Street

6820 ST PATRICKS LN

City

EDINA

State

MN

Zip Code

55439

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

YMCA TWIN CITIES

Street

2125 EAST HENNEPIN AVE

City

MINNEAPOLIS

State

MN

Zip Code

55413

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

Recipient(s) paid during the year

Name

GULL CHAIN OF LAKES ASSOCIATION

Street

PO BOX 102

City

NISSWA

State

MN

Zip Code

56468

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

EVANS SCHOLARS FOUNDATION

Street

ONE BRIAR ROAD

City

GOLF

State

IL

Zip Code

60029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

FOUNDATION OF CHILDRENS HOSPITAL

Street

345 N SMITH AVE

City

SAINT PAUL

State

MN

Zip Code

55102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

38,000

Name

UNIVERSITY OF NOTRE DAME

Street

220 MAIN BUILDING

City

NOTRE DAME

State

IN

Zip Code

46556

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

DRAKE UNIVERSITY

Street

2507 UNIVERSITY AVE

City

DES MOINES

State

IA

Zip Code

50311

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

SCOTTSDALE HEALTHCARE FOUNDATION

Street

10001 N 92ND ST #121

City

SCOTTSDALE

State

AZ

Zip Code

85258

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

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

Long Term CG Distributions												Amount		
Short Term CG Distributions												614		
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	QUALCOMM INC			8/15/2012		4/30/2013	371	376					-5
2	X	ROCK-TECH CO CL A			8/5/2011		7/6/2013	6,752						3,300
3	X	ROCK-TECH CO CL A			7/28/2012		8/2/2013	2,327	1,052					1,275
4	X	ROCK-TECH CO CL A			8/23/2010		8/2/2013	1,878	820					1,158
5	X	ROCK-TECH CO CL A			9/24/2010		8/2/2013	582	251					331
6	X	ROCK-TECH CO CL A			8/27/2010		8/2/2013	1,280	558					722
7	X	ROCK-TECH CO CL A			8/28/2010		8/2/2013	688	303					385
8	X	ROCK-TECH CO CL A			8/28/2010		8/2/2013	1,280	557					723
9	X	ROCK-TECH CO CL A			8/5/2011		8/2/2013	1,513	701					812
10	X	SPDR S & P 500 ETF TRUST			11/1/2013		2/4/2013	11,662	11,478					184
11	X	SPDR S & P 500 ETF TRUST			7/4/2012		2/4/2013	1,645	1,560					85
12	X	SPDR S & P 500 ETF TRUST			2/28/2012		4/3/2013	6,063	5,822					241
13	X	SPDR S & P 500 ETF TRUST			4/30/2013		6/18/2013	4,786	4,624					162
14	X	SPDR S & P 500 ETF TRUST			7/4/2012		8/6/2013	3,488	3,135					354
15	X	SPDR S & P 500 ETF TRUST			2/28/2012		9/1/2013	1,179	756					423
16	X	SPDR S & P 500 ETF TRUST			10/6/2011		9/1/2013	814	814					365
17	X	SPDR S & P 500 ETF TRUST			3/5/2012		9/1/2013	2,526	2,054					472
18	X	SPDR S & P 500 ETF TRUST			7/4/2012		9/1/2013	7,241	6,100					1,141
19	X	SPDR S & P 500 ETF TRUST			2/28/2012		9/1/2013	2,694	2,388					306
20	X	SPDR BARCLAYS CONVERTIBLE			7/28/2011		3/18/2013	17,036	16,512					524
21	X	SPDR BARCLAYS CONVERTIBLE			8/5/2011		3/18/2013	16,826	14,989					1,837
22	X	SPDR BARCLAYS HIGH YIELD			9/28/2011		1/7/2013	21,504	19,644					1,860
23	X	AMEX MATERIALS SPDR			9/30/2011		12/31/2013	42,476	27,649					14,827
24	X	AMEX ENERGY SELECT SPDR			8/13/89 Y508		12/31/2013	51,174	34,489					16,675
25	X	AMEX ENERGY SELECT SPDR			8/13/89 Y506		12/31/2013	3,964	3,240					724
26	X	SELECT COMFORT CORPORA			3/25/2013		12/17/2013	1,938	1,795					143
27	X	SELECT COMFORT CORPORA			3/26/2013		12/17/2013	3,632	3,388					244
28	X	SELECT COMFORT CORPORA			8/16/1X103		12/17/2013	3,224	3,171					53
29	X	SPECTRUM BRANDS HOLDIN			8/16/1X101		12/17/2013	4,230	2,905					1,325
30	X	SPECTRUM BRANDS HOLDIN			8/16/3R101		12/17/2013	2,456	1,461					995
31	X	ALLISON TRANSMISSION HOL			10/4/2012		12/17/2013	784	578					206
32	X	ALLISON TRANSMISSION HOL			10/4/2012		12/17/2013	432	319					113
33	X	ALLISON TRANSMISSION HOL			10/4/2012		12/17/2013	865	640					225
34	X	ALLISON TRANSMISSION HOL			01/73R101		8/7/2013	919	749					171
35	X	ANSYS INC			8/5/2011		9/11/2013	2,553	1,443					1,110
36	X	ANSYS INC			03/682Q105		9/12/2013	1,148	333					815
37	X	ANSYS INC			03/682Q105		9/12/2013	794	230					564
38	X	ANSYS INC			03/682Q105		9/12/2013	863	257					606
39	X	SPECTRUM BRANDS HOLDIN			8/16/3R101		12/17/2013	4,025	2,420					1,605
40	X	SPECTRUM BRANDS HOLDIN			10/8/2012		12/17/2013	1,092	658					434
41	X	SPECTRUM BRANDS HOLDIN			8/16/3R101		10/10/2012	2,681	1,833					828
42	X	STAPLES INC			5/22/2012		10/17/2013	7,688	6,704					985
43	X	STAPLES INC			8/5030102		11/27/2013	3,646	3,216					430
44	X	STAPLES INC			5/22/2012		11/29/2013	2,251	1,968					283
45	X	STAPLES INC			8/5030102		12/2/2013	542	397					145
46	X	STAPLES INC			8/5030102		12/2/2013	5,759	5,049					709
47	X	STAPLES INC			7/2/2012		12/2/2013	77	65					12
48	X	STAPLES INC			8/5030102		12/2/2013	836	613					223
49	X	STEEL DYNAMICS INC COM			8/58119100		12/17/2013	923	732					191
50	X	STEEL DYNAMICS INC COM			8/58119100		12/17/2013	1,695	1,280					415
51	X	STEEL DYNAMICS INC COM			8/5/2011		12/17/2013	6,687	4,757					1,930
52	X	STEEL DYNAMICS INC COM			8/58119100		12/17/2013	4,426	2,281					2,145
53	X	SYNTEL INC			12/8/2013		12/17/2013	4,665	2,985					1,680
54	X	SYNTEL INC			12/8/2013		12/17/2013	4,313	2,775					1,538
55	X	SYNTEL INC			3/6/2013		12/17/2013	1,056	757					299
56	X	SYNTEL INC			8/162H103		12/17/2013	1,232	885					347
57	X	SYNTEL INC			3/6/2013		12/17/2013	1,408	1,016					392
58	X	ANSYS INC			03/682Q105		8/12/2013	88	26					62
59	X	ANSYS INC			03/682Q105		9/12/2013	177	52					125
60	X	ANSYS INC			10/27/2008		9/12/2013	1,677	461					1,216
61	X	ANSYS INC			10/28/2008		9/12/2013	971	274					697
62	X	ANSYS INC			03/682Q105		9/12/2013	1,324	395					939
63	X	ANSYS INC			03/682Q105		9/12/2013	784	448					346
64	X	BAXTER INTL INC			07/1813109		2/26/2013	5,011	4,448					563
65	X	BAXTER INTL INC			2/23/2012		2/26/2013	67	57					10
66	X	BLACKROCK INC			09247X101		2/26/2013	2,585	1,833					752
67	X	CNOOC - CHINA NATIONAL O			5/11/2011		7/6/2013	3,366	4,771					-1,385
68	X	CNOOC - CHINA NATIONAL O			7/28/2011		7/6/2013	2,540	3,362					-822

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

Amount										or Loss						
Long Term CG Distributions										273,557						
Short Term CG Distributions										0						
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
69	X	CNOOC - CHINA NATIONAL O	126132109		7/2/2012		7/6/2013	1,355	1,613					-258		
70	X	CNOOC - CHINA NATIONAL O	126132109		3/29/2010		7/10/2013	687	665					22		
71	X	CNOOC - CHINA NATIONAL O	126132109		3/30/2010		7/10/2013	2,669	2,677					-8		
72	X	CNOOC - CHINA NATIONAL O	126132109		3/31/2010		7/10/2013	2,502	2,486					16		
73	X	CNOOC - CHINA NATIONAL O	126132109		8/5/2011		7/10/2013	3,336	3,321					-595		
74	X	CNOOC - CHINA NATIONAL O	126132109		7/2/2012		7/10/2013	1,168	1,411					-243		
75	X	CLOUD PEAK ENERGY INC	18911Q102		11/2/2012		6/27/2013	1,861	2,289					-438		
76	X	CLOUD PEAK ENERGY INC	18911Q102		11/3/2012		6/27/2013	2,547	3,095					-548		
77	X	DENTSPLY INTL INC COM	249030107		12/6/2010		12/17/2013	1,896	1,367					529		
78	X	DENTSPLY INTL INC COM	249030107		12/7/2010		12/17/2013	333	229					104		
79	X	DENTSPLY INTL INC COM	249030107		12/7/2010		12/17/2013	1,046	717					329		
80	X	DENTSPLY INTL INC COM	249030107		8/5/2011		12/17/2013	6,416	4,632					1,784		
81	X	DENTSPLY INTL INC COM	249030107		9/7/2012		12/17/2013	1,901	1,490					411		
82	X	EBIX, INC.	278715206		6/10/2011		12/17/2013	407	582					-175		
83	X	EBIX, INC.	278715206		6/13/2011		12/17/2013	309	448					-137		
84	X	EBIX, INC.	278715206		6/13/2011		12/17/2013	253	365					-112		
85	X	EBIX, INC.	278715206		6/14/2011		12/17/2013	154	229					-75		
86	X	EBIX, INC.	278715206		6/14/2011		12/17/2013	84	125					-41		
87	X	EBIX, INC.	278715206		6/15/2011		12/17/2013	309	453					-144		
88	X	SYNTEL INC	87162H103		3/11/2013		12/17/2013	1,936	1,399					537		
89	X	TCF FINANCIAL	872275102		8/5/2011		12/17/2013	9,376	7,094					2,282		
90	X	TCF FINANCIAL	872275102		10/4/2011		12/17/2013	946	536					410		
91	X	TCF FINANCIAL	872275102		10/4/2011		12/17/2013	946	536					410		
92	X	THERMO FISHER SCIENTIFIC	863556102		7/28/2011		9/11/2013	2,885	1,948					937		
93	X	TRANSDIGM GROUP INC	893641100		11/22/2011		4/16/2013	5,328	3,337					1,881		
94	X	TRANSDIGM GROUP INC	893641100		11/22/2011		4/17/2013	6,662	4,264					2,398		
95	X	TUPPERWARE BRANDS CORP	89998104		12/20/2012		12/17/2013	6,208	4,338					1,870		
96	X	TUPPERWARE BRANDS CORP	89998104		12/21/2012		12/17/2013	6,115	4,227					1,888		
97	X	UGI CORP NEW COM	902681105		8/5/2011		3/25/2013	2,322	1,713					609		
98	X	UGI CORP NEW COM	902681105		4/28/2006		3/26/2013	188	112					76		
99	X	UGI CORP NEW COM	902681105		10/12/2009		3/26/2013	526	347					179		
100	X	UGI CORP NEW COM	902681105		10/12/2009		3/26/2013	827	547					260		
101	X	UGI CORP NEW COM	902681105		10/13/2009		3/26/2013	714	470					244		
102	X	UGI CORP NEW COM	902681105		9/5/2011		3/26/2013	526	387					139		
103	X	UGI CORP NEW COM	902681105		4/26/2006		3/26/2013	225	132					93		
104	X	UGI CORP NEW COM	902681105		8/5/2011		3/26/2013	2,030	1,482					538		
105	X	UGI CORP NEW COM	902681105		2/1/2006		3/27/2013	758	429					329		
106	X	UGI CORP NEW COM	902681105		2/2/2006		3/27/2013	265	150					115		
107	X	UGI CORP NEW COM	902681105		2/3/2006		3/27/2013	758	430					328		
108	X	UGI CORP NEW COM	902681105		2/6/2006		3/27/2013	455	256					169		
109	X	UGI CORP NEW COM	902681105		4/26/2006		3/27/2013	114	66					48		
110	X	UGI CORP NEW COM	902681105		4/27/2006		3/27/2013	303	176					127		
111	X	US TREAS INFL IND 0.625 4	912828HW3		11/24/2008		4/15/2013	27,341	25,330					2,011		
112	X	VCA ANTECH INC	918194101		4/21/2008		6/10/2013	581	621					-40		
113	X	VCA ANTECH INC	918194101		4/21/2008		6/13/2013	103	113					-10		
114	X	VCA ANTECH INC	918194101		4/22/2008		6/13/2013	776	845					-69		
115	X	VCA ANTECH INC	918194101		4/22/2008		6/13/2013	362	394					-32		
116	X	EBIX, INC.	278715206		6/15/2011		12/17/2013	168	247					-79		
117	X	EBIX, INC.	278715206		6/30/2011		12/17/2013	982	1,329					-347		
118	X	EBIX, INC.	278715206		8/5/2011		12/17/2013	3,088	3,775					-687		
119	X	EBIX, INC.	278715206		10/4/2011		12/17/2013	2,316	2,352					-36		
120	X	EBIX, INC.	278715206		2/27/2012		12/17/2013	1,095	1,157					-62		
121	X	EDISON INTL COM	281020107		10/3/2011		3/12/2013	38,592	28,532					10,060		
122	X	EDISON INTL COM	281020107		11/6/2009		3/13/2013	8,128	5,959					3,169		
123	X	EDISON INTL COM	281020107		8/22/2009		3/13/2013	5,325	3,631					1,694		
124	X	EDISON INTL COM	281020107		8/29/2010		3/13/2013	2,768	1,909					880		
125	X	EDISON INTL COM	281020107		9/5/2011		3/13/2013	10,903	7,469					3,434		
126	X	VCA ANTECH INC	918194101		6/30/2008		6/13/2013	543	590					-47		
127	X	VCA ANTECH INC	918194101		6/30/2008		6/13/2013	621	674					-53		
128	X	VCA ANTECH INC	918194101		8/30/2010		6/13/2013	155	127					28		
129	X	VCA ANTECH INC	918194101		1/26/2009		12/17/2013	448	282					166		
130	X	VCA ANTECH INC	918194101		8/28/2010		12/17/2013	538	370					168		
131	X	VCA ANTECH INC	918194101		8/28/2010		12/17/2013	508	351					157		
132	X	VCA ANTECH INC	918194101		9/30/2010		12/17/2013	1,165	827					338		
133	X	VCA ANTECH INC	918194101		6/21/2011		12/17/2013	1,344	875					469		
134	X	VCA ANTECH INC	918194101		8/5/2011		12/17/2013	8,811	5,186					3,625		
135	X	VANGUARD SHORT TERM BO	921937827		7/31/2012		5/15/2013	148,682	150,664					-1,982		
136	X	VANGUARD FTSE EMERGING	922042858		5/11/2011		5/15/2013	6,587	7,362					-775		
Totals									1,336,294	0	Basis and Expenses			1,062,737	0	273,557
Capital Gains/Losses									0	Other sales			0	0		

	Amount
Long Term CG Distributions	614
Short Term CG Distributions	

	Amount
Long Term CG Distributions	614
Short Term CG Distributions	

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

Long Term CG Distributions										Amount						
Short Term CG Distributions										614						
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals								
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
203	TRANSOCEAN LTD.	H8817H100			3/28/2010		12/31/2013	1,718	2,918							
206	TRANSOCEAN LTD.	H8817H100			4/30/2010		12/31/2013	1,227	1,841							-1,200
207	TRANSOCEAN LTD.	H8817H100			5/11/2011		12/31/2013	2,454	3,386							-814
208	TRANSOCEAN LTD.	H8817H100			7/28/2011		12/31/2013	2,454	3,120							-832
209	TRANSOCEAN LTD.	H8817H100			8/5/2011		12/31/2013	3,190	3,483							-666
210	TRANSOCEAN LTD.	H8817H100			7/8/2013		12/31/2013	2,454	2,459							-5
211	GLOBAL PMTS INC W/	37840X102			9/7/2012		12/17/2013	1,863	1,257							628
212	GRACO INC	384109104			12/6/2008		12/17/2013	550	234							286
213	GRACO INC	384109104			12/6/2009		12/17/2013	757	221							536
214	GRACO INC	384109104			6/16/2010		12/17/2013	1,967	826							1,141
215	GRACO INC	384109104			6/17/2010		12/17/2013	681	783							398
216	GRACO INC	384109104			8/29/2010		12/17/2013	1,892	283							1,099
217	GRACO INC	384109104			8/5/2011		12/17/2013	2,270	1,150							1,120
218	HEINZ H J CO	423074103			10/4/2011		12/17/2013	4,919	2,185							2,724
219	HEINZ H J CO	423074103			12/6/2010		4/1/2013	8,026	6,145							2,881
220	HEINZ H J CO	423074103			3/6/2011		4/1/2013	3,610	2,487							1,123
221	HEINZ H J CO	423074103			7/28/2011		4/1/2013	12,276	9,010							3,266
222	HEINZ H J CO	423074103			8/5/2011		4/1/2013	7,843	5,551							2,392
223	HEINZ H J CO	423074103			10/3/2011		4/1/2013	37,332	25,738							11,594
224	HEINZ H J CO	423074103			7/2/2012		4/1/2013	2,166	1,640							526
225	INTERCONTINENTAL EXCH	45865V100			7/2/2012		2/28/2013	1,360	1,162							198
226	INTERCONTINENTAL EXCH	45865V100			2/17/2011		2/28/2013	1,057	903							154
227	IRIDIUM COMMUNICATIONS II	46269C102			4/16/2013		12/17/2013	692	823							-131
228	IRIDIUM COMMUNICATIONS II	46269C102			4/16/2013		12/17/2013	413	495							-82
229	IRIDIUM COMMUNICATIONS II	46269C102			4/17/2013		12/17/2013	513	625							-112
230	IRIDIUM COMMUNICATIONS II	46269C102			4/17/2013		12/17/2013	613	743							-130
231	IRIDIUM COMMUNICATIONS II	46269C102			4/17/2013		12/17/2013	474	572							-88
232	IRIDIUM COMMUNICATIONS II	46269C102			4/18/2013		12/17/2013	307	371							-64
233	IRIDIUM COMMUNICATIONS II	46269C102			4/18/2013		12/17/2013	1,562	1,885							-323
234	IRIDIUM COMMUNICATIONS II	46269C102			4/19/2013		12/17/2013	1,076	1,286							-220
235	IRIDIUM COMMUNICATIONS II	46269C102			4/22/2013		12/17/2013	1,104	1,331							-227
236	IRIDIUM COMMUNICATIONS II	46269C102			5/2/2013		12/17/2013	1,189	948							-251
237	IRIDIUM COMMUNICATIONS II	46269C102			5/2/2013		12/17/2013	2,108	2,706							-598
238	SHARES DOW JONES SELEC	484287168			1/14/2013		1/30/2013	25,196	24,601							595
239	SHARES DOW JONES SELEC	484287168			4/1/2013		6/11/2013	27,787	27,139							628
240	SHARES DOW JONES SELEC	484287168			4/1/2013		6/20/2013	3,778	3,787							-9
241	SHARES DOW JONES SELEC	484287168			1/14/2013		6/21/2013	7,544	6,870							574
242	SHARES DOW JONES SELEC	484287168			3/14/2013		6/21/2013	12,869	12,738							131
243	SHARES DOW JONES SELEC	484287168			4/1/2013		6/21/2013	7,544	7,511							33
244	SHARES DOW JONES SELEC	484287168			10/12/2012		6/21/2013	5,008	4,559							449
245	SHARES BARCLAYS 1-3 YEAR	484287457			7/23/2008		12/22/2013	9	413							8
246	SHARES BARCLAYS 1-3 YEAR	484287457			8/5/2008		12/22/2013	422	414							8
247	SHARES BARCLAYS 1-3 YEAR	484287457			4/6/2010		12/22/2013	422	415							7
248	SHARES BARCLAYS 1-3 YEAR	484287457			3/20/2012		12/22/2013	422	421							1
249	SHARES BARCLAYS 1-3 YEAR	484287457			12/18/2012		12/22/2013	84	84							0
250	SHARES BARCLAYS 1-3 YEAR	484287457			12/11/2012		12/22/2013	338	338							0
251	SHARES BARCLAYS 1-3 YEAR	484287457			12/11/2012		12/22/2013	507	507							0
252	SHARES BARCLAYS 1-3 YEAR	484287457			12/17/2012		12/22/2013	1,351	1,352							0
253	SHARES BARCLAYS 1-3 YEAR	484287457			12/16/2012		12/22/2013	1,267	1,267							0
254	SHARES BARCLAYS 1-3 YEAR	484287457			12/16/2012		12/22/2013	338	338							0
255	SHARES BARCLAYS 1-3 YEAR	484287457			12/21/2012		12/22/2013	507	507							0
256	SHARES BARCLAYS 1-3 YEAR	484287457			12/22/2012		12/22/2013	507	507							0
257	SHARES BARCLAYS 1-3 YEAR	484287457			12/28/2012		12/22/2013	253	253							0
258	SHARES BARCLAYS 1-3 YEAR	484287457			1/18/2013		5/2/2013	338	338							0
259	SHARES BARCLAYS 1-3 YEAR	484287457			1/18/2013		5/2/2013	507	507							0
260	SHARES BARCLAYS 1-3 YEAR	484287457			1/18/2013		5/2/2013	507	507							0
261	SHARES BARCLAYS 1-3 YEAR	484287457			1/19/2013		5/2/2013	507	507							0
262	SHARES BARCLAYS 1-3 YEAR	484287457			1/25/2013		5/2/2013	254	254							-1
263	SHARES BARCLAYS 1-3 YEAR	484287457			1/25/2013		5/2/2013	1,843	1,844							1
264	SHARES BARCLAYS 1-3 YEAR	484287457			1/28/2012		6/10/2013	169	169							0
265	SHARES BARCLAYS 1-3 YEAR	484287457			3/27/2013		6/10/2013	675	676							1
266	SHARES BARCLAYS 1-3 YEAR	484287457			4/18/2013		6/10/2013	675	676							1
267	SHARES BARCLAYS 1-3 YEAR	484287457			4/26/2013		6/10/2013	2,276	2,282							5
268	SHARES BARCLAYS 1-3 YEAR	484287457			1/4/2013		6/10/2013	337	338							1
269	SHARES BARCLAYS 1-3 YEAR	484287457			1/4/2013		6/10/2013	506	507							1
270	SHARES BARCLAYS 1-3 YEAR	484287457			1/5/2013		6/10/2013	506	507							0
271	SHARES BARCLAYS 1-3 YEAR	484287457			4/11/2013		6/10/2013	253	254							1
272	SHARES BARCLAYS 1-3 YEAR	484287457			4/12/2013		6/10/2013	1,939	1,944							5

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

Totals										Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Other sales		1,336,294		1,062,737		273,557	
Short Term CG Distributions																	
Amount										614							
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			
273	X	SHARES BARCLAYS 1-3 YEAR	464287457		12/27/2012		6/10/2013	508	507				1	0			
274	X	SHARES 1-3 YEAR TREASUR	464287457		12/19/2012		8/7/2013	508	508				2	0			
275	X	SHARES 1-3 YEAR TREASUR	464287457		12/17/2012		9/12/2013	505	508				0	-3			
276	X	SHARES 1-3 YEAR TREASUR	464287457		12/24/2012		8/12/2013	253	254				0	-1			
277	X	SHARES 1-3 YEAR TREASUR	464287457		3/25/2013		8/12/2013	505	508				0	-3			
278	X	SHARES 1-3 YEAR TREASUR	464287457		12/27/2012		12/17/2013	845	845				0	0			
279	X	SHARES 1-3 YEAR TREASUR	464287457		3/25/2013		12/17/2013	169	169				0	0			
280	X	SHARES 1-3 YEAR TREASUR	464287457		12/9/2012		12/17/2013	507	508				0	0			
281	X	SHARES 1-3 YEAR TREASUR	464287457		12/10/2012		12/17/2013	169	169				0	0			
282	X	SHARES 1-3 YEAR TREASUR	464287457		3/9/2013		12/17/2013	676	677				0	-1			
283	X	SHARES 1-3 YEAR TREASUR	464287457		7/8/2013		12/17/2013	1,669	1,686				0	3			
284	X	SHARES 1-3 YEAR TREASUR	464287457		5/11/2013		12/17/2013	1,267	1,287				0	0			
285	X	SHARES 1-3 YEAR TREASUR	464287457		12/17/2012		8/17/2013	338	338				1	0			
286	X	SHARES 1-3 YEAR TREASUR	464287457		5/17/2013		12/17/2013	676	676				0	0			
287	X	SHARES 1-3 YEAR TREASUR	464287457		5/25/2013		12/17/2013	2,260	2,281				0	-1			
288	X	SHARES 1-3 YEAR TREASUR	464287457		8/2/2013		12/17/2013	6,250	6,246				0	4			
289	X	SHARES 1-3 YEAR TREASUR	464287457		11/19/2012		12/17/2013	338	338				0	0			
290	X	SHARES 1-3 YEAR TREASUR	464287457		11/19/2012		12/17/2013	507	508				0	-1			
291	X	SHARES 1-3 YEAR TREASUR	464287457		10/15/2013		12/17/2013	5,912	5,907				0	5			
292	X	MARKEL HOLDINGS	570535104		2/21/2002		12/17/2013	3,834	1,335				0	2,599			
293	X	MARKEL HOLDINGS	570535104		8/24/2010		12/17/2013	2,810	1,725				0	1,085			
294	X	MARKEL HOLDINGS	570535104		8/5/2011		12/17/2013	8,430	5,715				0	2,715			
295	X	MASTEC INC COM	576323109		12/6/2012		12/17/2013	2,425	1,782				0	643			
296	X	MASTEC INC COM	576323109		12/7/2012		12/17/2013	7,524	5,722				0	1,802			
297	X	MASTEC INC COM	576323109		12/10/2012		12/17/2013	1,617	1,226				0	381			
298	X	MEADMAX INC	585028106		2/23/2012		12/22/2013	951	815				0	136			
299	X	MEADMAX INC	585028106		7/30/2008		12/17/2013	428	190				0	238			
300	X	MEADMAX INC	585028106		12/5/2009		12/17/2013	3,425	1,508				0	1,917			
301	X	MEADMAX INC	585028106		8/5/2011		12/17/2013	3,211	968				0	2,243			
302	X	MEADMAX INC	585028106		2/23/2012		12/17/2013	6,028	4,772				0	3,256			
303	X	METTLER-TOLEDO INTL INC	592688105		8/5/2011		12/17/2013	2,248	1,557				0	691			
304	X	METTLER-TOLEDO INTL INC	592688105		8/5/2011		2/1/2013	3,212	2,051				0	372			
305	X	METTLER-TOLEDO INTL INC	592688105		2/6/2009		12/17/2013	2,405	694				0	1,711			
306	X	METTLER-TOLEDO INTL INC	592688105		2/6/2009		12/17/2013	3,127	814				0	2,313			
307	X	METTLER-TOLEDO INTL INC	592688105		8/5/2011		12/17/2013	4,811	2,735				0	2,076			
308	X	MORNINGSTAR INC	617700109		12/16/2008		12/17/2013	4,705	1,861				0	2,844			
309	X	MORNINGSTAR INC	617700109		12/5/2009		12/17/2013	784	348				0	436			
310	X	MORNINGSTAR INC	617700109		8/5/2011		12/17/2013	4,705	3,335				0	1,370			
311	X	NEUSTAR INC	64126X201		9/5/2008		12/17/2013	184	88				0	106			
312	X	NEUSTAR INC	64126X201		9/8/2008		12/17/2013	1,648	752				0	897			
313	X	NEUSTAR INC	64126X201		8/6/2008		12/17/2013	922	417				0	505			
314	X	NEUSTAR INC	64126X201		12/5/2009		12/17/2013	4,850	1,562				0	3,288			
315	X	NORSTROM INC	655664100		8/5/2011		12/17/2013	5,869	2,964				0	2,905			
316	X	OCEANERGING INTL INC	675232102		7/28/2011		9/11/2013	569	506				0	63			
317	X	OCEANERGING INTL INC	675232102		8/5/2011		5/23/2013	4,570	2,212				0	2,358			
318	X	OCEANERGING INTL INC	675232102		12/16/2008		5/24/2013	6,566	1,168				0	5,418			
319	X	OIL STATES INTERNATIONAL	676026105		8/7/2012		5/23/2013	3,474	2,888				0	712			
320	X	OIL STATES INTERNATIONAL	676026105		6/26/2012		5/23/2013	585	369				0	566			
321	X	OIL STATES INTERNATIONAL	676026105		8/29/2009		12/17/2013	10,066	6,082				0	226			
322	X	ORBITAL SCIENCES CORP	685564106		8/29/2009		10/15/2013	420	285				0	3,984			
323	X	ORBITAL SCIENCES CORP	685564106		9/30/2010		10/15/2013	882	598				0	284			
324	X	ORBITAL SCIENCES CORP	685564106		9/30/2009		10/15/2013	707	483				0	224			
325	X	ORBITAL SCIENCES CORP	685564106		8/30/2010		10/15/2013	587	413				0	184			
326	X	ORBITAL SCIENCES CORP	685564106		8/22/2009		10/16/2013	414	285				0	70			
327	X	ORBITAL SCIENCES CORP	685564106		5/4/2010		1/14/2013	5,275	4,198				0	1,077			
328	X	ORBITAL SCIENCES CORP	685564106		7/28/2011		1/14/2013	3,403	2,545				0	858			
329	X	ORBITAL SCIENCES CORP	685564106		10/3/2011		1/14/2013	15,757	12,150				0	3,607			
330	X	ORBITAL SCIENCES CORP	685564106		7/2/2012		1/14/2013	1,021	1,008				0	13			
331	X	AIR METHODS CORP COM	009128307		8/17/2013		12/17/2013	2,119	1,575				0	544			
332	X	ALLISON TRANSMISSION HOI	01873R101		9/12/2013		12/17/2013	12,823	9,855				0	2,968			
333	X	ALLISON TRANSMISSION HOI	01873R101		8/28/2012		12/17/2013	5,811	4,311				0	1,500			
334	X	ALLISON TRANSMISSION HOI	01873R101		10/1/2012		12/17/2013	568	421				0	147			
335	X	ALLISON TRANSMISSION HOI	01873R101		10/2/2012		12/17/2013	3,054	2,309				0	745			

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										614				
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
341	ORBITAL SCIENCES CORP	885564106			9/28/2010		10/16/2013	392	271					121
342	ORBITAL SCIENCES CORP	885564106			8/5/2011		10/16/2013	697	476					221
343	ORBITAL SCIENCES CORP	885564106			8/5/2011		10/17/2013	1,244	832					412
344	ORBITAL SCIENCES CORP	885564106			10/30/2009		12/17/2013	509	282					227
345	ORBITAL SCIENCES CORP	885564106			11/2/2009		12/17/2013	948	528					420
346	ORBITAL SCIENCES CORP	885564106			11/2/2009		12/17/2013	286	509					223
347	ORBITAL SCIENCES CORP	885564106			7/30/2010		12/17/2013	486	309					177
348	ORBITAL SCIENCES CORP	885564106			8/5/2011		12/17/2013	5,249	3,373					1,876
349	ORBITAL SCIENCES CORP	885564106			10/4/2011		12/17/2013	2,197	1,175					1,022
350	ORBITAL SCIENCES CORP	885564106			6/6/2012		12/17/2013	1,017	481					526
351	ORBITAL SCIENCES CORP	885564106			6/7/2012		12/17/2013	1,642	838					804
352	ORBITAL SCIENCES CORP	885564106			6/8/2012		12/17/2013	1,598	824					772
353	ORBITAL SCIENCES CORP	885564106			6/11/2012		12/17/2013	832	427					405
354	PAYCHEX INC	704326107			7/26/2011		10/17/2013	7,756	6,233					1,523
355	PAYCHEX INC	704326107			3/9/2011		10/17/2013	3,078	2,533					545
356	PAYCHEX INC	704326107			7/2/2012		10/17/2013	5,007	3,834					1,173
357	PAYCHEX INC	704326107			7/2/2012		11/27/2013	568	408					160
358	PAYCHEX INC	704326107			7/28/2011		11/27/2013	3,230	2,102					1,128
359	PAYCHEX INC	704326107			7/28/2011		11/29/2013	2,486	1,618					877
360	PAYCHEX INC	704326107			7/28/2011		12/2/2013	4,967	3,238					1,728
361	PAYCHEX INC	704326107			8/5/2011		12/2/2013	3,573	2,218					1,355
362	PERRIGO CO	714280103			6/14/2011		11/17/2013	2,695	2,205					490
363	PERRIGO CO	714280103			6/15/2011		11/17/2013	3,006	2,434					572
364	PERRIGO CO	714280103			7/28/2011		11/17/2013	518	462					56
365	PERRIGO CO	714280103			8/5/2011		11/17/2013	5,183	4,082					1,101
366	QUALCOMM INC	747525103			3/20/2012		4/30/2013	4,331	4,672					-341
Totals										Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										1,336,294	1,062,737		273,557	
Other gains										0	0		0	

Part I, Line 11 (990-PF) - Other Income

		5,636	5,636	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FUND EARNINGS	5,636	5,636	

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

		1,652	1,652	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,652	1,652		

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

		10,728	8,062	0	2,666
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	138	138		
2	STATE AG FEES	25			25
3	ABBOT DOWNING AGENT FEES	10,565	7,924		2,641

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

		2,600,712		2,702,013		3,756,604
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	SEE ATTACHED		2,600,712	2,702,013	3,756,604	

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	549
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,558
3	NONTAXABLE CLASS ACTION PROCEEDS	3	5
4	FEDERAL EXCISE TAX REFUND	4	18,452
5	Total	5	20,564

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	26,357
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	6,017
3	Total	3	32,374

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

Long Term CG Distributions															Short Term CG Distributions															Amount	614	0
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	272,943	0	272,943															
1	QUALCOMM INC	747525103		8/15/2012	4/20/2013	371			378	-5	0	0	0	0	0	0	0															
2	ROCK-TENN CO CL A	772739207		8/5/2011	7/8/2013	6,732			3,452	3,300	0	0	0	0	3,300	0	3,300															
3	ROCK-TENN CO CL A	772739207		7/8/2011	8/22/2013	2,327			0	1,052	0	0	0	0	1,273	0	1,273															
4	ROCK-TENN CO CL A	772739207		8/23/2010	8/22/2013	1,878			820	1,158	0	0	0	0	1,158	0	1,158															
5	ROCK-TENN CO CL A	772739207		8/24/2010	8/22/2013	582			0	0	0	0	0	0	581	0	581															
6	ROCK-TENN CO CL A	772739207		8/27/2010	8/22/2013	1,280			358	0	0	0	0	0	922	0	922															
7	ROCK-TENN CO CL A	772739207		8/28/2010	8/22/2013	1,988			0	363	0	0	0	0	1,625	0	1,625															
8	ROCK-TENN CO CL A	772739207		8/29/2010	8/22/2013	1,280			587	0	0	0	0	0	693	0	693															
9	ROCK-TENN CO CL A	772739207		8/30/2011	8/22/2013	1,313			701	0	0	0	0	0	612	0	612															
10	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	11,692			11,412	280	0	0	0	0	280	0	280															
11	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	1,643			1,562	81	0	0	0	0	81	0	81															
12	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	4,963			5,092	-241	0	0	0	0	-241	0	-241															
13	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	4,963			4,854	109	0	0	0	0	109	0	109															
14	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	3,189			3,135	54	0	0	0	0	54	0	54															
15	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	1,779			736	1,043	0	0	0	0	1,043	0	1,043															
16	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	1,779			814	965	0	0	0	0	965	0	965															
17	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	2,526			2,054	472	0	0	0	0	472	0	472															
18	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	7,241			6,100	1,141	0	0	0	0	1,141	0	1,141															
19	SPOR S & P 500 ETF TRUST	744935103		12/5/2013	3/4/2013	2,684			2,388	296	0	0	0	0	296	0	296															
20	SPOR BARCLAYS CONVERTIBLE SECURITIES	746443358		7/8/2011	3/16/2013	17,038			16,512	524	0	0	0	0	524	0	524															
21	SPOR BARCLAYS CONVERTIBLE SECURITIES	746443358		8/5/2011	3/16/2013	18,826			14,869	1,827	0	0	0	0	1,827	0	1,827															
22	SPOR BARCLAYS HIGH YIELD BOND	746444117		9/30/2011	1/7/2013	21,504			18,644	1,860	0	0	0	0	1,860	0	1,860															
23	AMEX MATERIALS SPDR	81389Y100		9/30/2011	12/31/2013	42,476			27,649	14,827	0	0	0	0	14,827	0	14,827															
24	AMEX ENERGY SELECT SPDR	81389Y508		9/30/2011	12/31/2013	51,174			34,499	16,675	0	0	0	0	16,675	0	16,675															
25	AMEX ENERGY SELECT SPDR	81389Y508		8/13/2012	12/31/2013	3,884			3,240	724	0	0	0	0	724	0	724															
26	SELECT COMFORT CORPORATION	81616X03		3/25/2013	12/17/2013	1,938			1,795	143	0	0	0	0	143	0	143															
27	SELECT COMFORT CORPORATION	81616X03		3/26/2013	12/17/2013	3,632			3,388	244	0	0	0	0	244	0	244															
28	SELECT COMFORT CORPORATION	81616X03		3/27/2013	12/17/2013	3,224			3,171	53	0	0	0	0	53	0	53															
29	SELECT COMFORT CORPORATION	81616X03		10/3/2012	12/17/2013	4,230			2,505	1,725	0	0	0	0	1,725	0	1,725															
30	SPECTRUM BRANDS HOLDINGS INC	84783R01		10/4/2012	12/17/2013	2,560			1,481	985	0	0	0	0	985	0	985															
31	ALLISON TRANSMISSION HOLDINGS	8173R01		10/3/2012	12/17/2013	784			578	206	0	0	0	0	206	0	206															
32	ALLISON TRANSMISSION HOLDINGS	8173R01		10/4/2012	12/17/2013	432			319	113	0	0	0	0	113	0	113															
33	ALLISON TRANSMISSION HOLDINGS	8173R01		10/5/2012	12/17/2013	885			640	225	0	0	0	0	225	0	225															
34	ALLISON TRANSMISSION HOLDINGS	8173R01		8/7/2013	12/17/2013	919			748	171	0	0	0	0	171	0	171															
35	ANSYS INC	03969Q105		8/5/2011	9/17/2013	2,553			333	815	0	0	0	0	815	0	815															
36	ANSYS INC	03969Q105		7/26/2007	8/12/2013	1,148			230	564	0	0	0	0	564	0	564															
37	ANSYS INC	03969Q105		7/26/2007	8/12/2013	784			230	564	0	0	0	0	564	0	564															
38	ANSYS INC	03969Q105		7/27/2007	8/12/2013	883			257	628	0	0	0	0	628	0	628															
39	SPECTRUM BRANDS HOLDINGS INC	84783R01		10/5/2012	12/17/2013	4,025			2,420	1,605	0	0	0	0	1,605	0	1,605															
40	SPECTRUM BRANDS HOLDINGS INC	84783R01		10/5/2012	12/17/2013	1,092			656	434	0	0	0	0	434	0	434															
41	SPECTRUM BRANDS HOLDINGS INC	84783R01		10/7/2012	12/17/2013	2,981			1,833	828	0	0	0	0	828	0	828															
42	STAPLES INC	855030102		5/22/2012	10/17/2013	7,888			6,704	985	0	0	0	0	985	0	985															
43	STAPLES INC	855030102		5/22/2012	11/27/2013	3,648			3,218	430	0	0	0	0	430	0	430															
44	STAPLES INC	855030102		5/22/2012	11/29/2013	2,251			1,988	263	0	0	0	0	263	0	263															
45	STAPLES INC	855030102		9/10/2012	12/22/2013	542			387	145	0	0	0	0	145	0	145															
46	STAPLES INC	855030102		5/22/2012	12/22/2013	5,758			5,048	709	0	0	0	0	709	0	709															
47	STAPLES INC	855030102		7/2/2012	12/22/2013	771			65	12	0	0	0	0	12	0	12															
48	STAPLES INC	855030102		9/10/2012	12/22/2013	838			732	223	0	0	0	0	223	0	223															
49	STAPLES INC	855030102		5/17/2012	12/17/2013	923			732	191	0	0	0	0	191	0	191															
50	STAPLES INC	855030102		8/26/2011	12/17/2013	1,695			1,280	415	0	0	0	0	415	0	415															
51	STAPLES INC	855030102		8/26/2011	12/17/2013	6,887			4,757	1,830	0	0	0	0	1,830	0	1,830															
52	STAPLES INC	855030102		10/4/2011	12/17/2013	4,428			2,281	2,247	0	0	0	0	2,247	0	2,247															
53	STAPLES INC	855030102		7/26/2013	12/17/2013	4,895			2,965	1,860	0	0	0	0	1,860	0	1,860															
54	STAPLES INC	855030102		3/26/2013	12/17/2013	1,936			2,775	-1,358	0	0	0	0	-1,358	0	-1,358															
55	STAPLES INC	855030102		3/26/2013	12/17/2013	1,234			727	239	0	0	0	0	239	0	239															
56	STAPLES INC	855030102		3/26/2013	12/17/2013	1,468			895	571	0	0	0	0	571	0	571															
57	STAPLES INC	855030102		7/2/2012	12/17/2013	1,468			1,016	382	0	0	0	0	382	0	382															
58	STAPLES INC	855030102		7/2/2012	12/17/2013	1,468			28	1,439	0	0	0	0	1,439	0	1,439															
59	STAPLES INC	855030102		7/2/2012	12/17/2013	1,468			62	1,406	0	0	0	0	1,406	0	1,406															
60	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			82	1,795	0	0	0	0	1,795	0	1,795															
61	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
62	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
63	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
64	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
65	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
66	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
67	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
68	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
69	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
70	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
71	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
72	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
73	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
74	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
75	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
76	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
77	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
78	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
79	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
80	STAPLES INC	855030102		10/7/2012	12/17/2013	1,877			21	1,856	0	0	0	0	1,856	0	1,856															
81	STAPLES INC	855030102		10/7/20																												

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

Long Term CG Distributions										Amount	614	0	
Short Term CG Distributions										Amount	614	0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
85 EBIX INC	278715208		6/14/2011	12/17/2013	154			229	-75	277,943	0	0	277,943
86 EBIX INC	278715208		6/14/2011	12/17/2013	84			123	-41	0	0	0	-75
87 EBIX INC	278715208		6/14/2011	12/17/2013	309			453	-144	0	0	0	-144
88 STYTEL INC	87162H03		3/1/2013	12/17/2013	1,938			1,399	537	0	0	0	537
89 ICF FINANCIAL	872275102		6/5/2011	12/17/2013	9,378			7,094	2,282	0	0	0	2,282
90 ICF FINANCIAL	872275102		10/4/2011	12/17/2013	948			538	410	0	0	0	410
91 ICF FINANCIAL	872275102		7/28/2011	12/17/2013	2,885			1,991	894	0	0	0	894
92 TUPPERWARE BRANDS CORPORATION	83550102		11/2/2011	12/17/2013	5,353			3,337	1,991	0	0	0	1,991
93 TUPPERWARE BRANDS CORPORATION	83550102		11/2/2011	12/17/2013	8,623			4,364	2,388	0	0	0	2,388
94 TUPPERWARE BRANDS CORPORATION	83550102		12/2/2011	12/17/2013	6,208			4,338	1,870	0	0	0	1,870
95 TUPPERWARE BRANDS CORPORATION	83550102		12/2/2011	12/17/2013	6,115			4,227	1,888	0	0	0	1,888
96 TUPPERWARE BRANDS CORPORATION	83550102		12/2/2011	12/17/2013	2,322			1,713	609	0	0	0	609
97 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	188			112	76	0	0	0	76
98 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	528			347	179	0	0	0	179
99 UGI CORP NEW COM	902681105		10/12/2008	3/27/2013	827			547	280	0	0	0	280
100 UGI CORP NEW COM	902681105		10/12/2008	3/27/2013	714			470	244	0	0	0	244
101 UGI CORP NEW COM	902681105		10/12/2008	3/27/2013	528			397	139	0	0	0	139
102 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	225			132	93	0	0	0	93
103 UGI CORP NEW COM	902681105		6/5/2011	3/27/2013	2,030			1,492	538	0	0	0	538
104 UGI CORP NEW COM	902681105		2/1/2006	3/27/2013	758			429	329	0	0	0	329
105 UGI CORP NEW COM	902681105		2/2/2006	3/27/2013	265			150	115	0	0	0	115
106 UGI CORP NEW COM	902681105		2/2/2006	3/27/2013	758			430	328	0	0	0	328
107 UGI CORP NEW COM	902681105		2/2/2006	3/27/2013	455			256	199	0	0	0	199
108 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	114			66	48	0	0	0	48
109 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	303			178	127	0	0	0	127
110 UGI CORP NEW COM	902681105		4/28/2008	3/27/2013	27,341			25,330	2,011	0	0	0	2,011
111 UGI CORP NEW COM	902681105		11/24/2008	4/15/2013	581			621	-40	0	0	0	-40
112 VCA ANTECH INC	918194101		4/21/2008	8/10/2013	103			113	-10	0	0	0	-10
113 VCA ANTECH INC	918194101		4/21/2008	8/10/2013	778			645	-89	0	0	0	-89
114 VCA ANTECH INC	918194101		4/22/2008	8/13/2013	362			384	-32	0	0	0	-32
115 VCA ANTECH INC	918194101		4/22/2008	8/13/2013	168			247	-79	0	0	0	-79
116 EBIX INC	278715208		6/5/2011	12/17/2013	902			1,329	-427	0	0	0	-427
117 EBIX INC	278715208		6/5/2011	12/17/2013	3,088			2,352	736	0	0	0	736
118 EBIX INC	278715208		6/5/2011	12/17/2013	2,316			1,157	1,159	0	0	0	1,159
119 EBIX INC	278715208		6/5/2011	12/17/2013	3,088			2,352	736	0	0	0	736
120 EBIX INC	278715208		6/5/2011	12/17/2013	3,088			2,352	736	0	0	0	736
121 EDISON INTL COM	281020107		10/2/2011	3/1/2013	38,592			28,532	10,060	0	0	0	10,060
122 EDISON INTL COM	281020107		10/2/2011	3/1/2013	6,128			3,859	2,269	0	0	0	2,269
123 EDISON INTL COM	281020107		10/2/2011	3/1/2013	2,363			1,584	779	0	0	0	779
124 EDISON INTL COM	281020107		10/2/2011	3/1/2013	2,363			1,584	779	0	0	0	779
125 EDISON INTL COM	281020107		10/2/2011	3/1/2013	10,903			7,468	3,435	0	0	0	3,435
126 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	543			590	-47	0	0	0	-47
127 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	821			674	147	0	0	0	147
128 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	155			127	28	0	0	0	28
129 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	448			222	226	0	0	0	226
130 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	538			370	168	0	0	0	168
131 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	508			351	157	0	0	0	157
132 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	1,165			827	338	0	0	0	338
133 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	1,344			875	469	0	0	0	469
134 VCA ANTECH INC	918194101		6/5/2011	3/1/2013	8,811			5,189	3,622	0	0	0	3,622
135 VANGUARD SHORT TERM BOND ETF	921037827		7/31/2011	12/17/2013	148,682			150,664	-1,982	0	0	0	-1,982
136 VANGUARD FTSE EMERGING MARKET	922042856		5/11/2011	5/15/2013	6,567			7,362	-795	0	0	0	-795
137 VANGUARD FTSE EMERGING MARKET	922042856		7/28/2011	5/15/2013	483			533	-50	0	0	0	-50
138 VANGUARD FTSE EMERGING MARKET	922042856		7/28/2011	5/15/2013	6,018			6,972	-954	0	0	0	-954
139 VANGUARD FTSE EMERGING MARKET	922042856		8/5/2011	5/15/2013	167			171	-4	0	0	0	-4
140 WASTE MANAGEMENT INC	941081109		3/1/2011	10/17/2013	6,410			7,416	-1,006	0	0	0	-1,006
141 WASTE MANAGEMENT INC	941081109		5/4/2011	10/17/2013	1,262			1,163	99	0	0	0	99
142 WASTE MANAGEMENT INC	941081109		7/28/2011	10/17/2013	2,944			2,353	591	0	0	0	591
143 WASTE MANAGEMENT INC	941081109		7/28/2011	10/17/2013	3,196			2,535	661	0	0	0	661
144 WASTE MANAGEMENT INC	941081109		7/28/2011	10/17/2013	3,370			2,468	902	0	0	0	902
145 WASTE MANAGEMENT INC	941081109		7/28/2011	10/17/2013	7,605			1,659	5,946	0	0	0	5,946
146 WASTE MANAGEMENT INC	941081109		10/3/2011	11/27/2013	7,605			5,264	2,341	0	0	0	2,341
147 WASTE MANAGEMENT INC	941081109		10/3/2011	11/27/2013	7,660			5,265	2,395	0	0	0	2,395
148 WASTE MANAGEMENT INC	941081109		8/4/2011	12/22/2013	10,352			8,954	1,398	0	0	0	1,398
149 EDISON INTL COM	281020107		10/2/2011	3/1/2013	1,876			1,362	514	0	0	0	514
150 EDISON INTL COM	281020107		10/2/2011	3/1/2013	3,050			1,978	1,072	0	0	0	1,072
151 EDISON INTL COM	281020107		10/2/2011	3/1/2013	11,105			7,211	3,894	0	0	0	3,894
152 EDISON INTL COM	281020107		10/2/2011	3/1/2013	390			497	-107	0	0	0	-107
153 GENTEX CORP	371901109		3/12/2012	12/22/2013	1,761			2,287	-526	0	0	0	-526
154 GENTEX CORP	371901109		3/12/2012	12/22/2013	2,782			3,033	-251	0	0	0	-251
155 GENTEX CORP	371901109		3/12/2012	12/22/2013	1,431			1,603	-172	0	0	0	-172
156 GENTEX CORP	371901109		3/12/2012	12/22/2013	1,431			1,603	-172	0	0	0	-172
157 GENTEX CORP	371901109		3/12/2012	12/22/2013	1,882			1,968	-86	0	0	0	-86
158 GENTEX CORP	371901109		6/8/2012	12/17/2013	1,884			1,264	620	0	0	0	620
159 GENTEX CORP	371901109		6/8/2012	12/17/2013	1,881			1,242	639	0	0	0	639
160 GENTEX CORP	371901109		7/3/2012	12/17/2013	11,265			5,181	6,084	0	0	0	6,084
161 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
162 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
163 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
164 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
165 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
166 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
167 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
168 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
169 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
170 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
171 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
172 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
173 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
174 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
175 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
176 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
177 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257			3,747	1,510	0	0	0	1,510
178 GENTEX CORP	371901109		6/2/2012	12/17/2013	5,257								

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

Long Term CG Distributions										Amount	814			
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 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
169	WILEY JOHN & SONS INC	988223206		9/26/2009	12/6/2013	876		0	786	93	93	0	0	272,943
170	WILEY JOHN & SONS INC	988223206		9/16/2009	12/6/2013	955		0	786	195	195	0	0	195
171	WILEY JOHN & SONS INC	988223206		9/19/2009	12/6/2013	420		0	348	74	74	0	0	74
172	WILEY JOHN & SONS INC	988223206		8/20/2009	12/6/2013	344		0	284	60	60	0	0	60
173	WILEY JOHN & SONS INC	988223206		8/27/2009	12/6/2013	573		0	477	96	96	0	0	96
174	WILEY JOHN & SONS INC	988223206		8/26/2009	12/6/2013	382		0	325	57	57	0	0	57
175	WILEY JOHN & SONS INC	988223206		9/26/2009	12/6/2013	76		0	68	8	8	0	0	8
176	ZEBRA TECHNOLOGIES CORP CL A	988207105		3/12/2012	3/6/2013	1,253		0	1,108	145	145	0	0	145
177	ZEBRA TECHNOLOGIES CORP CL A	988207105		3/9/2012	3/7/2013	938		0	870	68	68	0	0	68
178	WASTE MANAGEMENT INC	941061108		8/5/2011	12/22/2013	9,802		0	6,531	3,271	3,271	0	0	3,271
179	WASTE MANAGEMENT INC	941061108		10/3/2011	12/22/2013	2,385		0	1,871	514	714	0	0	714
180	WEX INC	982081104		8/5/2011	3/6/2013	1,083		0	924	159	159	0	0	159
181	WEX INC	982081104		7/22/2008	12/17/2013	1,837		0	1,451	386	386	0	0	386
182	ZEBRA TECHNOLOGIES CORP CL A	988207105		8/5/2011	3/7/2013	223		0	170	53	53	0	0	53
183	ZEBRA TECHNOLOGIES CORP CL A	988207105		8/5/2011	3/6/2013	848		0	646	202	202	0	0	202
184	ZEBRA TECHNOLOGIES CORP CL A	988207105		2/21/2002	12/17/2013	231		0	132	99	99	0	0	99
185	ZEBRA TECHNOLOGIES CORP CL A	988207105		2/22/2002	12/17/2013	1,461		0	600	861	861	0	0	861
186	ZEBRA TECHNOLOGIES CORP CL A	988207105		1/24/2008	12/17/2013	2,358		0	1,364	994	994	0	0	994
187	ZEBRA TECHNOLOGIES CORP CL A	988207105		1/24/2008	12/17/2013	2,307		0	1,364	943	943	0	0	943
188	ZEBRA TECHNOLOGIES CORP CL A	988207105		1/24/2008	12/17/2013	6,203		0	4,113	2,090	2,090	0	0	2,090
189	TRANSOCEAN LTD	988207105		8/5/2011	12/31/2013	982		0	2,442	-1,460	-1,460	0	0	-1,460
190	TRANSOCEAN LTD	988207105		6/2/2009	12/31/2013	2,208		0	2,807	-688	-688	0	0	-688
191	GENTHERM INC	37253A103		6/12/2013	12/17/2013	1,680		0	1,276	404	404	0	0	404
192	GENTHERM INC	37253A103		6/12/2013	12/17/2013	804		0	617	187	187	0	0	187
193	GENTHERM INC	37253A103		6/12/2013	12/17/2013	4,505		0	3,474	1,031	1,031	0	0	1,031
194	GENTHERM INC	37253A103		6/14/2013	12/17/2013	1,826		0	1,449	377	377	0	0	377
195	GEOSPACE TECHNOLOGIES CORP	37384X109		5/23/2013	12/17/2013	4,859		0	4,621	238	238	0	0	238
196	GEOSPACE TECHNOLOGIES CORP	37384X109		5/24/2013	12/17/2013	7,378		0	7,084	294	294	0	0	294
197	GEOSPACE TECHNOLOGIES CORP	37384X109		6/27/2013	12/17/2013	2,519		0	1,817	602	602	0	0	602
198	GEOSPACE TECHNOLOGIES CORP	37384X109		6/28/2013	12/17/2013	3,959		0	3,047	912	912	0	0	912
199	GLOBAL PMTS INC W/	37940X102		4/7/2010	12/17/2013	1,443		0	1,032	411	411	0	0	411
200	GLOBAL PMTS INC W/	37940X102		4/6/2010	12/17/2013	2,636		0	1,840	796	796	0	0	796
201	GLOBAL PMTS INC W/	37940X102		5/14/2010	12/17/2013	188		0	124	64	64	0	0	64
202	GLOBAL PMTS INC W/	37940X102		5/17/2010	12/17/2013	753		0	507	246	246	0	0	246
203	GLOBAL PMTS INC W/	37940X102		8/26/2010	12/17/2013	941		0	634	307	307	0	0	307
204	GLOBAL PMTS INC W/	37940X102		8/5/2011	12/17/2013	6,903		0	4,867	2,036	2,036	0	0	2,036
205	TRANSOCEAN LTD	988207105		3/26/2010	12/31/2013	1,718		0	2,818	-1,100	-1,100	0	0	-1,100
206	TRANSOCEAN LTD	988207105		4/30/2010	12/31/2013	1,227		0	1,841	-614	-614	0	0	-614
207	TRANSOCEAN LTD	988207105		5/11/2011	12/31/2013	2,454		0	3,368	-912	-912	0	0	-912
208	TRANSOCEAN LTD	988207105		7/26/2011	12/31/2013	2,454		0	3,120	-668	-668	0	0	-668
209	TRANSOCEAN LTD	988207105		8/5/2011	12/31/2013	3,190		0	3,483	-283	-283	0	0	-283
210	TRANSOCEAN LTD	988207105		7/6/2012	12/31/2013	2,454		0	2,459	-5	-5	0	0	-5
211	GLOBAL PMTS INC W/	37940X102		9/7/2012	12/17/2013	1,883		0	1,257	628	628	0	0	628
212	GRACO INC	384109104		1/24/2008	12/17/2013	530		0	234	298	298	0	0	298
213	GRACO INC	384109104		7/26/2009	12/17/2013	757		0	221	538	538	0	0	538
214	GRACO INC	384109104		8/16/2010	12/17/2013	1,967		0	976	991	991	0	0	991
215	GRACO INC	384109104		8/17/2010	12/17/2013	1,881		0	783	1,099	1,099	0	0	1,099
216	GRACO INC	384109104		9/29/2010	12/17/2013	1,892		0	1,130	762	762	0	0	762
217	GRACO INC	384109104		8/5/2011	12/17/2013	2,270		0	1,720	550	550	0	0	550
218	GRACO INC	384109104		10/4/2011	12/17/2013	4,819		0	2,195	2,624	2,624	0	0	2,624
219	HEINZ H CO	453074103		1/26/2011	4/17/2013	9,026		0	6,145	2,881	2,881	0	0	2,881
220	HEINZ H CO	453074103		3/6/2011	4/17/2013	3,610		0	2,467	1,143	1,143	0	0	1,143
221	HEINZ H CO	453074103		7/26/2011	4/17/2013	12,218		0	8,010	4,208	4,208	0	0	4,208
222	HEINZ H CO	453074103		8/5/2011	4/17/2013	1,843		0	551	1,292	1,292	0	0	1,292
223	HEINZ H CO	453074103		7/3/2012	4/17/2013	37,332		0	25,738	11,594	11,594	0	0	11,594
224	HEINZ H CO	453074103		7/2/2012	4/17/2013	2,186		0	1,940	246	246	0	0	246
225	INTERCONTINENTAL EXCHANGE INC	45865V100		2/17/2011	2/28/2013	1,360		0	1,162	198	198	0	0	198
226	INTERCONTINENTAL EXCHANGE INC	45865V100		2/17/2011	2/28/2013	1,057		0	903	154	154	0	0	154
227	IDIUM COMMUNICATIONS INC	48286C102		4/18/2013	12/17/2013	682		0	823	-131	-131	0	0	-131
228	IDIUM COMMUNICATIONS INC	48286C102		4/18/2013	12/17/2013	413		0	485	-42	-42	0	0	-42
229	IDIUM COMMUNICATIONS INC	48286C102		4/17/2013	12/17/2013	513		0	625	-112	-112	0	0	-112
230	IDIUM COMMUNICATIONS INC	48286C102		4/17/2013	12/17/2013	613		0	743	-130	-130	0	0	-130
231	IDIUM COMMUNICATIONS INC	48286C102		4/17/2013	12/17/2013	474		0	572	-88	-88	0	0	-88
232	IDIUM COMMUNICATIONS INC	48286C102		4/19/2013	12/17/2013	307		0	371	-64	-64	0	0	-64
233	IDIUM COMMUNICATIONS INC	48286C102		4/19/2013	12/17/2013	1,592		0	1,865	-323	-323	0	0	-323
234	IDIUM COMMUNICATIONS INC	48286C102		4/19/2013	12/17/2013	1,076		0	1,286	-220	-220	0	0	-220
235	IDIUM COMMUNICATIONS INC	48286C102		4/22/2013	12/17/2013	1,104		0	1,331	-227	-227	0	0	-227
236	IDIUM COMMUNICATIONS INC	48286C102		5/2/2013	12/17/2013	948		0	1,199	-251	-251	0	0	-251
237	IDIUM COMMUNICATIONS INC	48286C102		5/2/2013	12/17/2013	2,108		0	2,708	-598	-598	0	0	-598
238	SHAWES DOW JONES SELECT DIVIDER	484281169		1/14/2013	12/17/2013	25,186		0	24,601	585	585	0	0	585
239	SHAWES DOW JONES SELECT DIVIDER	484281169		4/1/2013	12/17/2013	27,767		0	27,139	628	628	0	0	628
240	SHAWES DOW JONES SELECT DIVIDER	484281169		4/1/2013	12/17/2013	3,776		0	3,787	-9	-9	0	0	-9
241	SHAWES DOW JONES SELECT DIVIDER	484281169		3/14/2013	12/17/2013	7,544		0	6,970	574	574	0	0	574
242	SHAWES DOW JONES SELECT DIVIDER	484281169		1/14/2013	12/17/2013	12,869		0	12,738	131	131	0	0	131
243	SHAWES DOW JONES SELECT DIVIDER	484281169		4/1/2013	12/17/2013	5,009		0	4,559	448	448	0	0	448
244	SHAWES DOW JONES SELECT DIVIDER	484281169		10/12/2012	12/17/2013	422		0	413	9	9	0	0	9
245	SHAWES BARCLAYS 1-3 YEAR TREAS	484281457		7/23/2008	12/22/2013	422								

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

Long Term CG Distributions

Short Term CG Distributions

Amount

614

0

233

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/17/2012

12/22/2013

1,351

1,352

0

272,943

0

0

272,943

234

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/18/2012

12/22/2013

1,287

1,287

0

0

0

0

0

235

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/17/2012

12/27/2013

338

338

0

0

0

0

0

236

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/21/2012

12/27/2013

507

507

0

0

0

0

0

237

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/21/2012

12/27/2013

507

507

0

0

0

0

0

238

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/28/2012

12/27/2013

253

253

0

0

0

0

0

239

SHARES BARCLAYS 13 YEAR TREAS

484287457

11/8/2013

5/2/2013

338

338

0

0

0

0

0

240

SHARES BARCLAYS 13 YEAR TREAS

484287457

11/8/2013

5/2/2013

507

507

0

0

0

0

0

241

SHARES BARCLAYS 13 YEAR TREAS

484287457

11/9/2013

5/2/2013

507

507

0

0

0

0

0

242

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/5/2013

5/2/2013

253

253

0

0

0

0

0

243

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/5/2013

5/2/2013

1,943

1,944

-1

0

0

0

-1

244

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/28/2012

6/10/2013

168

169

0

0

0

0

0

245

SHARES BARCLAYS 13 YEAR TREAS

484287457

3/27/2013

6/10/2013

675

678

0

0

0

0

0

246

SHARES BARCLAYS 13 YEAR TREAS

484287457

4/16/2013

6/10/2013

675

678

0

0

0

0

0

247

SHARES BARCLAYS 13 YEAR TREAS

484287457

4/26/2013

6/10/2013

2,278

2,282

-1

0

0

0

-1

248

SHARES BARCLAYS 13 YEAR TREAS

484287457

1/4/2013

6/10/2013

337

338

0

0

0

0

0

249

SHARES BARCLAYS 13 YEAR TREAS

484287457

1/4/2013

6/10/2013

508

507

0

0

0

0

0

250

SHARES BARCLAYS 13 YEAR TREAS

484287457

1/5/2013

6/10/2013

253

254

0

0

0

0

0

251

SHARES BARCLAYS 13 YEAR TREAS

484287457

1/17/2013

6/10/2013

1,839

1,844

0

0

0

0

0

252

SHARES BARCLAYS 13 YEAR TREAS

484287457

4/12/2013

6/10/2013

508

508

0

0

0

0

0

253

SHARES BARCLAYS 13 YEAR TREAS

484287457

12/16/2012

6/10/2013

508

508

0

0

0

0

0

254

SHARES 13 YEAR TREASURY BOND

484287457

12/16/2012

6/10/2013

508

508

0

0

0

0

0

255

SHARES 13 YEAR TREASURY BOND

484287457

12/16/2012

6/10/2013

253

254

-1

0

0

0

-1

256

SHARES 13 YEAR TREASURY BOND

484287457

12/16/2012

6/10/2013

508

508

0

0

0

0

0

257

SHARES 13 YEAR TREASURY BOND

484287457

12/27/2012

12/17/2013

845

845

0

0

0

0

0

258

SHARES 13 YEAR TREASURY BOND

484287457

3/25/2013

12/17/2013

168

169

0

0

0

0

0

259

SHARES 13 YEAR TREASURY BOND

484287457

12/9/2012

12/17/2013

507

508

-1

0

0

0

-1

260

SHARES 13 YEAR TREASURY BOND

484287457

12/10/2012

12/17/2013

168

169

0

0

0

0

0

261

SHARES 13 YEAR TREASURY BOND

484287457

3/9/2013

12/17/2013

678

677

-1

0

0

0

-1

262

SHARES 13 YEAR TREASURY BOND

484287457

7/6/2013

12/17/2013

1,886

1,886

3

0

0

0

3

263

SHARES 13 YEAR TREASURY BOND

484287457

8/1/2013

12/17/2013

1,287

1,287

0

0

0

0

0

264

SHARES 13 YEAR TREASURY BOND

484287457

12/17/2012

6/7/2013

338

339

0

0

0

0

0

265

SHARES 13 YEAR TREASURY BOND

484287457

6/17/2013

12/17/2013

678

678

0

0

0

0

0

266

SHARES 13 YEAR TREASURY BOND

484287457

5/25/2013

12/17/2013

2,280

2,281

-1

0

0

0

-1

267

SHARES 13 YEAR TREASURY BOND

484287457

8/2/2013

12/17/2013

6,246

6,246

4

0

0

0

4

268

SHARES 13 YEAR TREASURY BOND

484287457

11/18/2012

12/17/2013

338

338

0

0

0

0

0

269

SHARES 13 YEAR TREASURY BOND

484287457

11/18/2012

12/17/2013

507

508

-1

0

0

0

-1

270

SHARES 13 YEAR TREASURY BOND

484287457

10/15/2013

12/17/2013

5,912

5,907

5

0

0

0

5

271

MARKEL HOLDINGS

570535104

2/21/2002

12/17/2013

3,934

3,934

0

0

0

0

0

272

MARKEL HOLDINGS

570535104

9/26/2010

12/17/2013

2,810

1,725

1,085

0

0

0

2,599

273

MARKEL HOLDINGS

570535104

8/5/2011

12/17/2013

8,430

5,715

2,715

0

0

0

1,085

274

MARKEL HOLDINGS

570535104

12/8/2012

12/17/2013

2,425

1,782

643

0

0

0

2,715

275

MASTEC INC COM

576323108

12/7/2012

12/17/2013

7,524

5,722

1,802

0

0

0

643

276

MASTEC INC COM

576323108

12/10/2012

12/17/2013

1,617

1,228

389

0

0

0

1,802

277

MASTEC INC COM

576323108

2/24/2012

12/22/2013

951

615

336

0

0

0

336

278

MEDEX INC

585208106

7/3/2008

12/17/2013

3,428

1,508

1,920

0

0

0

1,920

279

MEDEX INC

585208106

1/26/2009

12/17/2013

3,241

968

2,273

0

0

0

1,917

280

MEDEX INC

585208106

9/5/2011

12/17/2013

8,028

2,243

5,785

0

0

0

2,243

281

MEDEX INC

585208106

2/23/2012

12/17/2013

2,248

3,256

3,256

0

0

0

3,256

282

MEDEX INC

585208106

9/5/2011

12/17/2013

1,071

681

681

0

0

0

681

283

METTLER-TOLEDO INTL INC

592688105

6/5/2011

2/1/2013

3,212

372

372

0

0

0

372

284

METTLER-TOLEDO INTL INC

592688105

1/26/2009

12/17/2013

2,405

2,051

354

0

0

0

1,616

285

METTLER-TOLEDO INTL INC

592688105

2/6/2009

12/17/2013

2,405

964

1,441

0

0

0

1,441

286

METTLER-TOLEDO INTL INC

592688105

8/5/2011

12/17/2013

814

814

0

0

0

0

287

METTLER-TOLEDO INTL INC

592688105

12/19/2008

12/17/2013

4,705

2,735

1,970

0

0

0

2,313

288

MORNINGSTAR INC

817700109

1/26/2009

12/17/2013

784

1,861

1,077

0

0

0

2,078

289

MORNINGSTAR INC

817700109

1/26/2009

12/17/2013

4,705

3,335

1,370

0

0

0

2,844

290

MORNINGSTAR INC

817700109

8/5/2011

12/17/2013

4,705

88

4,617

0

0

0

438

291

NEUSTAR INC

841263201

9/5/2008

12/17/2013

1,648

752

897

0

0

0

1,370

292

NEUSTAR INC

841263201

9/5/2008

12/17/2013

922

505

417

0

0

0

108

293

NEUSTAR INC

841263201

1/26/2009

12/17/2013

4,850

1,562

3,288

0

0

0

897

294

NEUSTAR INC

841263201

9/5/2011

12/17/2013

5,689

2,964

2,725

0

0

0

505

295

NORDSTROM

655684100

7/26/2011

9/11/2013

569

506

63

0

0

0

3,288

296

NORDSTROM

655684100

8/5/2011

5/23/2013

4,570

2,212

2,358

0

0

0

2,905

297

OCEANEERING INTL INC

615232102

12/19/2008

5/24/2013

6,588

1,188

5,418

0

0

0

2,358

298

OCEANEERING INTL INC

615232102

8/5/2011

5/24/2013

1,390

712

678

0

0

0

2,078

299

OIL STATES INTERNATIONAL INC

818028105

9/7/2012

5/23/2013

3,474

2,888

586

0

0

0

712

300

OIL STATES INTERNATIONAL INC

818028105

6/26/2012

5/23/2013

595

369

226

0

0

0

586

301

OIL STATES INTERNATIONAL INC

818028105

8/26/2012

12/17/2013

10,068

6,862

3,206

0

0

0

226

302

ORBITAL SCIENCES CORP

865584108

9/26/2009

10/15/2013

420

288

132

0

0

0

384

303

ORBITAL SCIENCES CORP

865584108

8/26/2009

10/15/2013

962

388

574

0

0

0

132

304

ORBITAL SCIENCES CORP

865584108

9/26/2010

10/15/2013

507

413

93

0

0

0

224

305

ORBITAL SCIENCES CORP

865584108

6/26/2010

10/15/2013

221

151

70

0

0

0

184

306

ORBITAL SCIENCES CORP

865584108

9/22/2010

10/16/2013

414

285

129

0

0

0

70

307

ORBITAL SCIENCES CORP

865584108

9/22/2008

11/4/2013

4,424

3,168

1,255

0

0

0

129

308

ABBVIE INC

541263109

5/4/2010

1/14/2013

1,021

783

228

0

0

0

1,255

309

ABBVIE INC

541263109

7/28/2011

1/14/2013

5,275

4,188

1,077

0

0

0

228

310

ABBVIE INC

541263109

8/5/2011

1/14/2013

3,403

2,545

858

0

0

0

1,077

311

ABBVIE INC

541263109

10/2/2011

1/14/2013

15,757

12,150

3,607

0

0

0

858

312

ABBVIE INC

541263109

7/2/2012

1/14/2013

1,021

1,008

13

0

0

0

3,607

313

AIR METHODS CORP COM

008128307

9/11/2012

12/17/2013

2,118

1,575

544

0

0

0

13

314

AIR METHODS CORP COM

008128307

0/8/2013

12/17/2013

2,118

1,575

544

0

0

0

544

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

Long Term CG Distributions		614		Short Term CG Distributions		614		Amount		0		272,843		0		Excess of FMV Over Adj. Basis		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses		272,843	
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	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0
337	AIR METHODS CORP COM	009128307		8/12/2013	12/17/2013	12,823			9,655	2,968													
338	ALLISON TRANSMISSION HOLDINGS	01873R101		9/26/2012	12/17/2013	5,811			4,311	1,500													
339	ALLISON TRANSMISSION HOLDINGS	01873R101		10/1/2012	12/17/2013	3,054			2,309	745													
340	ALLISON TRANSMISSION HOLDINGS	01873R101		10/2/2012	12/17/2013	3,054			2,309	745													
341	ORBITAL SCIENCES CORP	685564106		9/26/2010	10/18/2013	392			271	121													
342	ORBITAL SCIENCES CORP	685564106		8/5/2011	10/18/2013	687			478	221													
343	ORBITAL SCIENCES CORP	685564106		8/5/2011	10/17/2013	1,244			832	412													
344	ORBITAL SCIENCES CORP	685564106		10/30/2009	12/17/2013	509			282	227													
345	ORBITAL SCIENCES CORP	685564106		11/2/2009	12/17/2013	948			528	420													
346	ORBITAL SCIENCES CORP	685564106		7/30/2010	12/17/2013	509			286	223													
347	ORBITAL SCIENCES CORP	685564106		8/5/2011	12/17/2013	488			309	177													
348	ORBITAL SCIENCES CORP	685564106		10/4/2011	12/17/2013	5,249			3,373	1,876													
349	ORBITAL SCIENCES CORP	685564106		9/6/2012	12/17/2013	2,197			1,175	1,022													
350	ORBITAL SCIENCES CORP	685564106		6/7/2012	12/17/2013	1,842			838	528													
351	ORBITAL SCIENCES CORP	685564106		6/8/2012	12/17/2013	1,596			824	772													
352	ORBITAL SCIENCES CORP	685564106		6/11/2012	12/17/2013	832			427	405													
353	PATCHEX INC	704328107		1/26/2011	10/17/2013	7,756			6,233	1,523													
354	PATCHEX INC	704328107		3/6/2011	10/17/2013	3,078			2,533	545													
355	PATCHEX INC	704328107		7/2/2012	11/27/2013	5,007			3,834	1,173													
356	PATCHEX INC	704328107		7/2/2012	11/27/2013	568			408	160													
357	PATCHEX INC	704328107		7/28/2011	11/27/2013	3,230			2,102	1,128													
358	PATCHEX INC	704328107		7/28/2011	11/29/2013	2,486			1,619	877													
359	PATCHEX INC	704328107		7/28/2011	12/2/2013	4,967			3,238	1,728													
360	PATCHEX INC	704328107		6/5/2011	12/2/2013	3,573			2,218	1,355													
361	PATCHEX INC	704328107		6/14/2011	1/11/2013	2,695			2,205	490													
362	PERRIGO CO	714260103		6/15/2011	1/11/2013	3,008			2,434	572													
363	PERRIGO CO	714260103		7/28/2011	1/11/2013	518			462	56													
364	PERRIGO CO	714260103		8/5/2011	1/11/2013	5,183			4,082	1,101													
365	QUALCOMM INC	747525103		3/20/2012	4/30/2013	4,331			4,672	-341													

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

Part VII, Line 1 (550-FF) - 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	MARY ANN BAKER		8 SPUR ROAD	EDINA	MN	55436		PRESIDENT SEC/TR	1 00			
2	LOOE BAKER III		8 SPUR ROAD	EDINA	MN	55436		VPI DIRECTOR	1 00			
3	LOOE BAKER		8 SPUR ROAD	EDINA	MN	55436		DIRECTOR	1 00			

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

	Date	Amount
1 Credit from prior year return	1	1,100
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	1,100



Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED Gain/Loss	CURRENT YIELD	ACCUMULATED INCOME
Cash & Equivalents							
MONEY MARKET							
WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	272,302.600		\$272,302.60	\$272,302.60	\$0.00	0.01%	\$0.00
WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	2,763.230		2,763.23	2,763.23	0.00	0.01	0.00
Asset held in Invested Income Portfolio							
Total Money Market			\$275,065.83	\$275,065.83	\$0.00	0.01%	\$0.00
OTHER							
BMW BANK OF NORTH AMERICA CERT OF DEPOSIT DTD 11/16/12 1 200 11/16/2016 CUSIP: 05568P2K2	50,000.000	\$99.683	\$49,841.50	\$50,000.00	-\$158.50	1.20%	\$75.62
Total Other			\$49,841.50	\$50,000.00	-\$158.50	1.20%	\$75.62
Total Cash & Equivalents			\$324,907.33	\$325,065.83	-\$158.50	0.19%	\$75.62

Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

GOVERNMENT OBLIGATIONS

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCURED INCOME
FED NATL MTG ASSN DTD 08/28/12 1.625 08/28/2019 CUSIP: 3135G0NK5 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+	50,000,000	\$96.492	\$48,246.00	\$50,000.00	-\$1,754.00	2.29%	\$277.60
FED NATL MTG ASSN DTD 09/06/12 1.125 09/06/2017 CUSIP: 3136G0ZT1 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+	50,000,000	99.282	49,641.00	50,061.00	-420.00	1.33	179.69
US TREASURY INFLATION INDEX DTD 01/15/09 2.125 01/15/2019 CUSIP: 912828JX9 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A	54,393.500	111.672	60,742.31	54,072.51	6,669.80	-0.18	533.91
US TREASURY INFLATION INDEX DTD 07/15/08 1.375 07/15/2018 CUSIP: 912828JE1 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A	27,078.250	108.383	29,348.22	22,967.81	6,380.41	-0.45	171.98

Total Government Obligations

\$187,977.53 \$177,101.32 \$10,876.21 \$1,163.18

MUNICIPAL BONDS

UNIV OF MINNESOTA MN BUILD AMERICA BONDS DTD 09/30/10 3.705 08/01/2020 CUSIP: 914460FR6 MOODY'S RATING: AA1 STANDARD & POOR'S RATING: AA	50,000,000	\$100.059	\$50,029.50	\$52,400.00	-\$2,370.50	3.69%	\$771.88
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Total Municipal Bonds

\$50,029.50 \$52,400.00 -\$2,370.50 \$771.88



Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS

GENERAL ELEC CAP CORP
MED TERM NOTE
DTD 09/16/10 4 375 09/16/2020
CUSIP: 36962GAR2
MOODY'S RATING: A1
STANDARD & POOR'S RATING: AA+
INTEL CORP
DTD 12/11/12 1.350 12/15/2017
CUSIP: 458140AL4
MOODY'S RATING: A1
STANDARD & POOR'S RATING: A+

Total Corporate Obligations

PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCRUED INCOME
50,000,000	\$108.379	\$54,189.50	\$50,000.00	\$4,189.50	2.99%	\$638.02
50,000,000	98.834	49,417.00	50,235.00	- 818.00	1.66	30.00
		\$103,606.50	\$100,235.00	\$3,371.50		\$668.02

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

T ROWE PRICE INSTITUTIONAL FLOAT
RATE FUND #170
SYMBOL: RPIFX CUSIP: 779588402

Total Domestic Mutual Funds

Total Fixed Income

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
18,113.374	\$10.290	\$186,386.62	\$184,007.96	\$2,378.66	4.26%	\$0.00
		\$186,386.62	\$184,007.96	\$2,378.66	4.26%	\$0.00
		\$528,000.15	\$513,744.28	\$14,255.87		\$2,603.08



Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
Equities							
CONSUMER DISCRETIONARY							
COACH INC SYMBOL: COH CUSIP: 189754104	716 000	\$56.130	\$40,189.08	\$39,036.03	\$1,153.05	2.40%	\$241.65
MATTEL INC SYMBOL: MAT CUSIP: 577081102	1,150,000	47.580	54,717.00	51,879.71	2,837.29	3.19	0.00
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	175 000	97.030	16,980.25	12,863.28	4,116.97	3.34	0.00
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	270 000	78.640	21,232.80	7,861.99	13,370.81	1.22	64.80
NORDSTROM INC SYMBOL: JWN CUSIP: 655664100	340,000	61.800	21,012.00	14,473.37	6,538.63	2.14	0.00
PETSMART INC COM SYMBOL: PETM CUSIP: 716768106	316 000	72.750	22,989.00	23,027.08	- 38.08	1.07	0.00
STAPLES INC SYMBOL: SPLS CUSIP: 855030102	1,736 000	15.890	27,585.04	19,693.36	7,891.68	3.02	208.32
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	290,000	79.450	23,040.50	13,144.25	9,896.25	1.70	0.00
SYMBOL: HOT CUSIP: 85590A401	0 000	94.530	0.00	0.00	0.00	0.00	82.46
TUPPERWARE BRANDS CORPORATION SYMBOL: TUP CUSIP: 899896104	420,000	62.340	26,182.80	8,314.71	17,868.09	1.68	0.00
V F CORP SYMBOL: VFC CUSIP: 918204108							
Total Consumer Discretionary			\$253,928.47	\$190,293.78	\$63,634.69	2.32%	\$597.23
CONSUMER STAPLES							
COLGATE PALMOLIVE CO SYMBOL: CL CUSIP: 194162103	1,216,000	\$65.210	\$79,295.36	\$48,741.84	\$30,553.52	2.21%	\$0.00
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	228 000	82.940	18,910.32	14,626.36	4,283.96	2.74	129.39
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	897 000	78.690	70,584.93	51,995.88	18,589.05	2.44	421.59
Total Consumer Staples			\$168,790.61	\$115,364.08	\$53,426.53	2.36%	\$550.98
							11 of 47



Period Covered. December 1, 2013 - December 31, 2013

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities (continued)							
ENERGY							
AMEX ENERGY SELECT SPDR SYMBOL: XLE CUSIP: 81369Y506	626,000	\$88.510	\$55,407.26	\$37,739.43	\$17,667.83	1.72%	\$0.00
APACHE CORP SYMBOL: APA CUSIP: 037411105	172,000	85.940	14,781.68	14,526.06	255.62	1.16	0.00
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	647,000	124.910	80,816.77	59,112.49	21,704.28	3.20	0.00
FMC TECHNOLOGIES INC SYMBOL: FTI CUSIP: 30249U101	356,000	52.210	18,586.76	13,384.69	5,202.07	0.00	0.00
Total Energy			\$169,592.47	\$124,762.67	\$44,829.80	2.19%	\$0.00
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	625,000	\$66.800	\$41,750.00	\$30,888.44	\$10,861.56	2.22%	\$0.00
AMERICAN EXPRESS CO SYMBOL: AXP CUSIP: 025816109	419,000	90.730	38,015.87	19,913.57	18,102.30	1.01	0.00
BERKSHIRE HATHAWAY INC. SYMBOL: BRK.B CUSIP: 084670702	290,000	118.560	34,382.40	20,577.69	13,804.71	0.00	0.00
BLACKROCK INC SYMBOL: BLK CUSIP: 09247X101	69,000	316.470	21,836.43	10,597.70	11,238.73	2.44	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	340,000	76.610	26,047.40	19,582.15	6,465.25	1.57	0.00
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104	139,000	177.260	24,639.14	17,387.41	7,251.73	1.24	0.00
INTERCONTINENTAL EXCHANGE GROUP INC SYMBOL: ICE CUSIP: 45866F104	109,000	224.920	24,516.28	12,993.50	11,522.78	1.16	0.00
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	1,139,000	58.480	66,608.72	44,713.57	21,895.15	2.74	0.00
PNC FINANCIAL SERVICES GROUP SYMBOL: PNC CUSIP: 693475105	906,000	77.580	70,287.48	52,669.48	17,618.00	2.47	0.00
Total Financials			\$348,083.72	\$229,323.51	\$118,760.21	1.84%	\$0.00

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Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

HEALTH CARE

ABBOTT LABS
SYMBOL: ABT CUSIP: 002824100
BAXTER INTL INC
SYMBOL: BAX CUSIP: 071813109
GILEAD SCIENCES INC
SYMBOL: GILD CUSIP: 375558103
JOHNSON & JOHNSON
SYMBOL: JNJ CUSIP: 478160104
MCKESSON CORP
SYMBOL: MCK CUSIP: 58155Q103
THERMO FISHER SCIENTIFIC INC
SYMBOL: TMO CUSIP: 883556102

Total Health Care

Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
908 000	\$38 330	\$34,803 64	\$22,004 87	\$12,798 77	2.30%	\$0.00
277 000	69 550	19,265.35	14,124 43	5,140 92	2.82	135 73
266 000	75 100	19,976 60	10,660 67	9,315 93	0.00	0 00
955 000	91 590	87,468 45	60,403 61	27,064 84	2.88	0.00
287 000	161 400	46,321 80	17,591 99	28,729 81	0.59	68 88
285 000	111 350	31,734.75	15,389 73	16,345 02	0.54	42.75
		\$239,570.59	\$140,175.30	\$99,395.29	1.80%	\$247.36

Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INDUSTRIALS

CH ROBINSON WORLDWIDE INC
COM NEW

SYMBOL: CHRW CUSIP: 12541W209

CSX CORP

SYMBOL: CSX CUSIP: 126408103

ILLINOIS TOOL WORKS INC

SYMBOL: ITW CUSIP: 452308109

PRECISION CASTPARTS CORP

SYMBOL: PCP CUSIP: 740189105

UNITED PARCEL SERVICE-CL B

SYMBOL: UPS CUSIP: 911312106

UNITED TECHNOLOGIES CORP

SYMBOL: UTX CUSIP: 913017109

3M CO

COM

SYMBOL: MMM CUSIP: 88579Y101

Total Industrials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
5,000,000	\$58.350	\$291,750.00	\$50.00	\$291,700.00	2.40%	\$0.00
400,000	28.770	11,508.00	7,671.04	3,836.96	2.22	0.00
240,000	84.080	20,179.20	11,411.46	8,767.74	2.00	100.80
70,000	269.300	18,851.00	9,273.57	9,577.43	0.04	0.00
641,000	105.080	67,356.28	48,519.88	18,836.40	2.55	0.00
240,000	113.800	27,312.00	14,207.60	13,104.40	2.07	0.00
783,000	140.250	109,815.75	60,796.30	49,019.45	2.44	0.00
		\$546,772.23	\$151,929.85	\$394,842.38	2.31%	\$100.80



ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INFORMATION TECHNOLOGY

AMPHENOL CORP CL A
SYMBOL: APH CUSIP: 032095101

APPLE INC
SYMBOL: AAPL CUSIP: 037833100

MICROSOFT CORP
SYMBOL: MSFT CUSIP: 594918104

PAYCHEX INC
SYMBOL: PAYX CUSIP: 704326107

QUALCOMM INC
SYMBOL: QCOM CUSIP: 747525103

TEXAS INSTRUMENTS INC
SYMBOL: TXN CUSIP: 882508104

Total Information Technology

MATERIALS

AMEX MATERIALS SPDR
SYMBOL: XLB CUSIP: 81369Y100

Total Materials

INTERNATIONAL EQUITIES

ABB LTD - ADR
SPONSORED ADR
CUSIP: 000375204

ACCENTURE PLC
CUSIP: G1151C101

BHP BILLITON LIMITED - ADR
SPONSORED ADR
CUSIP: 088606108

DANONE
CUSIP: 23636T100

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
315 000	\$89.180	\$28,091.70	\$14,666.49	\$13,425.21	0.90%	\$63.00
39 000	561.020	21,879.78	10,794.54	11,085.24	2.17	0.00
2,051 000	37.410	76,727.91	56,358.96	20,368.95	2.99	0.00
1,129 000	45.530	51,403.37	29,269.50	22,133.87	3.07	0.00
364 000	74.250	27,027.00	19,221.61	7,805.39	2.26	0.00
401 000	43.910	17,607.91	12,342.40	5,265.51	2.73	0.00
		\$222,737.67	\$142,653.50	\$80,084.17	2.56%	\$63.00
924 000	\$46.220	\$42,707.28	\$27,649.31	\$15,057.97	2.08%	\$0.00
		\$42,707.28	\$27,649.31	\$15,057.97	2.08%	\$0.00
995 000	\$26.560	\$26,427.20	\$19,102.98	\$7,324.22	2.65%	\$0.00
265 000	82.220	21,788.30	11,653.49	10,134.81	2.26	0.00
425 000	68.200	28,985.00	31,601.76	- 2,616.76	3.40	0.00
2,540 000	14.520	36,880.80	38,259.68	- 1,378.88	1.69	0.00

Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	475 000	132.420	62,899.50	38,998.57	23,900.93	2.26	0.00
HSBC - ADR SPONSORED ADR CUSIP: 404280406	616.000	55.130	33,960.08	29,134.30	4,825.78	4.35	0.00
KOMATSU JPY 50.0 CUSIP: J35759125	1,265 000	20.332	25,720.04	31,409.65	- 5,689.61	0.00	0.00
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	840.000	73.590	61,815.60	45,849.60	15,966.00	2.47	0.00
RECKITT BENCKISER PLC GBP CUSIP: G74079107	660 000	79.384	52,393.45	35,212.19	17,181.26	0.00	0.00
SAP AG - ADR SPONSORED ADR CUSIP: 803054204	510 000	87.140	44,441.40	29,451.43	14,989.97	0.92	0.00
SCHLUMBERGER LTD CUSIP: 806857108	339.000	90.110	30,547.29	27,670.76	2,876.53	1.78	105.94
TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP: 874039100	2,373.000	17.440	41,385.12	28,037.26	13,347.86	2.30	0.00
TELEFONICA SA - ADR SPONSORED ADR CUSIP: 879382208	1,230 000	16.340	20,098.20	25,387.49	- 5,289.29	2.21	0.00



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED Gain/Loss	CURRENT YIELD	ACCUMULATED INCOME
Equities (continued)							
INTERNATIONAL EQUITIES (continued)							
TESCO PLC SP CUSIP: G87621101	4,005,000	5.538	22,178.36	23,831.74	-1,653.38	0.00	0.00
TRANSOCEAN LTD. CUSIP: H8817H100	835,000	49.420	41,265.70	46,350.65	-5,084.95	4.53	0.00
UNILEVER PLC - ADR SPONSORED ADR CUSIP: 904767704	1,462,000	41.200	60,234.40	58,852.02	1,382.38	3.39	0.00
VODAFONE GROUP PLC NEW CUSIP: 92857W209	2,280,000	39.310	89,626.80	61,239.07	28,387.73	4.04	1,300.55
Total International Equities			\$700,647.24	\$582,042.64	\$118,604.60	2.44%	\$1,406.49
DOMESTIC MUTUAL FUNDS							
ISHARES SELECT DIVIDEND ETF SYMBOL: DVI CUSIP: 464287168	218,000	\$71.350	\$15,554.30	\$11,645.75	\$3,908.55	3.06%	\$0.00
WISDOMTREE JAPAN HEDGED EQUITY FUND SYMBOL: DXJ CUSIP: 97717W851	1,159,000	50.840	58,923.56	44,989.61	13,933.95	1.22	0.00
Total Domestic Mutual Funds			\$74,477.86	\$56,635.36	\$17,842.50	1.60%	\$0.00
INTERNATIONAL MUTUAL FUNDS							
ISHARES MSCI ALL COUNTRY ASIA SYMBOL: AAXJ CUSIP: 464288182	545,000	\$60.310	\$32,868.95	\$31,318.15	\$1,550.80	1.77%	\$13.44
ISHARES MSCI EAFE ETF SYMBOL: EFA CUSIP: 464287465	213,000	67.095	14,291.24	12,588.30	1,702.94	2.54	0.00
VANGUARD FTSE EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	956,000	41.140	39,329.84	33,399.49	5,930.35	2.73	0.00
Total International Mutual Funds			\$86,490.03	\$77,305.94	\$9,184.09	2.33%	\$13.44
Total Equities			\$2,853,798.17	\$1,838,135.94	\$1,015,662.23	2.24%	\$2,979.30



Account Statement For:
THE CORNWALL FOUNDATION M/A

Period Covered: December 1, 2013 - December 31, 2013

ASSET DETAIL (continued)

ASSET DESCRIPTION

Complementary Strategies

OTHER

WELLS FARGO ADVANTAGE ABSOLUTE
RETURN FUND CLASS INS #3168
SYMBOL: WABIX CUSIP: 94987W737

Total Other

Total Complementary Strategies

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
7,009.346	\$11.170	\$78,294.39	\$75,000.00	\$3,294.39	1.73%	\$0.00
		\$78,294.39	\$75,000.00	\$3,294.39	1.73%	\$0.00
		\$78,294.39	\$75,000.00	\$3,294.39	1.73%	\$0.00

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

JP MORGAN ALERIAN MLP INDEX
EXCHANGE TRADED NOTE
DTD 04/02/09 05/24/2024

SYMBOL: AMJ CUSIP: 46625H365

SPDR DJ WILSHIRE INTERNATIONAL REAL
ESTATE ETF

SYMBOL: RWX CUSIP: 78463X863

Total Real Asset Funds

Total Real Assets

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
2,575.000	\$46.350	\$119,351.25	\$101,585.08	\$17,766.17	4.72%	\$0.00
4,300.000	41.200	177,160.00	173,548.00	3,612.00	4.54	2,009.18
		\$296,511.25	\$275,133.08	\$21,378.17	4.61%	\$2,009.18
		\$296,511.25	\$275,133.08	\$21,378.17	4.61%	\$2,009.18

TOTAL ASSETS

ACCOUNT VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ACCUMULATED INCOME
\$4,081,511.29	\$3,027,079.13	\$1,054,432.16	\$7,667.18