Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **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*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: TILLMAN CHARITABLE TRUST

A Employer identification number: 43-6461193

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 | Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town: Winston Salem | State: NC | ZIP code: 27101-3818

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

C If exemption application is pending, check here ▶ ☐

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)* ▶ $ 712,434

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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))*

	Line	Description	(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	10,106	9,775		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	35,042			
	b	Gross sales price for all assets on line 6a 230,469				
	7	Capital gain net income (from Part IV, line 2)		35,042		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	45,148	44,817	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	10,787	8,090		2,697
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	600			600
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	507	396		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,894	8,486	0	3,297
	25	Contributions, gifts, grants paid	28,957			28,957
	26	**Total expenses and disbursements.** Add lines 24 and 25	40,851	8,486	0	32,254
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	4,297			
	b	**Net investment income** (if negative, enter -0-)		36,331		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,176	28,535	28,535
	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)	550,099		
	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)		550,194	683,900
	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)	574,275	578,729	712,435
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	574,275	578,729	
	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)	574,275	578,729	
	31	**Total liabilities and net assets/fund balances** (see instructions)	574,275	578,729	

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	574,275
2	Enter amount from Part I, line 27a	2	4,297
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,733
4	Add lines 1, 2, and 3	4	580,305
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,576
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	578,729

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	35,042
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	34,015	626,448	0.054298
2011	24,399	645,771	0 037783
2010	28,307	610,527	0.046365
2009	30,129	524,435	0 057450
2008	38,125	689,177	0 055320

2	**Total** of line 1, column (d)	2	0 251216
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 050243
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	674,069
5	Multiply line 4 by line 3	5	33,867
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	363
7	Add lines 5 and 6	7	34,230
8	Enter qualifying distributions from Part XII, line 4	8	32,254

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.

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	727
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	727
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	727
6	Credits/Payments.				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	144		
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	144
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	583
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4.00	10,787		

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	668,933
b	Average of monthly cash balances	1b	15,401
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	684,334
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	684,334
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,265
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	674,069
6	**Minimum investment return.** Enter 5% of line 5	6	33,703

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	33,703
2a	Tax on investment income for 2013 from Part VI, line 5	2a	727		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	727
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	32,976
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	32,976
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	32,976

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	32,254
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	32,254
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,254

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				32,976
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			28,958	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 32,254				
a Applied to 2012, but not more than line 2a			28,958	
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				3,296
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				29,680
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				28,957
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

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	10,106	
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	35,042	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		45,148	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 45,148

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

			Yes	No
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(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 4/12/2014 | SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/12/2014		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
CARE, INC
Street
151 ELLIS AVENUE NE

City	State	Zip Code	Foreign Country
ATLANTA	GA	30303-2440	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

Name
COVENANT HOUSE
Street
5 PENN PLAZA

City	State	Zip Code	Foreign Country
NEW YORK	NY	10001	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

Name
ST. JUDE'S CHILDREN'S HOSPITAL
Street
501 ST. JUDE PLACE

City	State	Zip Code	Foreign Country
MEMPHIS	TN	38105	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

Name
WHITE HOUSE RETREAT
Street
7400 CHRISTOPHER DRIVE

City	State	Zip Code	Foreign Country
ST. LOUIS	MO	63129	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

Name
CARDINAL RITTER SENIOR SERVICES
Street
7601 WATSON ROAD

City	State	Zip Code	Foreign Country
ST. LOUIS	MO	63119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

Name
CARDINAL GLENNON CHILDREN'S HOSP
Street
1465 SOUTH GRAND BOULEVARD

City	State	Zip Code	Foreign Country
ST. LOUIS	MO	63104	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,054

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

Recipient(s) paid during the year

Name LOURDES-CENTER				
Street P.O. BOX 575				
City BOSTON		**State** MA	**Zip Code** 02215	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 4,054

Name SALVATION ARMY				
Street 1130 HAMPTON AVENUE				
City ST LOUIS		**State** MO	**Zip Code** 63109-0787	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 579

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

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

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

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

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	9,037		Capital Gains/Losses	230,469	195,427	35,042
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	5,908	6,118				0	-210
2	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		2/7/2013	2,863	2,343				0	520
3	X	ARTISAN INTERNATIONAL FU	04314H204			3/18/2010		2/7/2013	2,990	2,376				0	614
4	X	ARTISAN INTERNATIONAL FU	04314H204			7/12/2013		12/17/2013	1,388	1,285				0	103
5	X	ARTISAN INTERNATIONAL FU	04314H204			3/18/2010		12/17/2013	2,700	1,862				0	838
6	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	3,426	2,779				0	647
7	X	CREDIT SUISSE COMM RET S	22544R305			11/9/2010		10/9/2013	5,329	7,032				0	-1,703
8	X	DIAMOND HILL LONG-SHORT	25264S833			2/14/2012		7/10/2013	1,447	1,231				0	216
9	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	7,397	7,310				0	87
10	X	HARBOR CAPITAL APRCTION	411511504			8/22/2012		7/10/2013	840	726				0	114
11	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		7/10/2013	8,211	7,584				0	627
12	X	HARBOR CAPITAL APRCTION	411511504			3/18/2010		7/10/2013	3,719	2,609				0	1,110
13	X	HARBOR CAPITAL APRCTION	411511504			3/18/2010		10/9/2013	2,032	1,352				0	680
14	X	HARBOR CAPITAL APRCTION	411511504			3/18/2010		12/17/2013	6,057	3,753				0	2,304
15	X	HUSSMAN STRATEGIC GROV	448108100			3/18/2010		2/7/2013	7,215	8,875				0	-1,660
16	X	HUSSMAN STRATEGIC GROV	448108100			2/4/2011		2/7/2013	1,223	1,400				0	-177
17	X	HUSSMAN STRATEGIC GROV	448108100			4/28/2011		2/7/2013	643	747				0	-104
18	X	HUSSMAN STRATEGIC GROV	448108100			2/14/2012		2/7/2013	2,149	2,447				0	-298
19	X	ISHARES CORE S & P 500 ET	464287200			8/8/2012		2/7/2013	1,975	1,828				0	147
20	X	ISHARES CORE S & P 500 ET	464287200			3/18/2010		7/10/2013	19,402	13,735				0	5,667
21	X	ISHARES CORE S & P 500 ET	464287200			8/8/2012		12/17/2013	719	562				0	157
22	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	14,804	13,026				0	1,778
23	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	14,090	13,160				0	930
24	X	KALMAR GR W/ VAL SM CAP-	483438305			7/12/2013		12/17/2013	784	703				0	81
25	X	KALMAR GR W/ VAL SM CAP-	483438305			2/11/2013		12/17/2013	1,675	1,296				0	379
26	X	DIAMOND HILL LONG-SHORT	25264S833			7/22/2010		7/10/2013	24,686	18,108				0	6,578
27	X	DODGE & COX INTL STOCK F	256206103			3/18/2010		2/7/2013	6,387	5,837				0	550
28	X	DODGE & COX INTL STOCK F	256206103			7/12/2013		10/9/2013	1,709	1,619				0	90
29	X	DODGE & COX INTL STOCK F	256206103			3/18/2010		10/9/2013	735	602				0	133
30	X	DODGE & COX INTL STOCK F	256206103			3/18/2010		12/17/2013	2,421	1,902				0	519
31	X	JP MORGAN MID CAP VALUE-	339128100			2/11/2013		7/10/2013	1,718	1,549				0	169
32	X	JP MORGAN MID CAP VALUE-	339128100			8/12/2011		7/10/2013	2,212	1,464				0	748
33	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	12,721	12,435				0	286
34	X	KEELEY SMALL CAP VAL FD (	487300808			8/12/2011		2/7/2013	672	487				0	185
35	X	KEELEY SMALL CAP VAL FD (	487300808			3/18/2010		2/7/2013	6,205	4,267				0	1,938
36	X	KEELEY SMALL CAP VAL FD (	487300808			7/12/2013		12/17/2013	1,845	1,716				0	129
37	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	1,503	1,206				0	297
38	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		7/10/2013	9,039	7,185				0	1,854
39	X	MFS VALUE FUND-CLASS I #8	552983694			10/11/2013		12/17/2013	1,415	1,382				0	33
40	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		12/17/2013	1,075	811				0	264
41	X	MERGER FD SH BEN INT #260	589509108			7/22/2010		7/10/2013	6,735	6,621				0	114
42	X	ASG GLOBAL ALTERNATIVES	63872T885			10/11/2013		12/17/2013	1,849	1,809				0	40
43	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		7/10/2013	8,368	8,968				0	-600
44	X	OPPENHEIMER DEVELOPING	683974505			8/12/2011		10/9/2013	309	266				0	43
45	X	OPPENHEIMER DEVELOPING	683974505			10/24/2011		10/9/2013	1,340	1,142				0	198
46	X	OPPENHEIMER DEVELOPING	683974505			5/10/2012		10/9/2013	466	405				0	61
47	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	629	612				0	17
48	X	OPPENHEIMER DEVELOPING	683974505			7/22/2010		10/9/2013	634	510				0	124
49	X	ROBECO BP LNG/SHRT RES-	74925K581			10/11/2013		12/17/2013	1,233	1,192				0	41
50	X	ROBECO BP LNG/SHRT RES-	74925K581			7/12/2013		12/17/2013	961	904				0	57
51	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		7/10/2013	3,663	4,222				0	-559
52	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		10/9/2013	1,270	1,363				0	93
53	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		12/17/2013	646	704				0	-58

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
	Description				
1	TAX PREP FEES	600			600

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		507	396	0	0
1	FOREIGN TAX WITHHELD	396	396		
2	ESTIMATED EXCISE PAYMENTS	111			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			550,099	0	0	0
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1			550,099			

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			0	550,194	683,900
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	35,666	53,977
3	HARBOR CAPITAL APRCTION-INST 2012		0	37,450	62,793
4	MERGER FD SH BEN INT 260		0	20,762	20,900
5	ARTISAN MID CAP FUND-INSTL 1333		0	31,782	39,615
6	ISHARES S & P 500 INDEX FUND		0	12,642	18,008
7	DODGE & COX INT'L STOCK FD 1048		0	40,446	53,429
8	MFS VALUE FUND-CLASS I 893		0	30,977	43,315
9	JP MORGAN MID CAP VALUE-I 758		0	16,065	27,046
10	ASG GLOBAL ALTERNATIVES-Y 1993		0	33,751	33,545
11	VANGUARD REIT VIPER		0	21,319	27,503
12	TEMPLETON EMER MKT S/C-ADV 626		0	6,867	7,292
13	AQR MANAGED FUTURES STR-I		0	7,251	7,543
14	VANGUARD EMERGING MARKETS ETF		0	55,074	54,469
15	OPPENHEIMER DEVELOPING MKT-Y 788		0	43,490	55,353
16	SPDR DJ WILSHIRE INTERNATIONAL REA		0	24,656	27,480
17	ROBECO BP LNG/SHRT RES-INS		0	32,520	35,256
18	HSBC FRONTIER MARKETS-I		0	6,686	7,098
19	DIAMOND HILL LONG-SHORT FD CL I 11		0	12,934	18,016
20	KALMAR GR W/ VAL SM CAP-INS #4		0	21,418	28,296
21	CREDIT SUISSE COMM RT ST-CO 2156		0	42,695	34,567
22	KEELEY SMALL CAP VAL FD CL I 2251		0	15,743	28,399

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	49
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,684
3	Total	3	1,733

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,293
2	PY RETURN OF CAPITAL ADJUSTMENT	2	283
3	Total	3	1,576

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

	Amount
Long Term CG Distributions	9,037
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						221,432	0	0	195,427	26,005	0	0	0	26,005
1	AQR MANAGED FUTURES STR-I #1521	00203H859		7/12/2013	10/9/2013	5,908		0	6,118	-210	0	0	0	-210
2	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	2/7/2013	2,863		0	2,343	520	0	0	0	520
3	ARTISAN INTERNATIONAL FUND #661	04314H204		3/18/2010	2/7/2013	2,990		0	2,376	614	0	0	0	614
4	ARTISAN INTERNATIONAL FUND #661	04314H204		7/12/2013	12/17/2013	1,388		0	1,285	103	0	0	0	103
5	ARTISAN INTERNATIONAL FUND #661	04314H204		3/18/2010	12/17/2013	2,700		0	1,862	838	0	0	0	838
6	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	10/9/2013	3,426		0	2,779	647	0	0	0	647
7	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/9/2010	10/9/2013	5,329		0	7,032	1,703	0	0	0	-1,703
8	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		2/14/2012	7/10/2013	1,447		0	1,231	216	0	0	0	216
9	GATEWAY FUND - Y #1986	367829884		2/11/2013	7/10/2013	7,397		0	7,310	87	0	0	0	87
10	HARBOR CAPITAL APRCTION-INST #20	411511504		8/22/2012	7/10/2013	840		0	726	114	0	0	0	114
11	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	7/10/2013	8,211		0	7,584	627	0	0	0	627
12	HARBOR CAPITAL APRCTION-INST #20	411511504		3/18/2010	7/10/2013	3,719		0	2,609	1,110	0	0	0	1,110
13	HARBOR CAPITAL APRCTION-INST #20	411511504		3/18/2010	10/9/2013	2,032		0	1,352	680	0	0	0	680
14	HARBOR CAPITAL APRCTION-INST #20	411511504		3/18/2010	12/17/2013	6,057		0	3,753	2,304	0	0	0	2,304
15	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/18/2010	2/7/2013	7,215		0	8,875	-1,660	0	0	0	-1,660
16	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/4/2011	2/7/2013	1,223		0	1,400	-177	0	0	0	-177
17	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/28/2011	2/7/2013	643		0	747	-104	0	0	0	-104
18	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	2,149		0	2,447	-298	0	0	0	-298
19	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	1,975		0	1,828	147	0	0	0	147
20	ISHARES CORE S & P 500 ETF	464287200		3/18/2010	7/10/2013	19,402		0	13,735	5,667	0	0	0	5,667
21	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	12/17/2013	719		0	562	157	0	0	0	157
22	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	14,804		0	13,026	1,778	0	0	0	1,778
23	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	14,090		0	13,160	930	0	0	0	930
24	KALMAR GR W/ VAL SM CAP-INS #4	483438305		7/12/2013	12/17/2013	784		0	703	81	0	0	0	81
25	KALMAR GR W/ VAL SM CAP-INS #4	483438305		2/11/2013	12/17/2013	1,675		0	1,296	379	0	0	0	379
26	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		7/22/2010	7/10/2013	24,686		0	18,108	6,578	0	0	0	6,578
27	DODGE & COX INT'L STOCK FD #1048	256206103		3/18/2010	2/7/2013	6,387		0	5,837	550	0	0	0	550
28	DODGE & COX INT'L STOCK FD #1048	256206103		7/12/2013	10/9/2013	1,709		0	1,619	90	0	0	0	90
29	DODGE & COX INT'L STOCK FD #1048	256206103		3/18/2010	10/9/2013	735		0	602	133	0	0	0	133
30	DODGE & COX INT'L STOCK FD #1048	256206103		3/18/2010	12/17/2013	2,421		0	1,902	519	0	0	0	519
31	JP MORGAN MID CAP VALUE-I #758	339128100		2/11/2013	7/10/2013	1,718		0	1,549	169	0	0	0	169
32	JP MORGAN MID CAP VALUE-I #758	339128100		8/12/2011	7/10/2013	2,212		0	1,464	748	0	0	0	748
33	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	12,721		0	12,435	286	0	0	0	286
34	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	2/7/2013	672		0	487	185	0	0	0	185
35	KEELEY SMALL CAP VAL FD CL I #2251	487300808		3/18/2010	2/7/2013	6,205		0	4,267	1,938	0	0	0	1,938
36	KEELEY SMALL CAP VAL FD CL I #2251	487300808		7/12/2013	12/17/2013	1,845		0	1,716	129	0	0	0	129
37	MFS VALUE FUND-CLASS I #893	552983694		5/10/2012	7/10/2013	1,503		0	1,206	297	0	0	0	297
38	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	7/10/2013	9,039		0	7,185	1,854	0	0	0	1,854
39	MFS VALUE FUND-CLASS I #893	552983694		10/11/2013	12/17/2013	1,415		0	1,382	33	0	0	0	33
40	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	12/17/2013	1,075		0	811	264	0	0	0	264
41	MERGER FD SH BEN INT #260	589509108		7/22/2010	7/10/2013	6,735		0	6,621	114	0	0	0	114
42	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		10/11/2013	12/17/2013	1,849		0	1,809	40	0	0	0	40
43	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	7/10/2013	8,368		0	8,968	-600	0	0	0	-600
44	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		8/12/2011	10/9/2013	309		0	266	43	0	0	0	43
45	OPPENHEIMER DEVELOPING MKT Y #7	683974505		10/24/2011	10/9/2013	1,340		0	1,142	198	0	0	0	198
46	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/10/2012	10/9/2013	466		0	405	61	0	0	0	61
47	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	10/9/2013	629		0	612	17	0	0	0	17
48	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		7/22/2010	10/9/2013	634		0	510	124	0	0	0	124
49	ROBECO BP LNG/SHRT RES-INS	74925K581		10/11/2013	12/17/2013	1,233		0	1,192	41	0	0	0	41
50	ROBECO BP LNG/SHRT RES-INS	74925K581		7/12/2013	12/17/2013	961		0	904	57	0	0	0	57
51	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	7/10/2013	3,663		0	4,222	-559	0	0	0	-559
52	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	10/9/2013	1,270		0	1,363	-93	0	0	0	-93
53	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	12/17/2013	646		0	704	-58	0	0	0	-58

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										10,787	0	0
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	10,787		

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

		Date		Amount
1	Credit from prior year return		1	33
2	First quarter estimated tax payment	5/7/2013	2	111
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	144

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	28,958
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	28,958