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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

FRANK AND VIRGINIA I DEMARIA FOUNDATION

A Employer identification number

43-6888576

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

Room/suite

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

B Telephone number (see instructions)

(888) 730-4933

City or town

State

ZIP code

Winston Salem**NC****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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 127,831**J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**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)

- 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
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a **49,317**
- 7 Capital gain net income (from Part IV, line 2)
- 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

7,713**7,653****617**

- 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)
- 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
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25

2,467**1,850****600****600****600****68****59****100****100****3,235****1,909****0****5,093****5,093****8,328****1,909****0****6,410**

- 27 Subtract line 26 from line 12
- a Excess of revenue over expenses and disbursements
- b Net investment income (if negative, enter -0-)
- c Adjusted net income (if negative, enter -0-)

-615**5,744****0**

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	4,570	4,581	4,581
	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)	90,200		
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment, basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	11,344	101,009	123,250
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)	106,114	105,590	127,831
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	106,114	105,590		
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)	106,114	105,590		
31	Total liabilities and net assets/fund balances (see instructions)	106,114	105,590		

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	106,114
2	Enter amount from Part I, line 27a	2	-615
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	380
4	Add lines 1, 2, and 3	4	105,879
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	289
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	105,590

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	5,692
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	5,887	115,293	0.051061
2011	5,343	119,607	0.044671
2010	5,394	114,095	0.047276
2009	6,300	101,461	0.062093
2008	6,804	125,763	0.054102

2 Total of line 1, column (d)	2	0.259203
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	0.051841
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	121,953
5 Multiply line 4 by line 3	5	6,322
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57
7 Add lines 5 and 6	7	6,379
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	6,410

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	57
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	57
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	57
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24
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	24
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	33
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	2,467		

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	119,728
b	Average of monthly cash balances	1b	4,082
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	123,810
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	123,810
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,857
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	121,953
6	Minimum investment return. Enter 5% of line 5	6	6,098

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	6,098
2a	Tax on investment income for 2013 from Part VI, line 5	2a	57
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	57
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,041
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,041
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	6,041

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	6,410
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	6,410
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	57
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,353

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				6,041
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5,093	
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: \blacktriangleright \$ 6,410				
a Applied to 2012, but not more than line 2a			5,093	
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				1,317
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				4,724
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	5,093
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

BLANCHESTER COMMUNITY FOOD PANTRY

Street

318 W MAIN ST MUNICIPAL BLDG 137

City

BLANCHESTER

State

OH

Zip Code

45107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,273

Name

WORLD CHALLENGE, INC

Street

PO BOX 260

City

LINSDALE

State

TX

Zip Code

75771-0260

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

637

Name

ALZHEIMER'S FOUNDATION OF AMERICA

Street

322 EIGHTH AVE , 7TH FL

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

637

Name

ELYRIA CATHOLIC HIGH SCHOOL

Street

725 GULF ROAD

City

ELYRIA

State

OH

Zip Code

44035

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,273

Name

RESCUE INTERNATIONAL

Street

PO BOX 544

City

DELAWARE WATER GAP

State

PA

Zip Code

18327

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,273

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

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										1,528											
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	Totals										
											Capital Gains/Losses Other sales				Gross Sales		Basis and Expenses		Net Gain or Loss		
											49,317	0	43,625	0	5,692	0					
1	X	AQR MANAGED FUTURES ST			10/9/2013		10/9/2013	1,071	1,110						-39	0					
2	X	ARTISAN INTERNATIONAL FU			10/24/2011		2/7/2013	81	67						14	0					
3	X	ARTISAN INTERNATIONAL FU			3/18/2010		2/7/2013	476	378						98	0					
4	X	ARTISAN INTERNATIONAL FU			3/18/2010		7/10/2013	292	222						70	0					
5	X	ARTISAN INTERNATIONAL FU			3/18/2010		10/9/2013	140	101						39	0					
6	X	ARTISAN INTERNATIONAL FU			3/18/2010		10/9/2013	439	302						137	0					
7	X	ARTISAN INTERNATIONAL FU			4/10/2012		7/10/2013	365	318						47	0					
8	X	ARTISAN MID CAP FUND-INS			10/9/2013		7/10/2013	392	318						74	0					
9	X	ISHARES RUSSELL 2000 GRO			12/19/2012		2/7/2013	2,348	2,193						155	0					
10	X	KALMAR GR W VAL SM CAP-I			7/12/2013		11/8/2013	175	138						37	0					
11	X	KEELEY SMALL CAP VAL FD			8/12/2011		2/7/2013	510	369						141	0					
12	X	KEELEY SMALL CAP VAL FD			3/18/2010		2/7/2013	703	484						219	0					
13	X	KEELEY SMALL CAP VAL FD			7/12/2013		11/8/2013	149	140						9	0					
14	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	332	300						32	0					
15	X	MFS VALUE FUND-CLASS I #8			2/14/2012		7/10/2013	1,687	1,325						342	0					
16	X	MFS VALUE FUND-CLASS I #8			10/11/2013		11/8/2013	225	214						11	0					
17	X	MFS VALUE FUND-CLASS I #8			2/14/2012		7/10/2013	232	171						61	0					
18	X	MFS VALUE FUND-CLASS I #8			2/4/2011		7/10/2013	79	79						0	0					
19	X	MFS VALUE FUND-CLASS I #8			8/10/2012		7/10/2013	16	16						0	0					
20	X	MFS VALUE FUND-CLASS I #8			7/22/2010		7/10/2013	1,151	1,130						21	0					
21	X	MFS VALUE FUND-CLASS I #8			10/11/2013		7/10/2013	151	150						1	0					
22	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	1,200	1,286						-86	0					
23	X	MFS VALUE FUND-CLASS I #8			5/10/2012		10/9/2013	90	78						12	0					
24	X	MFS VALUE FUND-CLASS I #8			2/11/2013		10/9/2013	559	544						15	0					
25	X	MFS VALUE FUND-CLASS I #8			7/12/2010		10/9/2013	527	423						104	0					
26	X	MFS VALUE FUND-CLASS I #8			2/4/2011		2/7/2013	897	865						32	0					
27	X	MFS VALUE FUND-CLASS I #8			5/10/2012		2/7/2013	168	169						-1	0					
28	X	MFS VALUE FUND-CLASS I #8			12/7/2009		2/7/2013	20	18						2	0					
29	X	MFS VALUE FUND-CLASS I #8			12/7/2009		7/10/2013	555	531						24	0					
30	X	MFS VALUE FUND-CLASS I #8			10/11/2013		11/8/2013	194	190						4	0					
31	X	MFS VALUE FUND-CLASS I #8			7/4925K581		11/8/2013	30	29						1	0					
32	X	MFS VALUE FUND-CLASS I #8			10/24/2011		2/7/2013	410	380						30	0					
33	X	MFS VALUE FUND-CLASS I #8			7/6628T645		2/7/2013	846	816						30	0					
34	X	MFS VALUE FUND-CLASS I #8			3/18/2010		2/7/2013	8	7						1	0					
35	X	MFS VALUE FUND-CLASS I #8			7/6628T645		7/12/2013	131	131						0	0					
36	X	MFS VALUE FUND-CLASS I #8			10/9/2013		11/8/2013	169	167						2	0					
37	X	MFS VALUE FUND-CLASS I #8			2/7/2013		7/10/2013	534	616						-82	0					
38	X	MFS VALUE FUND-CLASS I #8			2/7/2013		10/9/2013	942	1,011						-69	0					
39	X	MFS VALUE FUND-CLASS I #8			10/9/2013		11/8/2013	66	66						0	0					
40	X	MFS VALUE FUND-CLASS I #8			2/4/2011		10/9/2013	706	916						-210	0					
41	X	MFS VALUE FUND-CLASS I #8			2/4/2011		10/9/2013	161	209						-48	0					
42	X	MFS VALUE FUND-CLASS I #8			8/12/2011		10/9/2013	129	161						-32	0					
43	X	MFS VALUE FUND-CLASS I #8			3/18/2010		7/10/2013	3,518	2,580						938	0					
44	X	MFS VALUE FUND-CLASS I #8			2/56206103		2/7/2013	610	557						53	0					
45	X	MFS VALUE FUND-CLASS I #8			3/18/2010		10/9/2013	681	557						124	0					
46	X	MFS VALUE FUND-CLASS I #8			2/56206103		3/18/2010	335	262						73	0					
47	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	228	235						-7	0					
48	X	MFS VALUE FUND-CLASS I #8			4/22/2009		7/10/2013	68	59						9	0					
49	X	MFS VALUE FUND-CLASS I #8			8/12/2011		2/7/2013	1,441	1,386						55	0					
50	X	MFS VALUE FUND-CLASS I #8			2/4/2011		2/7/2013	852	786						56	0					
51	X	MFS VALUE FUND-CLASS I #8			2/4/2011		10/10/2013	1,904	1,871						-33	0					
52	X	MFS VALUE FUND-CLASS I #8			2/14/2012		10/10/2013	430	434						-4	0					
53	X	MFS VALUE FUND-CLASS I #8			7/10/2013		10/10/2013	685	707						-22	0					
54	X	MFS VALUE FUND-CLASS I #8			10/24/2011		10/10/2013	30	30						0	0					
55	X	MFS VALUE FUND-CLASS I #8			8/12/2011		7/10/2013	223	147						76	0					
56	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	330	298						32	0					
57	X	MFS VALUE FUND-CLASS I #8			3/18/2010		7/10/2013	213	133						80	0					
58	X	MFS VALUE FUND-CLASS I #8			8/10/2012		7/10/2013	142	83						59	0					
59	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	2,992	2,924						68	0					
60	X	MFS VALUE FUND-CLASS I #8			8/8/2012		7/10/2013	178	141						22	0					
61	X	MFS VALUE FUND-CLASS I #8			2/11/2013		7/10/2013	2,065	1,907						37	0					
62	X	MFS VALUE FUND-CLASS I #8			3/18/2010		7/10/2013	441	310						131	0					
63	X	MFS VALUE FUND-CLASS I #8			3/18/2010		11/8/2013	406	270						136	0					
64	X	MFS VALUE FUND-CLASS I #8			3/18/2010		7/10/2013	435	270						165	0					
65	X	MFS VALUE FUND-CLASS I #8			2/7/2013		2/7/2013	1,122	1,380						-258	0					
66	X	MFS VALUE FUND-CLASS I #8			2/4/2011		2/7/2013	874	1,000						-126	0					
67	X	MFS VALUE FUND-CLASS I #8			4/28/2011		2/7/2013	115	134						-19	0					
68	X	MFS VALUE FUND-CLASS I #8			4/28/2011		2/7/2013	115	134						-19	0					

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

		Amount		Totals										Net Gain or Loss	
		1,528													
Long Term CG Distributions				Capital Gains/Losses											
Short Term CG Distributions				Other sales											
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	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		2/7/2013	438	499					-61	
70	X	ISHARES CORE S & P 500 ETF	464287200		8/9/2012		2/7/2013	456	422					34	
71	X	ISHARES CORE S & P 500 ETF	464287200		3/18/2010		7/10/2013	3,151	2,231					920	
72	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	2,246	1,976					270	

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

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

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

		68	59	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	59	59		
2	ESTIMATED EXCISE PAYMENTS	9			

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

		100	0	0	100
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	100			100

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

		90,200		0		0		0	
1	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
			90,200						

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			11,344	0	
2	ARTISAN INTERNATIONAL FUND 661		0	5,596	8,469
3	DODGE & COX INCOME FD COM 147		0	1,789	1,899
4	HARBOR CAPITAL APRCTION-INST 2012		0	6,698	11,230
5	MERGER FD SH BEN INT 260		0	3,714	3,739
6	PIMCO TOTAL RET FD-INST 35		0	608	622
7	ARTISAN MID CAP FUND-INSTL 1333		0	5,104	6,359
8	FID ADV EMER MKTS INC- CL I 607		0	1,891	1,859
9	ISHARES S & P 500 INDEX FUND		0	2,087	2,970
10	DODGE & COX INT'L STOCK FD 1048		0	6,308	8,342
11	MFS VALUE FUND-CLASS I 893		0	5,252	7,351
12	DREYFUS EMG MKT DEBT LOC C-I 6083		0	3,109	3,076
13	JP MORGAN MID CAP VALUE-I 758		0	2,502	4,219
14	ASG GLOBAL ALTERNATIVES-Y 1993		0	4,943	4,911
15	VANGUARD REIT VIPER		0	3,717	4,842
16	TEMPLETON EMER MKT S/C-ADV 626		0	1,237	1,314
17	AQR MANAGED FUTURES STR-I		0	1,295	1,347
18	VANGUARD EMERGING MARKETS ETF		0	7,321	7,241
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	5,774	7,349
20	ASHMORE EMERG MKTS CR DB-INS		0	1,261	1,267
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	4,318	4,862
22	ROBECO BP LNG/SHRT RES-INS		0	5,986	6,490
23	HSBC FRONTIER MARKETS-I		0	1,201	1,275
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	2,327	3,233
25	RIDGEWORTH SEIX HY BD-I 5855		0	3,536	3,571
26	KALMAR GR W/ VAL SM CAP-INS #4		0	3,493	4,615
27	CREDIT SUISSE COMM RT ST-CO 2156		0	7,355	6,190
28	KEELEY SMALL CAP VAL FD CL I 2251		0	2,587	4,608

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

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

1	Mutual Fund & CTF Income Additions	1	380
2	Total	2	380

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

1	Cost Basis Adjustment	1	66
2	Mutual Fund & CTF Income Subtraction	2	171
3	PY Return of Capital Adjustment	3	52
4	Total	4	289

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

Long Term CG Distributions										Short Term CG Distributions										Amount									
Description of Property Sold										CUSIP #										0									
1 AOR MANAGED FUTURES STR-I #1521300203H859										00203H859										0									
2 ARTISAN INTERNATIONAL FUND #681										04314H204										0									
3 ARTISAN INTERNATIONAL FUND #681										04314H204										0									
4 ARTISAN INTERNATIONAL FUND #681										04314H204										0									
5 ARTISAN INTERNATIONAL FUND #681										04314H204										0									
6 ARTISAN INTERNATIONAL FUND #681										04314H204										0									
7 ARTISAN MID CAP FUND-INS #1333										04314H600										0									
8 ARTISAN MID CAP FUND-INS #1333										04314H600										0									
9 SHARES RUSSELL 2000 GROWTH										484287648										0									
10 KALMAR GR VAL SM CAP-INS #4										483438305										0									
11 KEELEY SMALL CAP VAL FD CL #2251										487300808										0									
12 KEELEY SMALL CAP VAL FD CL #2251										487300808										0									
13 KEELEY SMALL CAP VAL FD CL #2251										487300808										0									
14 NFS VALUE FUND-CLASS I #893										552883694										0									
15 NFS VALUE FUND-CLASS I #893										552883694										0									
16 NFS VALUE FUND-CLASS I #893										552883694										0									
17 NFS VALUE FUND-CLASS I #893										552883694										0									
18 MERGER FD SH BEN INT #280										58959108										0									
19 MERGER FD SH BEN INT #280										58959108										0									
20 MERGER FD SH BEN INT #280										58959108										0									
21 ASG GLOBAL ALTERNATIVES-Y #1993										339727895										0									
22 OPPENHEIMER DEVELOPING MKT-Y #7										663974505										0									
23 OPPENHEIMER DEVELOPING MKT-Y #7										663974505										0									
24 OPPENHEIMER DEVELOPING MKT-Y #7										663974505										0									
25 OPPENHEIMER DEVELOPING MKT-Y #7										663974505										0									
26 PINCO TOTAL RET FD-INST #35										693390700										0									
27 PINCO TOTAL RET FD-INST #35										693390700										0									
28 PINCO TOTAL RET FD-INST #35										693390700										0									
29 PINCO TOTAL RET FD-INST #35										693390700										0									
30 ROBOCO BP LINGSHIRT RES-INS										74825K581										0									
31 ROBOCO BP LINGSHIRT RES-INS										74825K581										0									
32 ROBOCO BP LINGSHIRT RES-INS										74825K581										0									
33 RIDGEWORTH SEIX HY BD-I #5855										76828T645										0									
34 RIDGEWORTH SEIX HY BD-I #5855										76828T645										0									
35 RIDGEWORTH SEIX HY BD-I #5855										76828T645										0									
36 SPDR DJ WILSHIRE INTERNATIONAL RT										76828T645										0									
37 VANGUARD FTSE EMERGING MARKET										922042858										0									
38 VANGUARD FTSE EMERGING MARKET										922042858										0									
39 VANGUARD REIT VIPER										92280B553										0									
40 CREDIT SUISSE COMM RET ST-I #2158										22544R305										0									
41 CREDIT SUISSE COMM RET ST-I #2158										22544R305										0									
42 CREDIT SUISSE COMM RET ST-I #2158										22544R305										0									
43 DIAMOND HILL LONG SHORT FD CL I #7										2525845833										0									
44 DODGE & COX INTL STOCK FD #1048										256208103										0									
45 DODGE & COX INTL STOCK FD #1048										256208103										0									
46 DODGE & COX INTL STOCK FD #1048										256208103										0									
47 DODGE & COX INCOME FD COM #147										256210105										0									
48 DODGE & COX INCOME FD COM #147										256210105										0									
49 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
50 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
51 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
52 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
53 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
54 DREYFUS EMG MKT DEBT LOC C-I #606										281880484										0									
55 JP MORGAN MID CAP VALUE-I #758										339128100										0									
56 JP MORGAN MID CAP VALUE-I #758										339128100										0									
57 JP MORGAN MID CAP VALUE-I #758										339128100										0									
58 JP MORGAN MID CAP VALUE-I #758										339128100										0									
59 GATEWAY FUND - Y #1888										367829884										0									
60 GATEWAY FUND - Y #1888										367829884										0									
61 SHARES CORE S & P 500 ETF										484287200										0									
62 HARBOR CAPITAL APRETION INST #20										411511504										0									
63 HARBOR CAPITAL APRETION INST #20										411511504										0									
64 HARBOR CAPITAL APRETION INST #20										411511504										0									
65 HARBOR CAPITAL APRETION INST #20										411511504										0									
66 HUSSMAN STRATEGIC GROWTH FUND										44808100										0									
67 HUSSMAN STRATEGIC GROWTH FUND										44808100										0									
68 HUSSMAN STRATEGIC GROWTH FUND										44808100										0									
69 HUSSMAN STRATEGIC GROWTH FUND										44808100										0									
70 SHARES CORE S & P 500 ETF										484287200										0									
71 SHARES CORE S & P 500 ETF										484287200										0									
72 SHARES RUSSELL 2000 GROWTH										484287648										0									

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	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	2,467			0

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

		Date	Amount
1	Credit from prior year return		15
2	First quarter estimated tax payment	5/7/2013	9
3	Second quarter estimated tax payment		
4	Third quarter estimated tax payment		
5	Fourth quarter estimated tax payment		
6	Other payments		
7	Total		24

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	5,093
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,093