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Return of Private Foundation

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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- 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

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

Room/suite

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

City or town

State

ZIP code

Winston Salem

NC

27101-3818

Foreign country name

Foreign province/state/county

Foreign postal code

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 127,831 J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number

43-6888576

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,021	1,961		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,692			
b	Gross sales price for all assets on line 6a	49,317			
7	Capital gain net income (from Part IV, line 2)		5,692		
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	0	
13	Compensation of officers, directors, trustees, etc	2,467	1,850	617	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	600	59	600	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	68	59		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	100		100	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	3,235	1,909	0	1,317
25	Contributions, gifts, grants paid	5,093			5,093
26	Total expenses and disbursements. Add lines 24 and 25	8,328	1,909	0	6,410
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-615			
b	Net investment income (if negative, enter -0-)		5,744		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	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)			
	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
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 ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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	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 8 6,410

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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

6a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 24

6b Exempt foreign organizations—tax withheld at source 6b

6c Tax paid with application for extension of time to file (Form 8868) 6c

6d 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 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** ► Refunded ► 11 0

1	57
2	0
3	57
4	
5	57
7	24
8	
9	33
10	0
11	0

Part VII-A Statements Regarding Activities

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

1b 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

1c Did the foundation file Form 1120-POL for this year? 1c X

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____

1e 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? 2 X

If "Yes," attach a detailed description of the activities

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

4b 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? 5 X

If "Yes," attach the statement required by General Instruction T

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) ► 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 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)

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 ► <u>WELLS FARGO BANK N A</u> Telephone no. ► <u>888-730-4933</u> Located at ► <u>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</u> ZIP+4 ► <u>27101-3818</u>		
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 ► <u>15</u> 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 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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 type="checkbox"/> Yes <input checked="" 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 ► <u>20____, 20____, 20____, 20____</u>		
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. ► <u>20____, 20____, 20____, 20____</u>		
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A					
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 If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
7b	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, 1	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		

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		►

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)

1 Distributable amount for 2013 from Part XI, line 7

2 Undistributed income, if any, as of the end of 2013

a Enter amount for 2012 only

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

4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 6,410

a Applied to 2012, but not more than line 2a

b Applied to undistributed income of prior years (Election required—see instructions)

c Treated as distributions out of corpus (Election required—see instructions)

d Applied to 2013 distributable amount

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

b Prior years' undistributed income. Subtract line 4b from line 2b

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

f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014

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

(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
			6,041
			5,093
	0		
			5,093
			1,317
	0		
		0	
			0
			4,724

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) (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)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	5,093
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property					14	2,021
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	5,692
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	7,713	0
13 Total. Add line 12, columns (b), (d), and (e)				13		7,713
(See worksheet in line 12 instructions to verify calculations.)						

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash
(2) Other assets

b Other transactions.

(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

Sign
Here

▶ John S. Salant, SVP Wells Fargo Bank N.A.

4/22/2014

4/22/2014

→ SVP Wells Fargo Bank N A

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

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/22/2014		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

BLANCHESTER COMMUNITY FOOD PANTRY

Street

318 W MAIN ST MUNICIPAL BLDG 137

City BLANCHESTER	State OH	Zip Code 45107	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,273
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Name

WORLD CHALLENGE, INC

Street

PO BOX 260

City LINDSAY	State TX	Zip Code 75771-0260	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 637
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Name

ALZHEIMER'S FOUNDATION OF AMERICA

Street

322 EIGHTH AVE, 7TH FL

City NEW YORK	State NY	Zip Code 10001	Foreign Country
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Relationship NONE	Foundation Status PC		
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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
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Relationship NONE	Foundation Status PC		
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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
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,273
--	-----------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

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		Net Gain or Loss
											Capital Gains/Losses	Other sales	
											Gross Sales	Basis and Expenses	43,625
											0	0	0
1 X	AQR MANAGED FUTURES STI	0203H859			10/24/2013		10/6/2013	1,071	1,110				5,692
2 X	ARTISAN INTERNATIONAL EU	0431H204			3/18/2010		2/7/2013	81	67				0
3 X	ARTISAN INTERNATIONAL FU	0431H204			3/18/2010		2/7/2013	476	378				98
4 X	ARTISAN INTERNATIONAL FU	0431H204			3/18/2010		10/9/2013	292	222				70
5 X	ARTISAN INTERNATIONAL FU	0431H204			3/18/2010		10/9/2013	140	101				39
6 X	ARTISAN INTERNATIONAL FU	0431H204			3/18/2010		11/8/2013	439	302				137
7 X	ARTISAN MID CAP FUND-INS	0431H600			4/10/2012		7/1/2013	395	318				47
8 X	ARTISAN MID CAP FUND-INS	0431H600			4/10/2012		10/9/2013	392	318				74
9 X	ISHARES RUSSELL 2000 GRO	4612B7648			12/19/2012		2/7/2013	2,348	2,193				155
10 X	KALMAR GR/W/VAL SM CAP-I	483438305			1/11/2013		11/6/2013	175	138				37
11 X	KEELEY SMALL CAP VAL FD C	4873400808			8/12/2011		2/7/2013	510	369				141
12 X	KEELEY SMALL CAP VAL FD	4873400808			3/18/2010		2/7/2013	703	484				219
13 X	KEELEY SMALL CAP VAL FD	4873400808			7/1/2013		11/8/2013	149	140				9
14 X	MFS VALUE FUND-CLASS 1#8	5528936864			2/11/2013		7/10/2013	332	300				32
15 X	MFS VALUE FUND-CLASS 1#8	5528936864			2/14/2012		7/10/2013	1,687	1,325				342
16 X	MFS VALUE FUND-CLASS 1#8	5528936864			10/11/2013		11/8/2013	205	214				11
17 X	MFS VALUE FUND-CLASS 1#8	5528936864			2/14/2012		11/8/2013	232	171				61
18 X	MERGER FD SH BEN INT #26	588509108			2/4/2011		7/10/2013	79	79				0
19 X	MERGER FD SH BEN INT #26	588509108			8/10/2012		7/10/2013	16	16				0
20 X	MERGER FD SH BEN INT #26	588509108			7/22/2010		7/10/2013	1,151	1,130				21
21 X	AGS GLOBAL ALTERNATIVES	638172885			10/11/2013		11/8/2013	151	150				1
22 X	OPENHEIMER DEVELOPING	683974505			2/11/2013		7/10/2013	1,200	1,286				-86
23 X	OPENHEIMER DEVELOPING	683974505			5/10/2012		10/9/2013	90	78				12
24 X	OPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	539	544				15
25 X	OPENHEIMER DEVELOPING	683974505			7/22/2010		10/9/2013	527	423				104
26 X	PIMCO TOTAL RET FD-INST #	693380700			2/4/2011		2/7/2013	897	865				32
27 X	PIMCO TOTAL RET FD-INST #	693380700			5/10/2012		11/8/2013	151	150				1
28 X	PIMCO TOTAL RET FD-INST #	693380700			12/7/2009		2/7/2013	20	18				2
29 X	PIMCO TOTAL RET FD-INST #	693380700			12/7/2009		7/10/2013	555	531				24
30 X	ROBECO BP LONG/SHRT RESI	749285K581			10/12/2013		11/8/2013	134	130				4
31 X	ROBECO BP LONG/SHRT RESI	749285K581			7/12/2013		11/8/2013	30	29				1
32 X	RIDGEWORTH SIXTH BD-#F	7662B7645			10/24/2011		2/7/2013	410	380				30
33 X	RIDGEWORTH SIXTH BD-#F	7662B7645			8/10/2011		2/7/2013	168	169				-1
34 X	RIDGEWORTH SIXTH HY BD-#	7662B7645			3/18/2010		2/7/2013	20	18				2
35 X	RIDGEWORTH SIXTH HY BD-#	7662B7645			7/17/2013		10/9/2013	555	531				12
36 X	SPDR DJ WILSHIRE INTERN	78463KX863			10/19/2013		11/8/2013	190	190				0
37 X	VANGUARD FTSE EMERGING	922042858			2/7/2013		7/10/2013	534	616				104
38 X	VANGUARD FTSE EMERGING	922042858			2/7/2013		10/9/2013	410	380				32
39 X	VANGUARD RETI VIPER	9220908553			10/9/2013		2/7/2013	866	816				30
40 X	CREDIT SUISSE COMM RETS	23544R305			2/4/2011		10/9/2013	8	7				1
41 X	CREDIT SUISSE COMM RETS	23544R305			8/12/2011		10/9/2013	131	131				0
42 X	CREDIT SUISSE COMM RETS	23544R305			7/22/2010		10/9/2013	167	161				2
43 X	DIAMOND HILL LONG/SHORT	22648S833			2/7/2013		7/10/2013	534	616				-82
44 X	DODGE & COX INTL STOCK F	256206103			2/18/2010		2/7/2013	610	557				-63
45 X	DODGE & COX INTL STOCK F	256206103			3/18/2010		10/9/2013	611	66				124
46 X	DODGE & COX INTL STOCK F	256206103			2/4/2011		10/9/2013	606	591				-210
47 X	DODGE & COX INCOME FD C	256210105			2/11/2013		10/9/2013	161	209				-48
48 X	DODGE & COX INCOME FD C	256210105			4/22/2013		10/9/2013	129	161				-32
49 X	DREYFUS EMG MKT DEBT LO	261900494			8/10/2013		7/10/2013	3,518	2,380				938
50 X	DREYFUS EMG MKT DEBT LO	261900494			3/18/2010		2/7/2013	610	557				533
51 X	DREYFUS EMG MKT DEBT LO	261900494			10/9/2013		10/9/2013	606	557				0
52 X	DREYFUS EMG MKT DEBT LO	261900494			2/14/2012		10/9/2013	335	282				73
53 X	DREYFUS EMG MKT DEBT LO	261900494			8/10/2012		7/10/2013	615	597				68
54 X	DREYFUS EMG MKT DEBT LO	261900494			2/11/2013		10/9/2013	30	235				22
55 X	JP MORGAN MID CAP VALUE	339128100			8/10/2013		7/10/2013	1,441	1,386				55
56 X	JP MORGAN MID CAP VALUE	339128100			2/11/2013		7/10/2013	832	796				32
57 X	JP MORGAN MID CAP VALUE	339128100			3/18/2010		10/9/2013	611	557				56
58 X	JP MORGAN MID CAP VALUE	339128100			3/18/2010		11/8/2013	142	83				-33
59 X	GATEWAY FUND-Y#1886	367829884			8/10/2012		7/10/2013	2,952	2,244				68
60 X	GATEWAY FUND-Y#1886	367829884			2/11/2013		10/9/2013	1,877	1,855				37
61 X	ISHARES CORE S/P 500 ETF	464287200			8/8/2012		11/8/2013	178	141				158
62 X	HARBOR CAPITAL APCTN	411511504			2/11/2013		7/10/2013	441	310				131
63 X	HARBOR CAPITAL APCTN	411511504			3/18/2010		10/9/2013	406	270				138
64 X	HARBOR CAPITAL APCTN	411511504			3/18/2010		11/8/2013	435	270				165
65 X	HARBOR CAPITAL APCTN	411511504			3/18/2010		2/7/2013	1,122	0				0
66 X	HUSMAN STRATEGIC GROW	448108100			3/18/2010		10/9/2013	874	1,380				-258
67 X	HUSMAN STRATEGIC GROW	448108100			4/28/2011		2/7/2013	115	134				-19

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

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	Totals		Net Gain or Loss	
														Gross Sales	Basis and Expenses		
															49,317	43,625	5,692
									0						0	0	0
69	X	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012		2/7/2013	4.38	499						0	0	-61
70	X	ISHARES CORE S&P 500 ETF	464287200		8/9/2012		2/7/2013	4.56	492						0	0	31
71	X	ISHARES CORE S&P 500 ETF	464287200		3/18/2010		7/10/2013	3.151	2,231						0	0	920
72	X	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012		2/7/2013	2.246	1,976						0	0	270

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

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

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

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	123,250
1			11,344	101,009	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 APRCTN-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 1607		0	1,891	1,859	
9	ISHARES S & P 500 INDEX FUND		0	2,087	2,970	
10	DODGE & COX INTL 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-16083		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 SIC-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 LNGSHRT RES-INS		0	5,986	6,490	
23	HSBC FRONTIER MARKETS-I		0	1,201	1,275	
24	DIAMOND HILL LONG-SHORT FD CL 111		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 1251		0	2,587	4,608	

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 (\$90-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		1,528		47,789		0		0		4,184		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Date of Sale	Gross Sales Price	Plus	Depreciation Allowed	Adjustments	Cost or Other Basis of Sale	Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Losses of FMV Over Adjusted Basis or Losses	
1 AAGR MANAGED FUTURES STR. #1521300205H859	04314H204	10/22/2013	10/24/2013	10/24/2013	10/24/2013	61	0	0	0	1,110	67	14	0	0	0	0	14
2 ARTISAN INTERNATIONAL FUND #6531	04314H204	10/22/2013	2/17/2011	2/17/2011	2/17/2011	478	0	378	0	0	0	0	0	0	0	0	98
3 ARTISAN INTERNATIONAL FUND #6531	04314H204	3/18/2010	2/17/2013	2/17/2013	2/17/2013	292	0	222	0	0	0	0	0	0	0	0	70
4 ARTISAN INTERNATIONAL FUND #6531	04314H204	3/18/2010	7/10/2013	7/10/2013	7/10/2013	140	0	101	0	0	0	0	0	0	0	0	39
5 ARTISAN INTERNATIONAL FUND #6531	04314H204	3/18/2010	10/6/2013	10/6/2013	10/6/2013	438	0	302	0	0	0	0	0	0	0	0	137
6 ARTISAN MID CAP FUND INS #133	04314H800	3/18/2010	11/6/2013	11/6/2013	11/6/2013	355	0	318	0	0	0	0	0	0	0	0	47
7 ARTISAN MID CAP FUND INS #133	04314H800	4/10/2012	7/10/2013	7/10/2013	7/10/2013	392	0	318	0	0	0	0	0	0	0	0	74
8 ARTISAN MID CAP FUND INS #133	04314H800	12/19/2012	2/17/2013	2/17/2013	2/17/2013	2,348	0	2,93	0	0	0	0	0	0	0	0	155
9 ISHARES RUSSELL 2000 GROWTH	6842767449	2/11/2013	1/18/2013	1/18/2013	1/18/2013	175	0	138	0	0	0	0	0	0	0	0	37
10 KALIJAR GRWTH & CAP INS #893	483438305	2/11/2013	2/11/2013	2/11/2013	2/11/2013	510	0	389	0	0	0	0	0	0	0	0	141
11 KEELEY SMALL CAP VAL FD CL #12251	4873000008	8/1/2011	2/17/2013	2/17/2013	2/17/2013	703	0	484	0	0	0	0	0	0	0	0	29
12 KEELEY SMALL CAP VAL FD CL #12251	4873000008	3/18/2010	2/17/2013	2/17/2013	2/17/2013	149	0	140	0	0	0	0	0	0	0	0	9
13 KEELEY SMALL CAP VAL FD CL #12251	4873000008	7/10/2012	2/17/2013	2/17/2013	2/17/2013	322	0	300	0	0	0	0	0	0	0	0	
14 MFP'S VALUE FUND CLASS #893	5529836394	2/11/2013	2/11/2013	2/11/2013	2/11/2013	1,057	0	1,225	0	0	0	0	0	0	0	0	342
15 MFP'S VALUE FUND CLASS #893	5529836394	10/11/2012	2/17/2013	2/17/2013	2/17/2013	225	0	214	0	0	0	0	0	0	0	0	11
16 MFP'S VALUE FUND CLASS #893	5529836394	2/14/2012	2/17/2013	2/17/2013	2/17/2013	232	0	171	0	0	0	0	0	0	0	0	61
17 MFP'S VALUE FUND CLASS #893	5529836394	2/14/2012	2/17/2013	2/17/2013	2/17/2013	79	0	79	0	0	0	0	0	0	0	0	0
18 MERGERS & ACQ'S INT #860	588509108	8/1/2012	7/10/2013	7/10/2013	7/10/2013	18	0	16	0	0	0	0	0	0	0	0	0
19 MERGER & ACQ'S INT #860	588509108	8/1/2012	7/10/2013	7/10/2013	7/10/2013	1,151	0	1,130	0	0	0	0	0	0	0	0	21
20 MERGER & ACQ'S INT #860	588509108	7/22/2010	7/10/2013	7/10/2013	7/10/2013	151	0	150	0	0	0	0	0	0	0	0	1
21 PIMCO GLOBAL ALTERNATIVES Y #893	638717885	2/11/2013	2/11/2013	2/11/2013	2/11/2013	1,057	0	1,225	0	0	0	0	0	0	0	0	36
22 OPPENHEIMER DEVELOPING MKT-Y #7	6833974405	2/17/2013	2/17/2013	2/17/2013	2/17/2013	1,200	0	90	0	0	0	0	0	0	0	0	12
23 OPPENHEIMER DEVELOPING MKT-Y #7	6833974405	5/10/2012	10/8/2013	10/8/2013	10/8/2013	559	0	544	0	0	0	0	0	0	0	0	15
24 OPPENHEIMER DEVELOPING MKT-Y #7	6833974405	2/14/2012	2/17/2013	2/17/2013	2/17/2013	527	0	423	0	0	0	0	0	0	0	0	16
25 OPPENHEIMER DEVELOPING MKT-Y #7	6833974405	2/14/2012	2/17/2013	2/17/2013	2/17/2013	897	0	885	0	0	0	0	0	0	0	0	32
26 PIMCO TOTAL RET-FDINST #35	683390109	8/1/2010	2/17/2013	2/17/2013	2/17/2013	158	0	169	0	0	0	0	0	0	0	0	1
27 PIMCO TOTAL RET-FDINST #35	683390109	5/10/2012	2/17/2013	2/17/2013	2/17/2013	20	0	18	0	0	0	0	0	0	0	0	2
28 PIMCO TOTAL RET-FDINST #35	683390109	7/17/2009	2/17/2013	2/17/2013	2/17/2013	555	0	531	0	0	0	0	0	0	0	0	24
29 PIMCO TOTAL RET-FDINST #35	683390109	10/11/2012	2/17/2013	2/17/2013	2/17/2013	194	0	190	0	0	0	0	0	0	0	0	4
30 PROBECO BIP INSURANCE RESINS	749251K581	3/17/2013	2/17/2013	2/17/2013	2/17/2013	30	0	29	0	0	0	0	0	0	0	0	30
31 PROBECO BIP INSURANCE RESINS	749251K581	10/24/2011	2/17/2013	2/17/2013	2/17/2013	410	0	380	0	0	0	0	0	0	0	0	30
32 RIDGEWORTH SOUTHWEST INC BD-15555	786210T845	2/11/2013	10/8/2013	10/8/2013	10/8/2013	848	0	816	0	0	0	0	0	0	0	0	30
33 RIDGEWORTH SOUTHWEST INC BD-15555	786210T845	8/1/2012	2/17/2013	2/17/2013	2/17/2013	8	0	7	0	0	0	0	0	0	0	0	1
34 RIDGEWORTH SOUTHWEST INC BD-15555	786210T845	3/18/2010	2/17/2013	2/17/2013	2/17/2013	131	0	131	0	0	0	0	0	0	0	0	0
35 RIDGEWORTH SOUTHWEST INC BD-15555	786210T845	7/17/2013	2/17/2013	2/17/2013	2/17/2013	159	0	167	0	0	0	0	0	0	0	0	2
36 SPDR DOW JONES HILLSONG SHORT FUND #52584333	7484631863	2/17/2013	2/17/2013	2/17/2013	2/17/2013	534	0	618	0	0	0	0	0	0	0	0	32
37 VANGUARD FUND EMERGING MARKET E	922042556	2/17/2013	2/17/2013	2/17/2013	2/17/2013	942	0	1,011	0	0	0	0	0	0	0	0	59
38 VANGUARD FUND EMERGING MARKET E	922042556	9/22/2010	2/17/2013	2/17/2013	2/17/2013	66	0	66	0	0	0	0	0	0	0	0	0
39 VANGUARD RETIREMENT	9220808553	10/8/2013	2/17/2013	2/17/2013	2/17/2013	705	0	918	0	0	0	0	0	0	0	0	-20
40 CREDIT SUISSE COMM RET ST #2158	22444R05	2/17/2011	10/8/2013	10/8/2013	10/8/2013	161	0	209	0	0	0	0	0	0	0	0	48
41 CREDIT SUISSE COMM RET ST #2158	22444R05	2/17/2011	10/8/2013	10/8/2013	10/8/2013	159	0	161	0	0	0	0	0	0	0	0	32
42 CREDIT SUISSE COMM RET ST #2158	22444R05	7/22/2011	10/8/2013	10/8/2013	10/8/2013	3,518	0	2,990	0	0	0	0	0	0	0	0	96
43 DIAMOND HILLSONG SHORT FUND #25284333	25284333	2/17/2010	2/17/2013	2/17/2013	2/17/2013	610	0	557	0	0	0	0	0	0	0	0	53
44 DODGE & COX INT STOCK FD #1048	256206103	3/18/2010	10/8/2013	10/8/2013	10/8/2013	661	0	661	0	0	0	0	0	0	0	0	124
45 DODGE & COX INT STOCK FD #1048	256206103	3/18/2010	10/8/2013	10/8/2013	10/8/2013	356	0	262	0	0	0	0	0	0	0	0	73
46 DODGE & COX INCOME FD CON #147	259210105	2/11/2013	2/17/2013	2/17/2013	2/17/2013	228	0	235	0	0	0	0	0	0	0	0	7
47 DODGE & COX INCOME FD CON #147	259210105	2/11/2013	2/17/2013	2/17/2013	2/17/2013	68	0	59	0	0	0	0	0	0	0	0	9
48 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	2/17/2013	2/17/2013	2/17/2013	1,441	0	1,386	0	0	0	0	0	0	0	0	55
49 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	2/17/2013	2/17/2013	2/17/2013	852	0	852	0	0	0	0	0	0	0	0	58
50 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	10/10/2013	10/10/2013	10/10/2013	1,871	0	1,434	0	0	0	0	0	0	0	0	43
51 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	10/10/2013	10/10/2013	10/10/2013	604	0	707	0	0	0	0	0	0	0	0	22
52 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	10/10/2013	10/10/2013	10/10/2013	605	0	30	0	0	0	0	0	0	0	0	0
53 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	10/10/2013	10/10/2013	10/10/2013	303	0	147	0	0	0	0	0	0	0	0	76
54 DREYFUS CMKT DEBT LOC C #8606	281890494	2/17/2011	10/10/2013	10/10/2013	10/10/2013	223	0	298	0	0	0	0	0	0	0	0	32
55 UP MORGAN MID CAP VALUE #7558	339128100	2/17/2013	2/17/2013	2/17/2013	2/17/2013	390	0	133	0	0	0	0	0	0	0	0	30
56 UP MORGAN MID CAP VALUE #7558	339128100	3/18/2010	11/8/2013	11/8/2013	11/8/2013	142	0	83	0	0	0	0	0	0	0	0	29
57 UP MORGAN MID CAP VALUE #7558	339128100	3/18/2010	11/8/2013	11/8/2013	11/8/2013	435	0	2,224	0	0	0	0	0	0	0	0	53
58 UP MORGAN MID CAP VALUE #7558	339128100	3/18/2010	11/8/2013	11/8/2013	11/8/2013	67	0	1,122	0	0	0	0	0	0	0	0	22
59 GATEWAY FUND Y #988	397829884	8/1/2012	2/17/2013	2/17/2013	2/17/2013	1,877	0	1,877	0	0	0	0	0	0	0	0	37
60 GATEWAY FUND Y #988	397829884	8/1/2012	2/17/2013	2/17/2013	2/17/2013	603	0	1,000	0	0	0	0					

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

Wells Fargo Bank N A Trust Tax							2,467	0				
1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax	X	1 W 4th St 4th Floor MAC D400-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	2,467		

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

	Date	Amount
1 Credit from prior year return	1	15
2 First quarter estimated tax payment	2	9
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	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