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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

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation BUCHANAN N CHAR FOUNDATION		A Employer identification number 43-6890943	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818	C If exemption application is pending, check here <input type="checkbox"/>
Foreign country name	Foreign province/state/country	Foreign postal code	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,117,546	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	21,892	21,366		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,922			
	b Gross sales price for all assets on line 6a 165,342				
	7 Capital gain net income (from Part IV, line 2)		18,922		
	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	40,814	40,288	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,113	12,885		4,028
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)	75			75
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,293	725		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10	10		
	24 Total operating and administrative expenses. Add lines 13 through 23	24,091	12,820	0	4,703
	25 Contributions, gifts, grants paid	55,000			55,000
26 Total expenses and disbursements. Add lines 24 and 25	79,091	12,820	0	59,703	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-38,277				
b Net investment income (if negative, enter -0-)		27,468			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.
HTA

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	113	2,315	2,315
	2	Savings and temporary cash investments	38,969	46,458	46,458
	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)	803,638		
	c	Investments—corporate bonds (attach schedule)	58,030		
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	40,367	855,153	1,068,774	
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)	941,117	903,926	1,117,547	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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	941,117	903,926	
	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)	941,117	903,926		
31	Total liabilities and net assets/fund balances (see instructions)	941,117	903,926		

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)	1 941,117
2	Enter amount from Part I, line 27a	2 -38,277
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 3,343
4	Add lines 1, 2, and 3	4 906,183
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 2,257
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 903,926

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
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 18,922
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	54,358	998,120	0.054460
2011	55,203	1,018,304	0.054211
2010	54,483	982,760	0.055439
2009	45,000	904,572	0.049747
2008	60,774	1,054,467	0.057635
2	Total of line 1, column (d)		2 0.271492
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 0.054298
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 1,059,422
5	Multiply line 4 by line 3		5 57,524
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 275
7	Add lines 5 and 6		7 57,799
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 59,703

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	275	
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	275	
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	275	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,640	
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	3,640	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,365	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 275 Refunded ▶	11	3,090	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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 ▶ 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)?
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
N/A
If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00 16,113		

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		▶ 0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,047,426
b	Average of monthly cash balances	1b	28,129
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,075,555
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,075,555
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,133
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,059,422
6	Minimum investment return. Enter 5% of line 5	6	52,971

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	52,971
2a	Tax on investment income for 2013 from Part VI, line 5	2a	275
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	275
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,696
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,696
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	52,696

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	59,703
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	59,703
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	275
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	59,428

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				52,696
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	1,519			
e From 2012	8,092			
f Total of lines 3a through e	9,611			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 59,703				
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				52,696
e Remaining amount distributed out of corpus	7,007			
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	16,618			
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				0
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	16,618			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	1,519			
d Excess from 2012	8,092			
e Excess from 2013	7,007			

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)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total			▶ 3a	55,000
<p>b <i>Approved for future payment</i> NONE</p>				
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

FIRST CONGREGATIONAL

Street

189 MAIN STREET

City

LITTLETON

State

NH

Zip Code

03561

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

22,500

Name

DANA FARBER CANCER FND ATTN: NEERAJ K GOENKA

Street

10 BROOKLINE PLACE WEST

City

BROOKLINE

State

MA

Zip Code

02445

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

THE SALVATION ARMY ATTN DENISE BANACOS

Street

ONE MONTGOMERY AVE

City

NASHUA

State

NH

Zip Code

03060

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

11,000

Name

RE MEMBER

Street

PO BOX 5054

City

PINE RIDGE

State

SD

Zip Code

57770

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

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	Gross Sales	Cost or Other Basis	Valuation Method	Capital Gains/Losses			Net Gain or Loss
												Other sales	Cost, Other Basis and Expenses	Depreciation	
	Long Term CG Distributions	Amount	7,060						165,342			149,420			18,922
	Short Term CG Distributions								0			0			0
Totals															
1	TCW SMALL CAP GROWTH FUND	87234N849			10/20/2011		7/2/2013	11,824	10,000	10,000			0		1,824
2	TCW SMALL CAP GROWTH FUND	87234N849			5/9/2012		7/2/2013	10,266	9,264	9,264			0		1,002
3	TCW SMALL CAP GROWTH FUND	87234N849			9/20/2012		7/2/2013	7,807	7,500	7,500			0		307
4	TEVA PHARMACEUTICAL INC	881624209			10/20/2011		12/16/2013	4,568	4,392	4,392			0		176
5	DIAMOND HILL LONG-SHORT	25264S833			10/22/2010		12/16/2013	27,412	20,000	20,000			0		7,412
6	DIAMOND HILL LONG-SHORT	25264S833			5/9/2012		12/16/2013	22,703	18,076	18,076			0		4,627
7	GATEWAY FUND - Y #1988	367629884			9/20/2012		12/16/2013	26,033	25,000	25,000			0		1,033
8	GOLDMAN SACHS GRTH OPP	38142Y401			10/20/2011		12/16/2013	13,250	10,000	10,000			0		3,250
9	HUSSMAN STRATEGIC GROW	448108100			10/22/2010		12/16/2013	15,363	20,000	20,000			0		-4,637
10	HUSSMAN STRATEGIC GROW	448108100			5/9/2012		12/16/2013	19,056	22,188	22,188			0		-3,132

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 16c (990-PF) - Other Professional Fees

		75	0	0	75
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	STATE AG FEE	75			75

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

		7,293	725	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	725	725		
2	PY EXCISE TAX DUE	2,928			
3	ESTIMATED EXCISE PAYMENTS	3,640			

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

		10	10	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEE	10	10		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	855,153	1,068,774
1					0	FMV End of Year
2	AFFILIATED MANAGERS GROUP INC		0	4,635		11,931
3	APACHE CORPORATION COM		0	4,617		4,297
4	ARTISAN INTERNATIONAL FUND 661		0	60,000		79,484
5	BOEING COMPANY		0	3,753		8,189
6	CVS/CAREMARK CORPORATION		0	4,221		6,441
7	CISCO SYSTEMS INC		0	20,878		22,430
8	DIAGEO PLC - ADR		0	3,330		9,932
9	E M C CORP MASS		0	3,796		4,024
10	MERGER FD SH BEN INT 260		0	20,088		20,266
11	MICROSOFT CORP		0	25,790		38,719
12	NESTLE S.A. REGISTERED SHARES - ADR		0	4,876		6,255
13	NOVARTIS AG - ADR		0	3,738		5,225
14	ORACLE CORPORATION		0	4,700		5,739
15	PIMCO TOTAL RET FD-INST 35		0	10,000		10,584
16	SCHLUMBERGER LTD		0	3,714		4,956
17	TJX COS INC NEW		0	4,116		5,736
18	THERMO FISHER SCIENTIFIC INC		0	2,110		3,897
19	TOTAL FINA ELF S.A. ADR		0	3,816		4,289
20	UNION PACIFIC CORP		0	6,172		10,920
21	UNITED TECHNOLOGIES CORP		0	15,449		39,830
22	GOLDMAN SACHS GROUP INC		0	2,987		5,318
23	TARGET CORP		0	3,759		6,327
24	ARTISAN MID CAP FUND-INSTL 1333		0	27,500		34,528
25	BHP BILLITON LIMITED		0	3,587		3,410
26	JPMORGAN CHASE & CO		0	12,999		17,544
27	US BANCORP DEL NEW		0	13,013		22,220
28	ANHEUSER-BUSCH INBEV SPN ADR		0	3,807		7,452
29	DODGE & COX INT'L STOCK FD 1048		0	60,000		78,346
30	CHEVRON CORP		0	6,450		6,870
31	AFLAC INC		0	3,669		6,012
32	ABBOTT LABORATORIES		0	3,244		4,791
33	DREYFUS EMG MKT DEBT LOC C-I 6083		0	19,571		19,389
34	3M CO		0	4,275		7,714
35	JP MORGAN MID CAP VALUE-I 758		0	26,006		36,223
36	BERSHIRE HATHAWAY INC		0	8,751		17,784
37	COMCAST CORP CLASS A		0	4,318		9,614
38	ASG GLOBAL ALTERNATIVES-Y 1993		0	30,000		29,035
39	PROCTOR & GAMBLE CO 4 950% 8/15/14		0	19,720		20,568
40	VANGUARD REIT VIPER		0	34,653		40,673
41	CELANESE CORP		0	3,104		4,701
42	VANGUARD EMERGING MARKETS ETF		0	64,859		61,710
43	HERSHEY CO 4.850% 8/15/15		0	18,773		21,290
44	OPPENHEIMER DEVELOPING MKT-Y 788		0	50,000		59,261
45	VODAFONE GROUP PLC NEW ADR		0	3,712		5,307
46	EMERSON ELECTRIC CO 5 125% 12/01/16		0	19,537		22,097

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

		0	855,153	1,068,774
Asset Description		Book Value	Book Value	FMV
	Basis of Valuation	Beg. of Year	End of Year	End of Year
47	KRAFT FOODS GROUP INC	0	1,220	1,779
48	MONDELEZ INTERNATIONAL INC	0	2,280	3,530
49	ABBVIE INC	0	3,517	6,601
50	SPDR DJ WILSHIRE INTERNATIONAL REA	0	40,015	45,320
51	ROBECO BP LNG/SHRT RES-INS	0	40,000	40,677
52	RIDGEWORTH SEIX HY BD-I 5855	0	10,796	11,085
53	KALMAR GR W/VAL SM CAP-INS #4	0	30,000	30,617
54	CREDIT SUISSE COMM RT ST-CO 2156	0	43,010	36,696
55	KEELEY SMALL CAP VAL FD CL I 2251	0	26,222	41,141

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

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

1	COST BASIS ADJUSTMENT	1	154
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	3,189
3	Total	3	3,343

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	1,797
2	PY RETURN OF CAPITAL ADJUSTMENT	2	460
3	Total	3	2,257

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

Line	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	Amount	
															Long Term CG Distributions	Short Term CG Distributions
						159,292			146,420	11,862					11,862	
1	TCW SMALL CAP GROWTH FUND-I #4787234NR49		Acquired	10/20/2011	7/2/2013	11,824		0	10,000	1,824					1,824	
2	TCW SMALL CAP GROWTH FUND-I #4787234NR49		Acquired	5/9/2012	7/2/2013	10,268		0	9,264	1,002					1,002	
3	TCW SMALL CAP GROWTH FUND-I #4787234NR49		Acquired	9/20/2012	7/2/2013	7,807		0	7,500	307					307	
4	TEVA PHARMACEUTICAL INDUSTRIES	881624209	Acquired	10/20/2011	12/16/2013	4,568		0	4,392	176					176	
5	DIAMOND HILL LONG-SHORT FD CL I #252645833		Acquired	10/22/2010	12/16/2013	27,412		0	20,000	7,412					7,412	
6	DIAMOND HILL LONG-SHORT FD CL I #252645833		Acquired	5/9/2012	12/16/2013	22,703		0	18,076	4,627					4,627	
7	GATEWAY FUND - Y #1986	367829894	Acquired	10/20/2011	12/16/2013	26,033		0	25,000	1,033					1,033	
8	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401		Acquired	10/20/2010	12/16/2013	13,250		0	10,000	3,250					3,250	
9	HUSSMAN STRATEGIC GROWTH FUND	448108100	Acquired	10/22/2010	12/16/2013	15,363		0	20,000	-4,637					-4,637	
10	HUSSMAN STRATEGIC GROWTH FUND	448108100	Acquired	5/9/2012	12/16/2013	19,058		0	22,188	-3,132					-3,132	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor-MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	16,113		
										16,113	0	0

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	6/10/2013	3	1,820
4 Third quarter estimated tax payment	9/9/2013	4	910
5 Fourth quarter estimated tax payment	12/10/2013	5	910
6 Other payments		6	
7 Total		7	3,640