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For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: POWELL-WISE T/CHAR
Employer identification number: 52-1057233
Telephone number: 716-842-5506
Address: 1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY 14221
G Check all that apply: X Address change
H Check type of organization: X Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 888,946
J Accounting method: X Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

ENVELOPE POSTMARK DATE MAY 12 2014

SCANNED MAY 21 2014

RECEIVED
WALTON LEONARD
CRODGEN, UT

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				
	2	Savings and temporary cash investments		44,101.	35,008.	35,008.
	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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 4		629,621.	645,420.	853,938.
	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)				
	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)		673,722.	680,428.	888,946.	
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)				NONE	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		673,722.	680,428.	
	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)		673,722.	680,428.		
31	Total liabilities and net assets/fund balances (see instructions)		673,722.	680,428.		

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)	1 673,722.
2	Enter amount from Part I, line 27a	2 6,720.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 680,442.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 14.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 680,428.

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 PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(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 241,232.		194,599.	46,633.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			46,633.	
b				
c				
d				
e				
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	46,633.
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

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	39,741.	802,235.	0.049538
2011	41,310.	837,767.	0.049310
2010	31,670.	789,398.	0.040119
2009	15,722.	676,719.	0.023233
2008	25,728.	772,079.	0.033323
2 Total of line 1, column (d)			2 0.195523
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 0.039105
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 840,402.
5 Multiply line 4 by line 3			5 32,864.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 604.
7 Add lines 5 and 6			7 33,468.
8 Enter qualifying distributions from Part XII, line 4			8 53,603.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 604, NONE, 204, and 400.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes checkboxes and dollar amounts.

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? 13 X
Website address N/A
14 The books are in care of SEE STATEMENT 8 Telephone no
Located at ZIP+4
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
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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 **6b** X
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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
M AND T TRUST CO 1100 WEHRLE DR 2ND FL, BUFFALO, NY 14221	TRUSTEE 1	1,946.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services ▶		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	820,433.
b	Average of monthly cash balances	1b	32,767.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	853,200.
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	NONE
3	Subtract line 2 from line 1d	3	853,200.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,798.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	840,402.
6	Minimum investment return. Enter 5% of line 5	6	42,020.

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	42,020.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	604.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	604.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,416.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	41,416.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	41,416.

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	53,603.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	53,603.
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	604.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52,999.

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				41,416.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			37,633.	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008		NONE		
b From 2009		NONE		
c From 2010		NONE		
d From 2011		NONE		
e From 2012		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>53,603.</u>				
a Applied to 2012, but not more than line 2a			37,633.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				15,970.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				25,446.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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.					
(4) Gross investment income					

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).)

N/A

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.

N/A

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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 16</p>				53,603.
Total				▶ 3a 53,603.
<p>b Approved for future payment</p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 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, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

- 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... 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.

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (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: Signature of officer or trustee, Date, Title

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

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed if PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS	16,380.	16,299.
TOTAL	16,380.	16,299.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4.	4.
FEDERAL ESTIMATES - PRINCIPAL	153.	
FOREIGN TAXES ON QUALIFIED FOR	150.	150.
FOREIGN TAXES ON NONQUALIFIED	120.	120.
TOTALS	427.	274.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSES - 2%	317.	317.
TOTALS	317.	317.

POWELL-WISE T/CHAR

52-1057233

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
DOLLAR TREE		
EXPRESS SCRIPTS		
HARBOR INTERNATIONAL FUND #11	48,669.	85,453.
OCCIDENTAL PETE		
PERRIGO		
CAMERON INTL		
ARTIO GLOBAL		
ARMS HOLDINGS		
CITRIX SYSTEMS	2,422.	2,657.
WILMINGTON MID CAP GROWTH	25,018.	46,828.
WILMINGTON LARGE CAP VALUE	29,442.	46,018.
ALPINE INTL REAL ESTATE		
LAZARD EMERGING MARKETS	17,129.	21,653.
WILMINGTON SMALL CAP GROWTH	8,094.	22,859.
BAIDU		
RIDGEWORTH SEIX FLOATING	47,861.	47,997.
GUINNESS ATKINSON CHINA & HK		
DREYFUS INTL	23,249.	23,606.
MFS EMERGING MARKETS DEBT	47,225.	47,235.
AMAZON	1,348.	5,982.
WILMINGTON BROAD MARKET	91,902.	95,143.
UNION PACIFIC		
VERTEX		
SCHLUMBERGER	1,505.	3,424.
WILMINGTON SHORT-TERM CORP	53,290.	54,395.
ALLERGAN		
AFFILIATED MANAGERS GROUP	2,851.	5,205.
INTUITIVE SURGICAL		
APPLE	1,260.	7,293.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COGNIZANT TECH	2,387.	4,483.
GOOGLE		
MEAD JOHNSON	2,382.	4,529.
QUALCOMM	28,629.	52,166.
LSV VALUE	9,182.	16,304.
ISHARES MSCI	5,353.	12,807.
ISHARES RUSSELL 1000 VALUE	1,149.	3,455.
ALEXION PHARMACEUTICALS	2,109.	6,974.
PRICELINE	8,153.	7,932.
WILMINGTON SHORT DURATION		
RS GLOBAL NAT RES		
STARWOOD HOTELS		
ACME PACKET	1,304.	3,914.
BIOGEN IDEC		
CATERPILLAR INC	985.	2,131.
CHIPOTLE MEXICAN GRILL		
EMC CORP MASS		
GUINNESS ATKINSON GBLB ENERGY		
LITMAN GREGORY MSTR	14,387.	27,957.
LULULEMON ATHLETICA		
MONSANTO	3,541.	5,361.
MORGAN STANLEY FOCUS	11,871.	17,721.
SPDR S&P DIVIDEND	14,424.	19,753.
VISA INC	3,569.	6,235.
POLYPORE		
ABERDEEN GLOBAL HIGH INC	8,485.	8,404.
FEDERATED ULTRA SHORT	30,593.	30,560.
ECOLAB INC	1,690.	1,877.
CANADIAN PACIFIC RAILWAY	2,942.	3,632.

POWELL-WISE T/CHAR

52-1057233

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CUMMINS INC	2,593.	3,383.
J B HUNT TRANSPORT	3,285.	3,556.
ALLIANCE DATA SYSTEMS	2,196.	3,155.
MICHAEL KORS HOLDINGS	2,977.	4,222.
STARBUCKS	3,754.	4,860.
TRACTOR SUPPLY	3,223.	4,655.
MOHAWK INDUSTRIES INC	2,421.	2,680.
FMC TECHNOLOGIES	2,951.	3,028.
CME GROUP INC	1,832.	1,883.
SCHWAB CHARLES CORP	2,610.	3,276.
CATAMARAN CORP	4,230.	3,797.
CELGENE CORP	3,060.	4,393.
CERNER CORP	2,836.	3,344.
GILEAD SCIENCES	3,931.	5,407.
FACEBOOK	2,210.	2,951.
LINKEDIN CORP	1,921.	2,168.
TIAA CREF MID CAP VALUE	44,990.	45,237.
TOTALS	645,420.	853,938.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
COST BASIS ADJUSTMENT FOR RETURN OF CAPITAL	12.
ROUNDING	2.
TOTAL	14.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: M AND T BANK
ATTN: DIANE RIMER
ADDRESS: 1100 WEHRLE DR 2ND FL
BUFFALO, NY 14221

TELEPHONE NUMBER: (716)842-5506

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	801,857.	33,009.	
FEBRUARY	802,322.	32,032.	
MARCH	811,531.	32,840.	
APRIL	820,566.	34,835.	
MAY	821,462.	37,230.	
JUNE	806,182.	30,675.	
JULY	833,619.	34,972.	
AUGUST	791,346.	31,634.	
SEPTEMBER	818,500.	31,563.	
OCTOBER	837,056.	29,593.	
NOVEMBER	846,820.	29,814.	
DECEMBER	853,939.	35,008.	
	-----	-----	-----
TOTAL	9,845,200.	393,205.	
	=====	=====	=====
AVERAGE FMV	820,433.	32,767.	
	=====	=====	=====

RECIPIENT NAME:

M AND T C/O DIANE RIMER

ADDRESS:

ONE M AND T PLAZA 8TH FLOOR
BUFFALO, NY 14203

RECIPIENT'S PHONE NUMBER: 716-842-5506

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NO DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO RESTRICTIONS

RECIPIENT NAME:
ALLEGANY COLLEGE OF MARYLAND
ADDRESS:
12401 WILLOWBROOK ROAD SE
CUMBERLAND, MD 21502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,362.

RECIPIENT NAME:
FROSTBURG STATE UNIVERSITY
ADDRESS:
101 BRADDOCK ROAD
FROSTBURG, MD 21532
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 16,735.

RECIPIENT NAME:
UNIVERSITY OF MARYLAND
OFFICE OF THE BURSAR
ADDRESS:
LEE BUILDING
CUMBERLAND, MD 21502-5151
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 11,250.

RECIPIENT NAME:

WEST VA UNIVERSITY
ENROLLMENT SERVICES

ADDRESS:

1 GRAND CENTRAL PARK
MORGANTOWN, WV 26506

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,185.

RECIPIENT NAME:

VALLEY FORGE CHRISTIAN COLLEGE

ADDRESS:

1401 CHARLESTOWN ROAD
PHOENIXVILLE, PA 19460

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

HOOD COLLEGE

ADDRESS:

401 ROSEMONT AVE
FREDERICK, MD 21701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
POTOMAC STATE COLLEGE
WEST VA UNIVERSITY
ADDRESS:
75 ARNOLD ST
KEYSER, WV 26726
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
MCDANIEL COLLEGE
ADDRESS:
2 COLLEGE HILL
WESTMINSTER, MD 21157
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ST FRANCIS UNIVERSITY
ADDRESS:
P.O. BOX 600
LORETTO, PA 15940
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
BAPTIST BIBLE COLLEGE AND SEMINARY
ADDRESS:
538 VENARD RD
CLARKS SUMMIT, PA 18411
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
TOWSON UNIVERSITY
ADDRESS:
404 EMERSON DR
TOWSON, MD 21252
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
SHIPPENSBURG UNIVERSITY
ADDRESS:
1871 OLD MAIN DR
SHIPPENSBURG, PA 17257
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MIAMI UNIVERSITY
ADDRESS:
301 S CAMPUS AVE ROOM 107
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
• SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,071.

RECIPIENT NAME:
ALDERSON-BROADDUS COLLEGE
ADDRESS:
101 COLLEGE HILL DR
PHILLIPPI, WV 26416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
GROVE CITY COLLEGE
ADDRESS:
100 CAMPUS DRIVE
GROVE CITY, PA 16127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ST MARYS COLLEGE OF MARYLAND
ADDRESS:
18952 E FISHER RD
ST MARYS CITY, MD 20686
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SHENDOAH UNIVERSITY
ADDRESS:
1460 UNIVERSITY DR
WINCHESTER, VA 22601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
JAMES MADISON UNIVERSITY
ADDRESS:
800 S MAIN STREET
HARRISONBURG, VA 22807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 53,603.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No. 1545-0092

2013

Name of estate or trust

POWELL-WISE T/CHAR

Employer identification number

52-1057233

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	14,774.	15,281.		-507.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back				7 -507.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	218,880.	179,318.		39,562.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 7,578.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back				16 47,140.

For Paperwork Reduction Act Notice, see the instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1.000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		-507.
18	Net long-term gain or (loss):			
a	Total for year	18a		47,140.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a ▶	19		46,633.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	()
-----------	---	-----------	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

POWELL-WISE T/CHAR

52-1057233

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
42.	TERADATA CORP	04/30/2013	05/06/2013	2,132.00	2,146.00			-14.00
2.	CELGENE CORPORATION	04/30/2013	06/24/2013	225.00	235.00			-10.00
8.	CERNER CORPORATION	04/30/2013	06/24/2013	752.00	756.00			-4.00
2.	HERTZ GLOBAL HOLDINGS I	06/13/2013	06/24/2013	45.00	50.00			-5.00
14.	E M C CORPORATION MASS	04/30/2013	07/12/2013	348.00	314.00			34.00
20.	EBAY INCORPORATED	04/30/2013	07/24/2013	1,040.00	1,050.00			-10.00
2.869	MORGAN STANLEY FOCUS CL-I	06/21/2013	08/02/2013	140.00	125.00			15.00
2.057	RS GLOBAL NATURAL RE	12/13/2012	08/02/2013	76.00	75.00			1.00
264.421	WILMINGTON BROAD M FUND -I	12/04/2012	08/02/2013	2,549.00	2,660.00			-111.00
42.	EBAY INCORPORATED	04/30/2013	08/26/2013	2,167.00	2,204.00			-37.00
58.	FASTENAL COMPANY	04/30/2013	10/14/2013	2,737.00	2,864.00			-127.00
4.	CUMMINS ENGINE INCORPOR	04/30/2013	10/30/2013	503.00	432.00			71.00
6.	CAMERON INTERNATIONAL C	06/24/2013	11/04/2013	328.00	358.00			-30.00
80.	HERTZ GLOBAL HOLDINGS	06/13/2013	11/06/2013	1,732.00	2,012.00			-280.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				14,774.	15,281.			-507.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
POWELL-WISE T/CHAR	52-1057233

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check **Box D, E, or F** below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	50. ACME PACKET INC	11/28/2011	03/28/2013	1,463.00	1,740.00			-277.00
	28. ALEXION PHARMACEUTICAL	03/09/2011	04/30/2013	2,715.00	1,209.00			1,506.00
	16. ALLERGAN INCORPORATED	09/30/2010	04/30/2013	1,819.00	978.00			841.00
	14. BAIDU INC-SPON ADR	02/09/2012	04/30/2013	1,206.00	1,844.00			-638.00
	18. CAMERON INTERNATIONAL	03/09/2011	04/30/2013	1,098.00	920.00			178.00
	18. CATERPILLAR INCORPORAT	03/29/2011	04/30/2013	1,503.00	1,966.00			-463.00
	36. COGNIZANT TECHNOLOGY S CORP	09/16/2011	04/30/2013	2,270.00	1,190.00			1,080.00
	48. DOLLAR TREE INC	09/16/2011	04/30/2013	2,254.00	1,826.00			428.00
	42. EXPRESS SCRIPTS HOLDIN	09/30/2010	04/30/2013	2,477.00	1,929.00			548.00
	4. GOOGLE INC CL A	02/08/2011	04/30/2013	3,286.00	1,883.00			1,403.00
	6. INTUITIVE SURGICAL INC	03/13/2009	04/30/2013	2,927.00	615.00			2,312.00
	12. LULULEMON ATHLETICA IN	11/28/2011	04/30/2013	894.00	588.00			306.00
	20. MEAD JOHNSON NUTRITION	02/09/2012	04/30/2013	1,605.00	1,500.00			105.00
	34. OCCIDENTAL PETROLEUM C	02/08/2011	04/30/2013	3,006.00	3,111.00			-105.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
POWELL-WISE T/CHAR	52-1057233

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	30. PERRIGO COMPANY	07/30/2010	04/30/2013	3,568.00	1,677.00			1,891.00
	38. POLYPORE INTERNATIONAL	11/28/2011	04/30/2013	1,559.00	2,142.00			-583.00
	14. QUALCOMM INCORPORATED	02/08/2011	04/30/2013	862.00	761.00			101.00
	56. STARWOOD HOTELS & RESO WORLDWIDE	11/28/2011	04/30/2013	3,602.00	2,848.00			754.00
	26. UNION PACIFIC CORPORAT	09/30/2010	04/30/2013	3,821.00	1,490.00			2,331.00
	8. VERTEX PHARMACEUTICALS	03/19/2012	04/30/2013	620.00	335.00			285.00
	33. COGNIZANT TECHNOLOGY S CORP	03/13/2009	05/16/2013	2,099.00	688.00			1,411.00
	10. SCHLUMBERGER LIMITED	03/09/2011	05/28/2013	759.00	839.00			-80.00
	26. VERTEX PHARMACEUTICALS	03/19/2012	05/28/2013	2,011.00	1,088.00			923.00
	2. ALLERGAN INCORPORATED	09/24/2009	06/24/2013	169.00	115.00			54.00
	2. BIOGEN IDEC INC	08/30/2011	06/24/2013	399.00	186.00			213.00
	2. CHIPOTLE MEXICAN GRILL-	02/08/2011	06/24/2013	708.00	492.00			216.00
	32. LULULEMON ATHLETICA IN	06/09/2011	06/24/2013	1,949.00	1,355.00			594.00
	30. ALLERGAN INCORPORATED	03/13/2009	06/26/2013	2,579.00	1,214.00			1,365.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

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Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
POWELL-WISE T/CHAR	52-1057233

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1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	104. E M C CORPORATION MAS	11/28/2011	07/12/2013	2,587.00	2,672.00			-85.00
	44. SPDR S&P DIVIDEND ETF	03/30/2011	08/01/2013	3,121.00	2,383.00			738.00
	676.246 ALPINE INTL REAL E CL-I	02/19/2010	08/02/2013	15,412.00	7,509.00			7,903.00
	501.404 GUINNESS ATKINSON KONG FD	12/29/2011	08/02/2013	13,924.00	11,900.00			2,024.00
	301.583 GUINNESS ATKINSON ENERGY FUND	11/28/2011	08/02/2013	8,785.00	7,636.00			1,149.00
	945.045 LITMAN GREGORY MST CL-INST	11/28/2011	08/02/2013	16,094.00	12,981.00			3,113.00
	207.468 MORGAN STANLEY FOC CL-I	11/28/2011	08/02/2013	10,108.00	7,189.00			2,919.00
	686.864 RS GLOBAL NATURAL FUND	12/15/2011	08/02/2013	25,263.00	23,351.00			1,912.00
	499.815 WILMINGTON SMALL C FUND -I	11/28/2011	08/02/2013	10,741.00	6,798.00			3,943.00
	1368.211 WILMINGTON LARGE FUND -I	08/27/2007	08/02/2013	16,938.00	17,746.00			-808.00
	4082.984 WILMINGTON BROAD FUND -I	12/02/2011	08/02/2013	39,360.00	39,633.00			-273.00
	16. CITRIX SYSTEMS INCORPO	09/30/2010	10/30/2013	917.00	1,116.00			-199.00
	44. CAMERON INTERNATIONAL	10/15/2010	11/04/2013	2,402.00	1,875.00			527.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				218,880.	179,318.			39,562.

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