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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

2013Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation VA S E OBERDORFER CHAR TUW			A Employer identification number 54-6033096		
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/county		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 checked="" 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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 2,109,632		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
(Part I, column (d) must be on cash basis)					

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	37,924	36,939		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,160			
	b Gross sales price for all assets on line 6a	826,465			
	7 Capital gain net income (from Part IV, line 2)		64,160		
	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	102,084	101,099	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	27,490	20,618		6,872
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,450			1,450
	b Accounting fees (attach schedule)	1,302			1,302
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,527	784		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	32,769	21,402	0	9,624
	25 Contributions, gifts, grants paid	84,757			84,757
26 Total expenses and disbursements. Add lines 24 and 25	117,526	21,402	0	94,381	
27 Subtract line 26 from line 12	-15,442				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		79,697			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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	2,195	6,152	6,152
	2 Savings and temporary cash investments	76,467	85,510	85,510
	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)			
	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)	1,786,179	1,759,769	2,017,970	
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)	1,864,841	1,851,431	2,109,632	
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,864,841	1,851,431	
	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)	1,864,841	1,851,431		
31 Total liabilities and net assets/fund balances (see instructions)	1,864,841	1,851,431		

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	1,864,841
2 Enter amount from Part I, line 27a	2	-15,442
3 Other increases not included in line 2 (itemize) See Attached Statement	3	6,901
4 Add lines 1, 2, and 3	4	1,856,300
5 Decreases not included in line 2 (itemize) See Attached Statement	5	4,869
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,851,431

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	64,160
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	95,878	1,894,493	0.050609
2011	90,270	1,947,452	0.046353
2010	88,933	1,828,573	0.048635
2009	99,926	1,618,379	0.061744
2008	112,708	2,018,232	0.055845

2	Total of line 1, column (d)	2	0.263186
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	0.052637
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,001,448
5	Multiply line 4 by line 3	5	105,350
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	797
7	Add lines 5 and 6	7	106,147
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	94,381

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	1,594
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	1,594
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	1,594
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,253
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	1,253
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	341
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	► <input checked="" type="checkbox"/>		
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	27,490	

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,971,376
b	Average of monthly cash balances	1b	60,551
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,031,927
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	2,031,927
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,479
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,001,448
6	Minimum investment return. Enter 5% of line 5	6	100,072

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	100,072
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,594
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,594
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,478
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	98,478
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	98,478

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	94,381
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	94,381
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	94,381

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				98,478
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			84,892	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 94,381				
a Applied to 2012, but not more than line 2a			84,892	
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				9,489
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				88,989
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	84,757
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a Transfers from the reporting foundation to a noncharitable exempt organization of:**

(1) Cash

(2) Other assets

- b Other transactions:**

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Silente SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/9/2014
Date

SVP Wells Fargo Bank N A
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

JOSEPH J CASTRIANO

Preparer's signature

John Doe

Date

4/9/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HEBREW FUND FOR THE AGED

Street

ATTN NEIL S. KESSLER TROUTMAN SANDERS LLP PO BOX 1122

City	State	Zip Code	Foreign Country
RICHMOND	VA	23218-1122	
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,595

Name

SHELTERING ARMS HOSPITAL

Street

8254 ATLEE ROAD

City	State	Zip Code	Foreign Country
MECHANICSVILLE	VA	23116	
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	21,189

Name

CHILDRENS HOSPITAL

Street

C/O SAM WEIDMAN 2924 BROOK ROAD

City	State	Zip Code	Foreign Country
RICHMOND	VA	23220	
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	21,189

Name

JEWISH FAMILY SERVICES

Street

TREASURER 6718 PATTERSON AVE

City	State	Zip Code	Foreign Country
RICHMOND	VA	23226	
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,595

Name

THE VIRGINIA HOME

Street

ATTN TREASURER 1101 HAMPTON ST

City	State	Zip Code	Foreign Country
RICHMOND	VA	23220	
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	21,189

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	Totals				Net Gain or Loss	
									Capital Gains/Losses	Gross Sales	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improve-ments
Long Term CG Distributions									Amount					23,709
Short Term CG Distributions														
1	X	OPPENHEIMER DEVELOPING	683974505			12/28/2010		10/8/2013	18,764	17,992		772		
2	X	OPPENHEIMER DEVELOPING	683974505			12/28/2010		10/17/2013	2,893	2,676		209		
3	X	PIMCO TOTAL RET FD-INST #	6933390700			11/21/2012		2/7/2013	74,393	76,920		-2,527		
4	X	PIMCO TOTAL RET FD-INST #	6933390700			8/10/2012		2/7/2013	22,042	22,535		-493		
5	X	PIMCO TOTAL RET FD-INST #	6933390700			5/10/2012		7/10/2013	11,844	12,487		-643		
6	X	PIMCO TOTAL RET FD-INST #	6933390700			8/10/2012		7/10/2013	1,111	1,191		-80		
7	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		10/17/2013	347	326		21		
8	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/26/2011		10/17/2013	2,125	1,969		136		
9	X	VANGUARD FTSE EMERGING	922042858			12/28/2010		10/8/2013	15,729	18,037		-2,308		
10	X	VANGUARD FTSE EMERGING	922042858			12/28/2010		10/17/2013	3,766	4,180		-414		
11	X	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	2,534	2,310		224		
12	X	VANGUARD REIT VIPER	922908553			10/9/2013		10/17/2013	4,178	3,947		231		
13	X	AQR MANAGED FUTURES ST	00203H859			7/12/2013		10/8/2013	17,950	18,589		-639		
14	X	ARTISAN INTERNATIONAL FU	04314H204			12/28/2010		2/7/2013	4,941	4,191		750		
15	X	ARTISAN INTERNATIONAL FU	04314H204			12/28/2010		7/10/2013	7,001	5,673		1,328		
16	X	PIMCO TOTAL RET FD-INST #	6933390700			11/25/2008		7/10/2013	8,655	8,565		290		
17	X	PIMCO FOREIGN BD FD USD	6933390882			8/12/2011		2/7/2013	3,982	3,911		71		
18	X	PIMCO FOREIGN BD FD USD	6933390882			8/12/2011		7/10/2013	2,690	2,703		-13		
19	X	RIDGEWORTH SEIX HY BD-1	76622T645			12/28/2010		2/7/2013	18,438	15,807		629		
20	X	RIDGEWORTH SEIX HY BD-1	76622T645			7/12/2013		10/17/2013	2,068	2,060		8		
21	X	MERGER FD SH BEN INT #260	589509108			2/8/2011		7/10/2013	20,620	20,659		-39		
22	X	ASG GLOBAL ALTERNATIVES	63872T885			10/17/2013		10/17/2013	2,106	2,097		9		
23	X	ARTISAN INTERNATIONAL FU	04314H204			12/28/2010		10/9/2013	2,354	1,805		549		
24	X	ARTISAN INTERNATIONAL FU	04314H204			12/28/2010		10/17/2013	5,137	3,782		1,355		
25	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		7/10/2013	7,354	6,392		962		
26	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		10/9/2013	6,657	5,870		987		
27	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/17/2013	2,098	1,628		470		
28	X	CREDIT SUISSE COMM RET S	22544R305			12/3/2010		10/9/2013	29	38		-9		
29	X	CREDIT SUISSE COMM RET S	22544R305			12/28/2010		10/9/2013	17,853	22,488		-4,635		
30	X	DIAMOND HILL LONG-SHORT	25264S833			2/8/2011		7/10/2013	47,220	38,019		9,201		
31	X	DODGE & COX INTL STOCK F	256206103			12/28/2010		2/7/2013	7,140	7,039		101		
32	X	DODGE & COX INTL STOCK F	256206103			12/28/2010		7/10/2013	6,101	5,801		300		
33	X	DODGE & COX INTL STOCK F	256206103			12/28/2010		10/9/2013	7,009	6,190		819		
34	X	DODGE & COX INTL STOCK F	256206103			12/28/2010		10/17/2013	3,687	3,254		613		
35	X	DODGE & COX INCOME FD CC	256210105			2/11/2013		7/10/2013	19,151	19,779		-628		
36	X	DODGE & COX INCOME FD CC	256210105			2/11/2013		10/17/2013	2,064	2,108		44		
37	X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		2/7/2013	18,284	17,597		697		
38	X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		10/9/2013	10,239	10,788		-529		
39	X	DREYFUS EMG MKT DEBT LO	261980494			2/14/2012		10/9/2013	6,916	7,003		-87		
40	X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/9/2013	9,740	10,083		-343		
41	X	DREYFUS EMG MKT DEBT LO	261980494			12/28/2010		10/9/2013	2,871	2,889		-18		
42	X	DREYFUS EMG MKT DEBT LO	261980494			12/28/2010		10/17/2013	2,091	2,053		38		
43	X	JP MORGAN MID CAP VALUE	339128100			2/11/2013		7/10/2013	6,443	5,809		634		
44	X	JP MORGAN MID CAP VALUE	339128100			12/28/2010		7/10/2013	5,948	4,200		1,748		
45	X	JP MORGAN MID CAP VALUE	339128100			12/28/2010		10/17/2013	2,092	1,411		681		
46	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	49,514	48,401		1,113		
47	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	31,270	30,902		368		
48	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		7/10/2013	35,197	32,509		2,688		
49	X	HARBOR CAPITAL APRCTION	411511504			12/28/2010		7/10/2013	6,633	5,064		1,569		
50	X	HARBOR CAPITAL APRCTION	411511504			12/28/2010		10/9/2013	2,212	5,224		1,988		
51	X	HARBOR CAPITAL APRCTION	411511504			12/28/2010		10/17/2013	5,032	3,458		1,574		
52	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2011		2/7/2013	43,080	48,904		-5,824		
53	X	ISHARES CORE S & P 500 ETH	464287200			8/8/2012		2/7/2013	6,990	6,469		521		
54	X	ISHARES CORE S & P 500 ETH	464287200			12/28/2010		7/10/2013	40,961	31,221		9,740		
55	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	33,999	29,916		4,083		
56	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	31,447	29,371		2,076		
57	X	KALMAR GR WVAL SM CAP F	483438206			2/11/2013		10/17/2013	4,825	3,778		1,047		
58	X	KEELEY SMALL CAP VAL FD C	487300808			12/28/2010		2/7/2013	19,108	15,454		3,654		
59	X	LAUDUS MONDRIAN INTL FLII	51855Q655			5/10/2012		2/7/2013	1,971	2,094		-123		
60	X	LAUDUS MONDRIAN INTL FLII	51855Q655			12/28/2010		10/17/2013	1,297	1,360		-63		
61	X	LAUDUS MONDRIAN INTL FLII	51855Q655			12/28/2010		7/10/2013	2,359	2,496		-137		
62	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	5,151	4,134		1,017		
63	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		7/10/2013	13,073	11,799		1,274		
64	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		7/10/2013	15,156	12,048		3,108		
65	X	MFS VALUE FUND-CLASS I #8	552983694			10/17/2013		10/17/2013	2,125	2,988		37		
66	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		10/17/2013	1,301	2,088		313		

Part I, Line 16a (990-PF) - Legal Fees

		1,450	0	0	1,450
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,450			1,450

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

		1,302	0	0	1,302
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,302			1,302

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

		2,527	784	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	784	784		
2	PY EXCISE TAX DUE	490			
3	ESTIMATED EXCISE PAYMENTS	1,253			

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

		1,786,179	1,759,769	2,017,970
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Basis of Valuation			
2	ARTISAN INTERNATIONAL FUND 661	0	84,143	119,846
3	DODGE & COX INCOME FD COM 147	0	78,075	79,146
4	HARBOR CAPITAL APRCTION-INST 2012	0	108,849	166,754
5	MERGER FD SH BEN INT 260	0	39,804	40,195
6	PIMCO TOTAL RET FD-INST 35	0	78,178	80,104
7	PIMCO FOREIGN BD FD USD H-INST 103	0	10,053	9,977
8	T ROWE PRICE SHORT TERM BD FD 55	0	45,945	45,739
9	ARTISAN MID CAP FUND-INSTL 1333	0	69,055	86,119
10	FID ADV EMER MKTS INC- CL I 607	0	31,181	30,653
11	ISHARES S & P 500 INDEX FUND	0	37,223	51,796
12	LAUDUS MONDRIAN INTL FI-INST 2940	0	11,028	10,107
13	DODGE & COX INT'L STOCK FD 1048	0	95,150	117,053
14	MFS VALUE FUND-CLASS I 893	0	79,792	111,542
15	DREYFUS EMG MKT DEBT LOC C-I 6083	0	70,399	69,029
16	DRIEHAUS ACTIVE INCOME FUND	0	62,445	62,720
17	JP MORGAN MID CAP VALUE-I 758	0	39,159	59,581
18	ASG GLOBAL ALTERNATIVES-Y 1993	0	81,825	81,324
19	VANGUARD REIT VIPER	0	64,698	77,214
20	AQR MANAGED FUTURES STR-I	0	21,376	22,237
21	VANGUARD EMERGING MARKETS ETF	0	106,390	102,397
22	OPPENHEIMER DEVELOPING MKT-Y 788	0	94,947	104,644
23	SPDR DJ WILSHIRE INTERNATIONAL REA	0	74,796	79,104
24	ROBECO BP LNG/SHRT RES-INS	0	59,949	64,993
25	DIAMOND HILL LONG-SHORT FD CL I 11	0	33,153	43,086
26	RIDGEWORTH SEIX HY BD-I 5855	0	100,137	99,549
27	KALMAR GR W/ VAL SM CAP-INS #4	0	45,505	60,118
28	CREDIT SUISSE COMM RT ST-CO 2156	0	98,266	81,576
29	KEELEY SMALL CAP VAL FD CL I 2251	0	38,248	61,367

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	106
2	Mutual Fund & CTF Income Additions	2	6,795
3	Total	3	6,901

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

1	Mutual Fund & CTF Income Subtraction	1	4,039
2	PY Return of Capital Adjustment	2	830
3	Total	3	4,869

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

[illegible]

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

1	Wells Fargo Bank N.A. Trust Tax D	Check "X" if Business X	Street 1 W 4th St 4th Floor MAC D4000-041	City Winston Salem	State NC	Zip Code 27101-3818	Foreign Country	Title TRUSTEE	Avg Hrs Per Week 4 00	Compensation 27,490	Benefits	Expense Account
										27,490	0	0

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

		Date	Amount
1	Credit from prior year return		0
2	First quarter estimated tax payment	5/7/2013	314
3	Second quarter estimated tax payment	6/10/2013	313
4	Third quarter estimated tax payment	9/9/2013	314
5	Fourth quarter estimated tax payment	12/10/2013	312
6	Other payments		
7	Total		1,253

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	84,892
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	84,892