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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation VACLARK MEMORIAL FOUNDATION TUW		A Employer identification number 54-6035933			
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		B Telephone number (see instructions) (800) 352-3705			
C If exemption application is pending, check here ► <input type="checkbox"/>					
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,233,344		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	24,476	23,841		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	22,008			
b	Gross sales price for all assets on line 6a 428,880				
7	Capital gain net income (from Part IV, line 2) . . .		22,008		
8	Net short-term capital gain			0	
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)	4,324			
12	Total. Add lines 1 through 11	50,808	45,849		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	17,916	13,437		4,479
14	Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule)				0
b	Accounting fees (attach schedule)	1,000	0	0	1,000
c	Other professional fees (attach schedule)				0
17	Interest				0
18	Taxes (attach schedule) (see instructions)	351	351		0
19	Depreciation (attach schedule) and depletion . . .	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)	948	474		474
24	Total operating and administrative expenses.				
	Add lines 13 through 23	20,215	14,262	0	5,953
25	Contributions, gifts, grants paid	51,828			51,828
26	Total expenses and disbursements. Add lines 24 and 25	72,043	14,262	0	57,781
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-21,235			
b	Net investment income (if negative, enter -0-) . . .		31,587		
c	Adjusted net income (if negative, enter -0-) . . .			0	

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		2,291	3,278	3,278
2	Savings and temporary cash investments		63,653	30,759	30,759
3	Accounts receivable ►			0	0
	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 ► 0				
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)	632,136	600,910	741,488	
c	Investments—corporate bonds (attach schedule)		451,200	457,819	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	408,211		0	
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)	1,106,291	1,086,147	1,233,344	
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		
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
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 page 17 of the instructions)	1,106,291	1,086,147		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,106,291	1,086,147	1,086,147	

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	1,106,291
2	Enter amount from Part I, line 27a	2	-21,235
3	Other increases not included in line 2 (itemize) ►	3	3,692
4	Add lines 1, 2, and 3	4	1,088,748
5	Decreases not included in line 2 (itemize) ►	5	2,601
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,086,147

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.)
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1a See Additional Data Table

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)
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a See Additional Data Table

b

c

d

e

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))
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a See Additional Data Table

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	22,008
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 page 18 of 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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d).	2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4
5 Multiply line 4 by line 3.	5
6 Enter 1% of net investment income (1% of Part I, line 27b).	6
7 Add lines 5 and 6.	7
8 Enter qualifying distributions from Part XII, line 4.	8

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 page 18 of the 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)		1	632
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		
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	632
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	632
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	832
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	832
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	200
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 200 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?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
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>	2	No
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
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 General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

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15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► **15** and enter the amount of tax-exempt interest received or accrued during the year.

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 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.

	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 checked="" type="checkbox"/> Yes <input 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		
1b 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	No
1c 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	No
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____	2a	No
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	No
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____	2c	No
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	3a	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	No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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	
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	No
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	

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 1525 WEST WT HARRIS BLVD D1114 044 CHARLOTTE, NC 28288	TRUSTEE 40	17,916		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				► 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

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	1,166,442
b	Average of monthly cash balances.	1b	60,649
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,227,091
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,227,091
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	18,406
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,208,685
6	Minimum investment return. Enter 5% of line 5.	6	60,434

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	60,434
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	632
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	632
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	59,802
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	59,802
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	59,802

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	57,781
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	57,781
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	57,781

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				59,802
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			40,506	
b Total for prior years 2011, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	0			
b From 2009.	0			
c From 2010.	0			
d From 2011.	0			
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 57,781				
a Applied to 2012, but not more than line 2a			40,506	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.			17,275	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
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				42,527
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
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 organization 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))

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

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

www.wellsfargo.com/privatefoundation
1 West 4th Street
WINSTON SALEM, NC 27101
(888) 234-1999

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

www.wellsfargo.com/privatefoundationgrants

c Any submission deadlines

July 1

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

To support programs that defray the cost of hospitalization or provide medical services to needy and indigent persons residing in Halifax County, Virginia

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HALIFAX HEART CENTER POST OFFICE BOX 1115 SOUTH BOSTON, VA 24592	NA	PC	CONTRIBUTION	1,828
Clarksville Senior Care 2204 WILBORN AVE South Boston, VA 24592	NA	PC	CONTRIBUTION	10,000
Halifax Regional Long Ter 2204 WILBORN AVE South Boston, VA 24592	NA	PC	CONTRIBUTION	20,000
HALIFAX REGIONAL HOSPITAL 2204 WILBORN AVENUE SOUTH BOSTON, VA 24592	NA	PC	CONTRIBUTION	20,000
Total			► 3a	51,828
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	24,476	
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property.						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	22,008	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a RECOVERY				01	4,324	
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					50,808	
13 Total. Add line 12, columns (b), (d), and (e).				13		50,808
(See worksheet in line 13 instructions to verify calculations.)						

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
1154 133 AQR MANAGED FUTURES STR-I #15213		2013-07-12	2013-10-09
83 384 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-11-03	2013-07-10
98 616 ARTISAN FDS INC INTL FD INVESTOR CLASS		2013-02-11	2013-07-10
66 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-11-03	2013-10-09
7 026 ARTISAN MID CAP FUND-INS #1333		2012-04-10	2013-10-09
69 974 ARTISAN MID CAP FUND-INS #1333		2013-07-12	2013-10-09
1474 CREDIT SUISSE COMM RET ST-I #2156		2011-08-26	2013-10-09
427 DIAMOND HILL LONG-SHORT FD CLI #11		2011-11-03	2013-07-10
57 205 DODGE & COX INT'L STOCK FD # 1048		2013-02-11	2013-07-10
60 795 DODGE & COX INT'L STOCK FD # 1048		2011-11-03	2013-07-10
92 DODGE & COX INT'L STOCK FD # 1048		2011-11-03	2013-10-09
1216 DODGE & COX INCOME FD COM		2013-02-11	2013-07-10
467 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-02-04	2013-02-07
1258 DREYFUS EMG MKT DEBT LOC C-I #6083		2012-08-10	2013-10-10
71 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2013-02-11	2013-07-10
1491 5 GATEWAY FUND - Y #1986		2013-02-11	2013-07-10
496 HARBOR FD CAP APPRECIATION		2013-02-11	2013-07-10
82 HARBOR FD CAP APPRECIATION		2011-05-25	2013-10-09
1804 849 HUSSMAN STRATEGIC GROWTH FD		2011-11-03	2013-02-07
326 HUSSMAN STRATEGIC GROWTH FD		2012-02-14	2013-02-07
148 ISHARES S&P 500 INDEX FUND		2011-11-01	2013-07-10
299 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2013-01-04	2013-02-07
364 KEELEY SMALL CAP VAL FD CLI #2251		2010-12-17	2013-02-07
190 4 LAUDUS MONDRIAN INTL FI-INST #2940		2012-02-14	2013-02-07
86 6 LAUDUS MONDRIAN INTL FI-INST #2940		2011-11-03	2013-02-07
333 897 MFS VALUE FUND-CLASS I #893		2013-02-11	2013-07-10
291 103 MFS VALUE FUND-CLASS I #893		2012-05-10	2013-07-10
241 OPPENHEIMER DEVELOPING MKT-Y #788		2011-05-25	2013-10-09
7506 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-19	2013-02-07
990 633 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-05-10	2013-07-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
410 367 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-08-10	2013-07-10
387 PIMCO FOREIGN BOND FUND-INST		2007-03-30	2013-02-07
665 RIDGEWORTH SEIX HY BD-I #5855		2011-11-03	2013-02-07
24 401 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-08-10	2013-01-04
516 524 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-11-03	2013-01-04
207 VANGARD MSCI EMERGING MARKETS EFT		2010-12-17	2013-10-09
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,345		11,749	-404
2,211		1,757	454
2,615		2,510	105
1,849		1,391	458
344		279	65
3,425		3,292	133
10,790		13,826	-3,036
8,941		7,242	1,699
2,128		2,065	63
2,262		1,934	328
3,685		2,927	758
16,331		16,866	-535
7,234		6,709	525
17,901		18,448	-547
2,365		2,132	233
41,822		41,018	804
23,902		22,077	1,825
4,165		3,193	972
18,825		22,723	-3,898
3,400		3,873	-473
24,543		17,430	7,113
30,528		28,167	2,361
11,328		9,071	2,257
2,110		2,237	-127
960		1,066	-106
10,114		9,129	985
8,818		7,052	1,766
8,850		8,418	432
83,992		86,827	-2,835
10,570		11,145	-575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,379		4,695	-316
4,176		3,936	240
6,776		6,331	445
671		662	9
14,194		14,942	-748
8,479		9,753	-1,274
			12,852

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-404
			454
			105
			458
			65
			133
			-3,036
			1,699
			63
			328
			758
			-535
			525
			-547
			233
			804
			1,825
			972
			-3,898
			-473
			7,113
			2,361
			2,257
			-127
			-106
			985
			1,766
			432
			-2,835
			-575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-316
			240
			445
			9
			-748
			-1,274

TY 2013 Accounting Fees Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW

EIN: 54-6035933

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC)	1,000			1,000

TY 2013 Investments Corporate Bonds Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW

EIN: 54-6035933

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	80,121	85,179
261980494 DREYFUS EMG MKT DEBT	42,583	41,509
51855Q655 LAUDUS MONDRIAN INTL	27,103	23,820
693390700 PIMCO TOTAL RET FD-I	80,543	84,040
693390882 PIMCO FOREIGN BD FD	23,368	24,149
76628T645 RIDGEWORTH SEIX HY B	57,809	59,355
77957P105 T ROWE PRICE SHORT T	61,109	60,755
262028855 DRIEHAUS ACTIVE INCO	60,339	61,096
315920702 FID ADV EMER MKTS IN	18,225	17,916

**TY 2013 Investments Corporate
Stock Schedule**

Name: VACLARK MEMORIAL FOUNDATION TUW
EIN: 54-6035933

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTL RTN #1524		
256210105 DODGE & COX INC FD		
261980494 DREYFUS EMERG #6083		
4812C0803 JPMORGAN HI YL #3580		
693390700 PIMCO TOTAL RTN #35		
922031869 VANGUARD SEC FD #119		
94985D582 WELLS FARGO FD #4705		
693391559 PIMCO EMRG MKTS #137		
693390882 PIMCO FOREIGN #103		
34984T881 GOLDEN LRG CAP FD		
38142Y401 GOLDMAN SACHS #1132		
38142Y773 GOLDMAN SACHS #1216		
339128100 JP MORGAN MID CAP VA	21,915	32,530
487300808 KEELEY SMALL CAP VAL	16,142	25,136
784924425 SSGA EMERG MKT #1510		
87234N849 TCW SMALL CAP GROWTH		
949915565 WELLS FARGO FD #3124		
94984B181 WELLS FARGO FD #517		
04315J837 ARTIO INTL FD #1529		
256206103 DODGE & COX INT'L ST	37,750	57,857
922042858 VANGUARD FTSE EMERGI	41,542	40,112
44980Q518 ING INTL RE FD #2664		
722005667 PIMCO COMMOD FD #45		
922908553 VANGUARD REIT VIPER	33,649	41,448
04314H204 ARTISAN INTERNATIONA	40,013	59,448
22544R305 CREDIT SUISSE COMM R	55,804	47,685
25264S833 DIAMOND HILL LONG-SH	19,254	25,342
411511504 HARBOR CAPITAL APRCT	59,526	88,681
448108100 HUSSMAN STRATEGIC GR		
464287200 ISHARES CORE S & P 5	16,765	23,763

Name of Stock	End of Year Book Value	End of Year Fair Market Value
487300808 KEELEY SMALL CAP VAL		
552983694 MFS VALUE FUND-CLASS	41,248	58,566
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	35,179	35,376
683974505 OPPENHEIMER DEVELOPI	36,679	40,653
78463X863 SPDR DJ WILSHIRE INT	38,165	42,271
04314H600 ARTISAN MID CAP FUND	38,561	47,941
367829884 GATEWAY FUND - Y #19		
464287648 ISHARES RUSSELL 2000		
277923728 EATON VANCE GLOBAL M	11,749	11,469
483438305 KALMAR GR W/ VAL SM	20,179	26,647
63872T885 ASG GLOBAL ALTERNATI	36,790	36,563

TY 2013 Investments - Other Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F			
261980494 DREYFUS EMG MKT DEBT			
262028855 DRIEHAUS ACTIVE INCO			
51855Q655 LAUDUS MONDRIAN INTL			
693390700 PIMCO TOTAL RET FD-I			
693390882 PIMCO FOREIGN BD FD			
76628T645 RIDGEWORTH SEIX HY B			
77957P105 T ROWE PRICE SHORT T			

TY 2013 Other Decreases Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	2,135
ROC BASIS ADJUSTMENT	461
ROUNDING	5

TY 2013 Other Expenses Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW

EIN: 54-6035933

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLERKS AND COMMISSIONER FEE	948	474		474

TY 2013 Other Income Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PRIOR YEARS RECOVERY	4,324	0	

TY 2013 Other Increases Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW

EIN: 54-6035933

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3,692

TY 2013 Taxes Schedule

Name: VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	212	212		0
FOREIGN TAXES ON NONQUALIFIED	139	139		0