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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation DENNIS FOUNDATION			A Employer identification number 54-6061431	
Number and street (or P O box number if mail is not delivered to street address) 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		
Foreign country name			Foreign province/state/county	
Foreign postal code				
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			C If exemption application is pending, check here ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,772,497			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,824	30,824		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	56,344			
	b Gross sales price for all assets on line 6a	400,904			
	7 Capital gain net income (from Part IV, line 2)		56,344		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	87,168	87,168	0	
	13 Compensation of officers, directors, trustees, etc.	26,984	20,238		6,746
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)	598			598
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,079	388		
	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	30,261	20,626	0	7,944
	25 Contributions, gifts, grants paid	83,649			83,649
	26 Total expenses and disbursements. Add lines 24 and 25	113,910	20,626	0	91,593
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-26,742			
	b Net investment income (if negative, enter -0-)		66,542		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1,294	258	258
	2	Savings and temporary cash investments		19,123	52,062	52,062
	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)	809,201			
	c	Investments—corporate bonds (attach schedule)				
	Liabilities	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	559,064	1,311,703	1,720,177	
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)	1,388,682	1,364,023	1,772,497	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	1,388,682	1,364,023			
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)	1,388,682	1,364,023			
31	Total liabilities and net assets/fund balances (see instructions)	1,388,682	1,364,023			

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	1,388,682
2	Enter amount from Part I, line 27a	2	-26,742
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,671
4	Add lines 1, 2, and 3	4	1,367,611
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME SUBTRACTION	5	3,588
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,364,023

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	56,344
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			0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
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	0
7 Add lines 5 and 6	7	0
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	0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,331
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	1,331
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	1,331
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,369
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	1,369
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	38
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 38 Refunded	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			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
1b			
c	Did the foundation file Form 1120-POL for this year?		X
1c			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	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>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933			
	Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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 ☒ 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 ☒ 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 ▶ ☐	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? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4.00	26,984	
JAMES W DENNIS PO BOX 78 LIVELY, VA 22507	MANAGER	1.00		
WAYNE OPLINGER 1021 EAST CARY STREET RICHMOND, VA 23219	MANAGER	1.00		

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	1,709,659
b	Average of monthly cash balances	1b	40,158
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,749,817
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,749,817
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26,247
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,723,570
6	Minimum investment return. Enter 5% of line 5	6	86,179

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	86,179
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,331
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,331
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,848
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,848
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	84,848

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	91,593
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	91,593
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	91,593

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				84,848
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			81,468	
b Total for prior years: 20 09 , 20 10 , 20 11		74		
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: ► \$ 91,593				
a Applied to 2012, but not more than line 2a			81,468	
b Applied to undistributed income of prior years (Election required—see instructions)		74		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				10,051
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				74,797
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:

WELLS FARGO BANK, N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 WINSTON SALEM, NC 27101-3818 (888) 730-493;

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

APPLICATIONS THROUGH THE ONLINE GRANT APPLICATION FORM OR ALTERNATIVE ACCESSIBLE APPLICATION

- c** Any submission deadlines:

SEPTEMBER 15

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

NONE

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 <i>Paid during the year</i> See Attached Statement				
Total			3a	83,649
b <i>Approved for future payment</i> NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated.

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

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

- | | | |
|---|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a |
| | (2) Other assets | 1a |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1b |
| 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. | 1b |

[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. Sclater SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/3/2014
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

Allen

Date _____

4/3/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

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

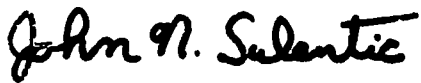
Phone no	412-355-6000
----------	--------------

**ELECTION TO TREAT REMAINING CURRENT YEAR QUALIFIED DISTRIBUTIONS
AS BEING MADE OUT OF PRIOR YEARS UNDISTRIBUTED INCOME**

DENNIS FOUNDATION
EIN: 54-6061431

Pursuant to IRS Sec. 4942(h)(2) and Reg. 53.49(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax years ending:

<u>Tax Year</u>	<u>Amount</u>
2009	\$0.00
2010	\$0.00
2011	\$74.00

Signed: 
SVP Wells Fargo Bank, N.A.

Date: 04/03/2014

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN DIABETES ASSOCIATION INC

Street

1701 N BEAUREGARD STREET

City

ALEXANDRIA

State

VA

Zip Code

22311

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

BOYS & GIRLS CLUB OF NORTHERN NECK

Street

PO BOX 564

City

KILMARNOCK

State

VA

Zip Code

22482

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

NORTHERN NECK FOOD BANK

Street

PO BOX 93, 68 COMMERCE DRIVE

City

WHITE STONE

State

VA

Zip Code

22578

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,649

Name

CHILDREN'S HOSPITAL FOUNDATION

Street

2924 BROOK ROAD

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

CHALLENGE DISCOVERY PROJECTS

Street

1503 SANTA ROSA RD

City

RICHMOND

State

VA

Zip Code

23229

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

WESTMINSTER CANTERBURY FSHIP FD

Street

1600 WESTBROOK AVENUE

City

RICHMOND

State

VA

Zip Code

23227

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UPPER LANCASTER RESCUE SQUAD

Street

PO BOX 176

City

LIVELY

State

VA

Zip Code

22507

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

THE FRIENDS' ASSOC FOR CHILDREN

Street

1004 ST JOHN STREET

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

ST JOSEPH VILLA

Street

8000 BROOK RD

City

RICHMOND

State

VA

Zip Code

23227

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SHELTERING ARMS HOSPITAL

Street

8254 ATLEE ROAD

City

MECHANICSVILLE

State

VA

Zip Code

23116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

VIRGINIA HOME FOR BOYS AND GIRLS

Street

8716 W BROAD ST

City

RICHMOND

State

VA

Zip Code

23229

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

MILLER SCHOOL OF ALBERMARLE

Street

1000 SAMUEL MILLER LOOP

City

CHARLOTTESVILLE

State

VA

Zip Code

22903

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST JAMES EPISCOPAL CHURCH

Street

1205 W FRANKLIN ST

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

VFIC (VA FOUNDATION FOR INDEPENDENT COLLEGES)

Street

8010 RIDGE RD

City

RICHMOND

State

VA

Zip Code

23229

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

VIRGINIA COLLEGE FUND

Street

6002A W BROAD ST, SUITE 201

City

RICHMOND

State

VA

Zip Code

23230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

SABOT AT STONY POINT, INC

Street

3400 STONEY POINT ROAD

City

RICHMOND

State

VA

Zip Code

23235

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

RAPPAHANNOCK WESTMINSTER CANTERBURY

Street

132 LANCASTER DRIVE

City

IRVINGTON

State

VA

Zip Code

22480

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

GATEWAY HOMES INC

Street

11901 REEDY BRANCH RD

City

CHESTERFIELD

State

VA

Zip Code

23838

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

READING AND EDUCATION FOR ADULT DEVELOPMENT, INC

Street

2000 BREMO RD, STE. 102

City RICHMOND	State VA	Zip Code 23226	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 1,000

Name

SCOTTISH RITE CHILDHOOD LANGUAGE CENTER

Street

4202 HERMITAGE ROAD

City RICHMOND	State VA	Zip Code 23227	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

ST. CHRISTOPHERS SCHOOL FOUNDATION

Street

711 ST. CHRISTOPHERS ROAD

City RICHMOND	State VA	Zip Code 23226	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

ST. ANDREW'S SCHOOL

Street

227 SOUTH CHERRY STREET

City RICHMOND	State VA	Zip Code 23220	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,500

Name

COMFORT ZONE CAMP

Street

4906 CUTSHAW AVE

City RICHMOND	State VA	Zip Code 23230	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 1,000

Name

HAVEN SHELTER AND SERVICES INC

Street

PO BOX 1267

City WARSAW	State VA	Zip Code 22572	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST MARY'S WHITE CHAPEL EPISCOPAL CHURCH

Street

5904 WHITE CHAPEL ROAD

City

LANCASTER

State

VA

Zip Code

22503

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

UPPER LANCASTER VOLUNTEER FIRE DEPARTMENT

Street

8311 MARY BALL ROAD

City

LANCASTER

State

VA

Zip Code

22503

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

MEDICAL COLLEGE OF VIRGINIA FDN

Street

PO BOX 980234

City

RICHMOND

State

VA

Zip Code

23298

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

ST JUDE CHILDRENS RESEARCH HOSPITAL INC

Street

262 DANNY THOMAS PL MSC 512

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

OPERATION SMILE

Street

3641 FACULTY BLVD

City

VIRGINIA BEACH

State

VA

Zip Code

23453

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

WILLIAM BYRD COMMUNITY HOUSE

Street

224 S CHERRY ST

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DIOCESE OF VIRGINIA

Street

110 WEST FRANKLIN STREET

City

RICHMOND

State

VA

Zip Code

23226

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

FAN FREE CLINIC

Street

1010 NORTH THOMPSON STREET

City

RICHMOND

State

VA

Zip Code

23230

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

FEEDMORE

Street

1415 RHOADMILLER STREET

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

FERRUM COLLEGE

Street

10021 FRANKLIN ST

City

FERRUM

State

VA

Zip Code

24088

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										14,504	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Net Gain or Loss
									Capital Gains/Losses	Other sales	
									Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
									400,904	344,560	56,344
									0	0	0
1	X	ARTISAN INTERNATIONAL FU	04314H204		10/11/2010		11/13/2013	5,000	3,628		1,372
2	X	DODGE & COX INTL STOCK F	256206103		11/3/2008		1/22/2013	10,000	6,977		3,023
3	X	DREYFUS EMG MKT DEBT LO	261800484		11/10/2010		11/13/2013	8,000	8,636		-636
4	X	GATEWAY FUND - Y #1886	367828884		10/11/2010		10/22/2013	33,474	30,000		3,474
5	X	GATEWAY FUND - Y #1886	367828884		11/10/2010		10/22/2013	2,207	2,000		207
6	X	GATEWAY FUND - Y #1886	367828884		2/18/2011		10/22/2013	8,577	8,000		577
7	X	GATEWAY FUND - Y #1886	367828884		9/6/2012		10/22/2013	4,311	4,164		147
8	X	ING REAL ESTATE FUND CL-I	44881V706		11/3/2008		10/22/2013	18,000	9,787		8,213
9	X	ING REAL ESTATE FUND CL-I	44881V706		11/3/2008		11/13/2013	4,000	2,271		1,728
10	X	INV ASSET STRATEGY FUND	466001884		2/18/2011		11/13/2013	4,000	3,346		654
11	X	KEELEY SMALL CAP VAL FDC	487300808		10/11/2010		11/13/2013	2,000	1,158		842
12	X	PIMCO TOTAL RETN FDI INS	693390551		8/28/2008		4/15/2013	25,000	23,855		1,145
13	X	PIMCO TOTAL RETN FDI INS	693390551		8/28/2008		4/29/2013	50,000	47,621		2,379
14	X	PIMCO TOTAL RETN FDI INS	693390551		8/28/2008		6/5/2013	116,511	113,401		3,110
15	X	PIMCO FOREIGN BD FDI USD	693390882		11/20/2006		11/13/2013	2,000	1,968		32
16	X	PIMCO COMMODITY REAL RE	722005687		1/7/2010		10/22/2013	8,000	11,827		-3,827
17	X	PIMCO COMMODITY REAL RE	722005687		1/7/2010		11/13/2013	10,000	15,507		-5,507
18	X	T ROWE PRICE INST EM MKT	71144Q203		11/3/2008		11/13/2013	2,000	1,125		875
19	X	T ROWE PRICE BLUE CHIP GL	77854Q106		11/3/2008		11/13/2013	21,000	8,567		12,433
20	X	VANGUARD INFLAT-PROT SE	922031737		12/31/2008		4/4/2013	50,320	39,892		10,428
21	X	VANGUARD INFLAT-PROT SE	922031737		3/26/2013		4/4/2013	0	0		0
22	X	WELLS FARGO ADV ENTERPRI	948915367		11/3/2008		11/13/2013	2,000	830		1,170

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

Part I, Line 16c (990-PF) - Other Professional Fees

		598	0	0	598
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEE	598			598

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

		2,079	388	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	388	388		
2	PY EXCISE TAX DUE	966			
3	ESTIMATED EXCISE PAYMENTS	725			

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	1,720,177
2	ARTISAN INTERNATIONAL FUND 661		0	79,871	114,187
3	DODGE & COX INCOME FD COM 147		0	100,000	98,186
4	PIMCO LOW DURATION FD I 36		0	93,000	91,558
5	PIMCO FOREIGN BD FD USD H-INST 103		0	42,141	45,482
6	T ROWE PRICE BLUE CHIP GRWTH 93		0	100,762	262,258
7	T ROWE PRICE EQUITY INCOME 71		0	62,871	87,487
8	T ROWE PRICE SHORT TERM BD FD 55		0	84,452	83,131
9	T ROWE PRICE SMALL CAP STOCK 65		0	24,667	29,353
10	PIMCO MODERATE DURATION-INST 120		0	102,460	100,700
11	ARTISAN MID CAP FUND-INSTL 1333		0	10,000	9,548
12	ING INTERNATIONAL REAL EST-I 2664		0	36,886	48,677
13	LAUDUS MONDRIAN INTL FI-INST 2940		0	24,562	21,706
14	DODGE & COX INT'L STOCK FD 1048		0	43,477	74,670
15	T ROWE PRICE INST EM MKT EQ 146		0	50,716	90,862
16	MFS VALUE FUND-CLASS I 893		0	16,700	21,856
17	ABERDEEN EMERG MARKETS-INST 840		0	10,000	8,993
18	DREYFUS EMG MKT DEBT LOC C-I 6083		0	58,166	53,535
19	JP MORGAN MID CAP VALUE-I 758		0	39,296	48,905
20	PIMCO COMMODITY REAL RET STRAT-I45		0	27,743	17,967
21	ING REAL ESTATE FUND CL-I 2190		0	48,803	84,401
22	WELLS FARGO ADV ENTERPR CL I 3118		0	24,613	56,970
23	OPPENHEIMER DEVELOPING MKT-Y 788		0	10,807	12,524
24	RIDGEWORTH SEIX HY BD-I 5855		0	81,909	80,265
25	KALMAR GR W/ VAL SM CAP-INS #4		0	9,824	13,423
26	CREDIT SUISSE COMM RT ST-CO 2156		0	30,448	23,564
27	IVY ASSET STRATEGY FUND CLASS I 473		0	78,094	105,587
28	KEELEY SMALL CAP VAL FD CL I 2251		0	19,435	34,382

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	546
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,125
3	Total	3	5,671

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	3,588
2	Total	2	3,588

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount										
		14,564			0										
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gain Minus Excess of FMV Over Adjusted Basis of 12/31/69
1	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	5,000			3,628		1,372				41,540
2	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	10,000			6,977		3,023				3,023
3	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	8,000			8,836		836				836
4	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	33,474			39,000		3,474				3,474
5	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,207			2,000		207				207
6	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	8,577			8,000		577				577
7	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	4,311			4,154		157				157
8	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	18,000			9,787		8,213				8,213
9	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	4,000			2,271		1,729				1,729
10	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	4,000			3,348		652				652
11	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,000			1,158		842				842
12	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	25,000			23,855		1,145				1,145
13	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	50,000			47,821		2,179				2,179
14	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	118,511			113,401		5,110				5,110
15	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,000			1,988		12				12
16	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	8,000			11,827		3,827				3,827
17	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	10,000			15,507		5,507				5,507
18	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,000			1,125		875				875
19	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	21,000			8,567		12,433				12,433
20	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	50,320			39,892		10,428				10,428
21	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,000			0		2,000				2,000
22	ARTISAN INVESTMENT FUND #681	043141204		10/2/2010	11/13/2013	2,000			830		1,170				1,170

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	28,984		
2	JAMES W DENNIS		PO BOX 78	LIVELY	VA	22507		MANAGER	1 00			
3	WAYNE OPLINGER		1021 EAST CARY STREET	RICHMOND	VA	23219		MANAGER	1 00			
										28,984	0	0

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

	Date		Amount
1 Credit from prior year return		1	644
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	6/10/2013	3	242
4 Third quarter estimated tax payment	9/9/2013	4	483
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	1,369

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	<u>81,468</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>81,468</u>

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2011	1	<u>74</u>
2	Undistributed income for the 4th year 2010	2	<u></u>
3	Undistributed income for the 5th year 2009	3	<u></u>
4	Total	4	<u>74</u>