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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation
CHARLES H SCHEPMOES TUW

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code
Winston Salem NC 27101-3818

Foreign country name Foreign province/state/country Foreign postal code

A Employer identification number
54-6305570

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

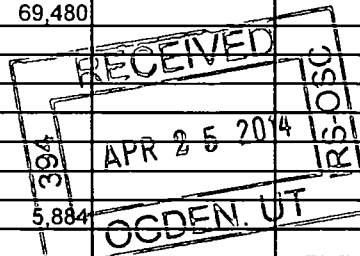
G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 10,331,772**

J Accounting method Cash Accrual
 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	217,220	212,220		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	635,135			
	b Gross sales price for all assets on line 6a	4,634,554			
	7 Capital gain net income (from Part IV, line 2)		635,135		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	852,355	847,355	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	92,640	69,480		23,160
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,782			4,782
	b Accounting fees (attach schedule)	2,508			2,508
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,151	5,884		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28	28		
	24 Total operating and administrative expenses. Add lines 13 through 23	120,109	75,392	0	30,450
	25 Contributions, gifts, grants paid	414,783			414,783
26 Total expenses and disbursements. Add lines 24 and 25	534,892	75,392	0	445,233	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	317,463				
b Net investment income (if negative, enter -0-)		771,963			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	292,816	262,836	262,836
	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)		1,387,726	2,105,720
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	8,151,653	7,122,596	7,963,217	
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)	8,444,469	8,773,158	10,331,773	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,444,469	8,773,158	
	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)	8,444,469	8,773,158		
31	Total liabilities and net assets/fund balances (see instructions)	8,444,469	8,773,158		

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	8,444,469
2	Enter amount from Part I, line 27a	2	317,463
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	29,825
4	Add lines 1, 2, and 3	4	8,791,757
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	18,599
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,773,158

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	635,135
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	295,663	9,177,170	0.032217	
2011	279,896	9,197,512	0.030432	
2010	359,267	8,497,890	0.042277	
2009	377,492	7,416,744	0.050897	
2008	370,514	8,926,961	0.041505	
2	Total of line 1, column (d)		2	0.197328
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	0.039466
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	9,822,956
5	Multiply line 4 by line 3		5	387,673
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	7,720
7	Add lines 5 and 6		7	395,393
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	445,233

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,720	
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	7,720	
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	7,720	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,595	
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	13,595	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,875	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 5,875 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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	92,640		
.....				
.....				
.....				

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	9,653,252
b	Average of monthly cash balances	1b	319,292
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,972,544
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	9,972,544
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	149,588
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,822,956
6	Minimum investment return. Enter 5% of line 5	6	491,148

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	491,148
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,720
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,720
3	Distributable amount before adjustments Subtract line 2c from line 1	3	483,428
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	483,428
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	483,428

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	445,233
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	445,233
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	7,720
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	437,513

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				483,428
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			436,335	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 445,233				
a Applied to 2012, but not more than line 2a			436,335	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				8,898
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				474,530
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶ 3a	414,783
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶ 3b	0

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

Recipient(s) paid during the year

Name
 VIRGINIA UNITED METHODIST HOMES

Street
 ATTN KEVIN SALMINEN CFO 7113 THREE CHOPT ROAD STE 300

City RICHMOND	State VA	Zip Code 23226	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 248,870

Name
 COLLEGE OF WILLIAM & MARY FDN

Street
 ATTN DIANE MCNAMARA, DISC 1

City WILLIAMSBURG	State VA	Zip Code 23187-8795	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 165,913

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

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Cost, Other Basis and Expenses
	Long Term CG Distributions	Amount													4,634,554	635,135
	Short Term CG Distributions	121,180													0	0
1	X AQR MANAGED FUTURES ST	00203H859			7/17/2013		10/14/2013	93,686	95,187							
2	X INVESCO INTL GROWTH-Y #8	008882532			11/26/2012		2/13/2013	3,848	3,643							
3	X INVESCO INTL GROWTH-Y #8	008882532			4/2/2012		2/13/2013	26,739	25,253							
4	X INVESCO INTL GROWTH-Y #8	008882532			4/2/2012		5/8/2013	19,736	17,913							
5	X INVESCO INTL GROWTH-Y #8	008882532			7/17/2013		10/14/2013	631	588							
6	X INVESCO INTL GROWTH-Y #8	008882532			4/2/2012		10/14/2013	25,314	22,618							
7	X AMERICAN EXPRESS CO	025816109			9/9/2011		11/15/2013	41,365	23,725							
8	X AMGEN INC	031162100			1/25/2012		5/8/2013	62,618	41,412							
9	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		5/8/2013	29,652	27,636							
10	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		10/14/2013	13,598	11,205							
11	X ARTISAN MID CAP FUND-INS	04314H600			9/9/2011		5/8/2013	47,472	34,869							
12	X BRISTOL MYERS SQUIBB CO	110122108			9/9/2011		1/25/2013	44,065	36,260							
13	X CENTURYLINK INC	159700106			12/20/2005		7/9/2013	61,632	28,600							
14	X CHEVRON CORP	165764100			9/9/2011		10/14/2013	94,169	119,051							
15	X CREDIT SUISSE COMM RET S	22544R305			9/27/2012		2/13/2013	21,303	19,806							
16	X DIAMOND HILL LONG-SHORT	25264S833			9/9/2011		7/17/2013	330,987	245,132							
17	X DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		7/17/2013	85,300	74,098							
18	X DIAMOND HILL LONG-SHORT	25264S833			5/13/2013		7/17/2013	1,913	1,857							
19	X DIAMOND HILL LONG-SHORT	25264S833			5/13/2013		7/17/2013	95,162	97,549							
20	X DODGE & COX INCOME FD C	256210105			9/27/2012		2/13/2013	46,779	44,916							
21	X DREYFUS EMG MKT DEBT LO	261980494			9/9/2011		2/13/2013	56,481	53,180							
22	X DREYFUS EMG MKT DEBT LO	261980494			5/13/2013		10/14/2013	43,337	47,340							
23	X DREYFUS EMG MKT DEBT LO	261980494			9/9/2011		10/14/2013	57,165	58,645							
24	X DREYFUS EMG MKT DEBT LO	261980494			3/6/1993		12/20/2013	18,278	2,574							
25	X EXXON MOBIL CORPORATION	30231G102			2/19/2013		5/8/2013	23,342	21,891							
26	X JP MORGAN MID CAP VALUE	339128100			2/19/2013		7/17/2013	3,233	2,904							
27	X JP MORGAN MID CAP VALUE	339128100			9/9/2011		7/17/2013	36,019	23,073							
28	X JP MORGAN MID CAP VALUE	339128100			9/27/2012		7/17/2013	243,110	238,182							
29	X GATEWAY FUND - Y #1988	367829884			2/19/2013		7/17/2013	149,109	147,677							
30	X GATEWAY FUND - Y #1988	367829884			5/13/2013		7/17/2013	6,158	6,193							
31	X GATEWAY FUND - Y #1988	367829884			9/9/2011		2/13/2013	157,261	195,818							
32	X HUSSMAN STRATEGIC GROW	448108100			4/2/2012		2/13/2013	54,471	60,728							
33	X HUSSMAN STRATEGIC GROW	448108100			5/8/2012		2/13/2013	24,470	24,250							
34	X INTEL CORP	458140100			5/8/2012		11/15/2013	24,470	24,250							
35	X INTERNATIONAL BUSINESS M	459200101			7/31/1998		5/8/2013	20,429	6,689							
36	X SHARES RUSSELL 2000 GRO	464287648			11/21/2012		2/13/2013	165,639	163,147							
37	X SHARES RUSSELL 2000 GRO	464287648			1/4/2013		2/13/2013	176,657	168,904							
38	X JOHNSON & JOHNSON	478160104			12/20/2005		1/25/2013	22,137	18,345							
39	X JOHNSON & JOHNSON	478160104			12/20/2005		7/9/2013	26,688	18,345							
40	X JOHNSON & JOHNSON	478160104			12/20/2005		11/15/2013	18,814	12,230							
41	X KRAFT FOODS GROUP INC	50076Q106			1/25/2012		5/8/2013	12,754	9,389							
42	X MCDONALDS CORP	580135101			11/7/2007		5/8/2013	20,210	8,992							
43	X MCDONALDS CORP	580135101			11/7/2007		7/16/2013	100,771	44,960							
44	X MERGER FD SH BEN INT #26	589509108			4/2/2012		7/17/2013	1,839	1,817							
45	X MERGER FD SH BEN INT #26	589509108			9/27/2012		7/17/2013	3,058	3,044							
46	X MERGER FD SH BEN INT #26	589509108			5/13/2013		7/17/2013	6,971	6,945							
47	X MERGER FD SH BEN INT #26	589509108			2/19/2013		7/17/2013	91,157	89,790							
48	X PIMCO FOREIGN BD FD USD	693390882			9/9/2011		2/13/2013	12,859	12,836							
49	X PIMCO FOREIGN BD FD USD	693390882			5/13/2013		7/17/2013	7,733	7,908							
50	X PIMCO FOREIGN BD FD USD	693390882			9/9/2011		7/17/2013	12,691	12,859							
51	X PRAXAIR INC COM	74005P104			8/12/2002		5/8/2013	39,724	9,446							
52	X PROCTER & GAMBLE CO	742718109			12/27/2002		1/25/2013	15,680	9,389							
53	X PROCTER & GAMBLE CO	742718109			12/19/2003		1/25/2013	6,199	3,139							
54	X PUBLIC SVC ENTERPRISE GR	744573106			1/25/2012		1/25/2013	24,337	24,456							
55	X QUALCOMM INC	747525103			9/9/2011		5/8/2013	44,828	35,036							
56	X ROBOCO BP LINGSHRT RES-I	74925K581			7/17/2013		10/14/2013	1,222	1,185							
57	X SPDR DJ WILSHIRE INTERNA	78463X863			2/13/2013		5/8/2013	4,873	4,396							
58	X SPDR DJ WILSHIRE INTERNA	78463X863			9/9/2011		5/8/2013	32,578	24,712							
59	X SPDR DJ WILSHIRE INTERNA	78463X863			7/17/2013		10/14/2013	3,255	3,133							
60	X TOW SMALL CAP GROWTH F	8723X849			9/9/2011		1/4/2013	172,223	159,561							
61	X TEMPLETON FOREIGN FD - A	880196506			4/2/2012		2/13/2013	57,853	53,970							
62	X TEMPLETON FOREIGN FD - A	880196506			4/2/2012		5/8/2013	21,550	19,442							
63	X TEMPLETON FOREIGN FD - A	880196506			4/2/2012		7/17/2013	14,414	12,882							
64	X TEMPLETON FOREIGN FD - A	880196506			4/2/2012		10/14/2013	50,237	40,384							
65	X UNITED TECHNOLOGIES COR	913017109			8/12/2002		5/8/2013	14,086	5,080							
66	X UNITED TECHNOLOGIES COR	913017109			3/27/2003		5/8/2013	4,695	1,504							
67	X UNITED TECHNOLOGIES COR	913017109			3/27/2003		7/16/2013	139,929	42,101							
68	X VANGUARD FTSE EMERGING	922042858			2/13/2013		5/8/2013	312	312							

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	121,180												
	Short Term CG Distributions													
69	X VANGUARD FTSE EMERGING	922042858			2/13/2013		10/14/2013	79,199	83,512					-4,313
70	X VANGUARD REIT VIPER	922908553			9/25/2012		2/13/2013	15,970	15,014					956
71	X VANGUARD REIT VIPER	922908553			1/12/2012		2/13/2013	1,111	1,009					102
72	X VANGUARD REIT VIPER	922908553			11/21/2012		5/8/2013	9,143	7,545					1,598
73	X VANGUARD REIT VIPER	922908553			9/9/2011		5/8/2013	18,134	12,817					5,317
74	X WFA CORE BD FD-I #944	949751581			11/26/2012		2/13/2013	91,131	85,912					-4,781
75	X WFA CORE BD FD-I #944	949751581			9/9/2011		5/8/2013	28,449	28,889					-440
76	X WFA CORE BD FD-I #944	949751581			9/9/2011		7/17/2013	101,766	107,181					-5,395
77	X WELLS FARGO ADV SP S/C V	94975P447			9/27/2012		2/13/2013	109,671	98,954					10,717
78	X WELLS FARGO ADV SP S/C V	94975P447			9/27/2012		5/8/2013	5,622	4,912					710
79	X WELLS FARGO ADV SP S/C V	94975P447			7/17/2013		10/14/2013	1,504	1,428					76
80	X WELLS FARGO ADV INTL BON	94985D582			12/27/2002		2/13/2013	15,305	11,800					3,505
81	X WELLS FARGO ADV INTL BON	94985D582			5/13/2013		7/17/2013	7,820	8,133					-313
82	X WELLS FARGO ADV INTL BON	94985D582			12/27/2002		7/17/2013	11,221	9,092					2,129
83	X WELLS FARGO ADV HI INC-IN	949917538			4/22/2012		2/13/2013	10,727	10,329					398
84	X WELLS FARGO ADV HI INC-IN	949917538			9/27/2012		2/13/2013	55,476	54,980					496
85	X WELLS FARGO ADV HI INC-IN	949917538			9/9/2011		2/13/2013	28,302	26,130					2,172
86	X WF ADV GOVT SECURITIES-I	949917579			9/9/2011		2/13/2013	104,229	106,872					-2,643
87	X WF ADV GOVT SECURITIES-I	94975P751			2/19/2013		10/14/2013	84,030	84,251					-221
88	X WF ADV GOVT SECURITIES-I	949917579			9/9/2011		5/8/2013	90,181	91,720					-1,539
89	X WF ADV GOVT SECURITIES-I	949917579			4/22/2012		5/8/2013	55,728	56,079					-351
90	X WF ADV SHORT-TERM BOND	949917652			2/19/2013		7/17/2013	16,076	16,149					-73
91	X WFA SMALL COMPANY GROV	949921571			2/19/2013		10/14/2013	7,515	7,201					314
92	X WFA SMALL COMPANY GROV	949921571			7/17/2013		11,152	10,341						811
93	X ACE LIMITED	H0023R105			12/20/2005		7/16/2013	23,737	13,714					10,023
94	X WFA CORE BD FD-I #944	949751581			9/27/2012		2/13/2013	70,116	73,630					-3,514
95	X WFA CORE BD FD-I #944	949751581			9/27/2012		5/8/2013	56,357	58,540					-2,183

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

		4,782	0	0	4,782
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	4,782			4,782

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

		2,508	0	0	2,508
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,508			2,508

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

		20,151	5,884	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	5,884	5,884		
2	PY EXCISE TAX DUE	672			
3	ESTIMATED EXCISE PAYMENTS	13,595			

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

		28	28	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	28	28		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	1,387,726	0	0	2,105,720
					FMV Beg. of Year		FMV End of Year	
1	SEE ATTACHED STATEMENT			1,387,726			2,105,720	

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

		8,151,653	7,122,596	7,963,217
Asset Description		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	SEE ATTACHED STATEMENT		7,122,596	7,963,217

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	776
2	Mutual Fund & CTF Income Additions	2	29,049
3	Total	3	29,825

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

1	Mutual Fund & CTF Income Subtraction	1	14,848
2	PY Return of Capital Adjustment	2	3,751
3	Total	3	18,599

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

Line	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
						4,513,374								513,955
														0
85	WELLS FARGO ADV HI INC-INS #3110	949917538		9/9/2011	2/13/2013	28,302			28,130	2,172				2,172
86	WELLS FARGO ADV HI INC-INS #3110	949917538		9/9/2011	2/13/2013	104,229			106,872	-2,643				-2,643
87	WELLS FARGO ADV EMG MK E-INS #41	949757571		2/19/2013	10/14/2013	84,030			84,251	-221				-221
88	WELLS FARGO ADV EMG MK E-INS #41	949757571		2/19/2013	10/14/2013	90,181			91,720	-1,539				-1,539
89	WFA ADV GOVT SECURITIES-I #3101	949917579		4/2/2012	5/8/2013	55,728			56,078	-350				-350
90	WFA ADV GOVT SECURITIES-I #3101	949917579		2/19/2013	7/17/2013	18,076			16,148	1,928				1,928
91	WFA SHORT-TERM BOND FUND-#3	949917652		2/19/2013	5/8/2013	7,515			7,201	314				314
92	WFA SMALL COMPANY GROWTH-#R31E	949921571		7/17/2013	10/14/2013	11,152			10,341	811				811
93	WFA SMALL COMPANY GROWTH-#R31E	949921571		12/20/2005	7/18/2013	23,737			13,714	10,023				10,023
94	WFA CORE BD FD-I #944	949751891		9/27/2012	2/13/2013	70,116			73,630	-3,514				-3,514
95	WFA CORE BD FD-I #944	949751891		9/27/2012	5/8/2013	58,357			58,540	-183				-183

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	92,640		
										92,640		0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	<u>5/7/2013</u>	2 3,399
3 Second quarter estimated tax payment	<u>6/10/2013</u>	3 3,399
4 Third quarter estimated tax payment	<u>9/9/2013</u>	4 3,399
5 Fourth quarter estimated tax payment	<u>12/10/2013</u>	5 3,398
6 Other payments		6
7 Total		7 13,595

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Corp Stock	54-6305570	001055102	AFLAC INC	66800	1000	33884.7
Invest - Corp Stock	54-6305570	008252108	AFFILIATED MANAGERS GROUP, INC COM	54220	250	36405.72
Invest - Corp Stock	54-6305570	037833100	APPLE INC	112204	200	84284.24
Invest - Corp Stock	54-6305570	071813109	BAXTER INTL INC	27820	400	27292.56
Invest - Corp Stock	54-6305570	097023105	BOEING CO	47771.5	350	44831.04
Invest - Corp Stock	54-6305570	126650100	CVS/CAREMARK CORPORATION	50099	700	36315.93
Invest - Corp Stock	54-6305570	14040H105	CAPITAL ONE FINANCIAL CORP	51711.75	675	37420.58
Invest - Corp Stock	54-6305570	17275R102	CISCO SYSTEMS INC	33645	1500	23684.26
Invest - Corp Stock	54-6305570	231021106	CUMMINS INC.	32423.1	230	30343.3
Invest - Corp Stock	54-6305570	254687106	WALT DISNEY CO	53480	700	38149.93
Invest - Corp Stock	54-6305570	369604103	GENERAL ELECTRIC CO	28030	1000	19099.9
Invest - Corp Stock	54-6305570	375558103	GILEAD SCIENCES INC	67590	900	47141.82
Invest - Corp Stock	54-6305570	437076102	HOME DEPOT INC	82340	1000	31630
Invest - Corp Stock	54-6305570	459200101	INTERNATIONAL BUSINESS MACHS CORP	75028	400	26757.5
Invest - Corp Stock	54-6305570	478160104	JOHNSON & JOHNSON	45795	500	30575
Invest - Corp Stock	54-6305570	478366107	JOHNSON CONTROLS INC	41040	800	25424
Invest - Corp Stock	54-6305570	594918104	MICROSOFT CORP	74820	2000	55375
Invest - Corp Stock	54-6305570	637071101	NATIONAL OILWELL INC COM	46525.05	585	42748.7
Invest - Corp Stock	54-6305570	742718109	PROCTER & GAMBLE CO	40705	500	18466.67
Invest - Corp Stock	54-6305570	806857108	SCHLUMBERGER LTD	27033	300	24539.19
Invest - Corp Stock	54-6305570	872540109	TJX COS INC NEW	22305.5	350	20221.99
Invest - Corp Stock	54-6305570	883556102	THERMO FISHER SCIENTIFIC INC	66810	600	50195.94
Invest - Corp Stock	54-6305570	907818108	UNION PACIFIC CORP	42000	250	33979.25
Invest - Corp Stock	54-6305570	191216100	COCA COLA CO	33048	800	27279.8
Invest - Corp Stock	54-6305570	404280406	HSBC - ADR	45206.6	820	44328.46
Invest - Corp Stock	54-6305570	30231G102	EXXON MOBIL CORPORATION	60720	600	7722.85
Invest - Corp Stock	54-6305570	87612E106	TARGET CORP	44289	700	34846
Invest - Corp Stock	54-6305570	91324P102	UNITEDHEALTH GROUP INC	56475	750	34173
Invest - Corp Stock	54-6305570	189754104	COACH INC	20206.8	360	19385.64
Invest - Corp Stock	54-6305570	088606108	BHP BILLITON LIMITED - ADR	17050	250	19329.95
Invest - Corp Stock	54-6305570	46625H100	JPMORGAN CHASE & CO	64328	1100	35387
Invest - Corp Stock	54-6305570	902973304	US BANCORP DEL NEW	43430	1075	35072.43
Invest - Corp Stock	54-6305570	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	53230	500	36770
Invest - Corp Stock	54-6305570	166764100	CHEVRON CORP	49964	400	22880
Invest - Corp Stock	54-6305570	88579Y101	3M CO	42075	300	18907.5
Invest - Corp Stock	54-6305570	084670702	BERKSHIRE HATHAWAY INC.	59280	500	42449.95
Invest - Corp Stock	54-6305570	20825C104	CONOCOPHILLIPS	52987.5	750	14786.83

Invest - Corp Stock	54-6305570	20030N101	COMCAST CORP CLASS A	36375.5	700	28391.16
Invest - Corp Stock	54-6305570	38259P508	GOOGLE INC	50431.95	45	30850.65
Invest - Corp Stock	54-6305570	611740101	MONSTER BEVERAGE CORP	28463.4	420	19954.32
Invest - Corp Stock	54-6305570	609207105	MONDELEZ INTERNATIONAL INC	24710	700	17393.24
Invest - Corp Stock	54-6305570	G29183103	EATON CORP PLC	24739	325	16869.3
Invest - Corp Stock	54-6305570	12572Q105	CME GROUP INC	31384	400	22114.12
Invest - Corp Stock	54-6305570	H0023R105	ACE LIMITED	77129.85	745	40066.1
			Total Corp Stock	2,105,720		1,387,726
Invest - Other	54-6305570	256210105	DODGE & COX INCOME FD COM #147	311792.98	23044.566	318435.53
Invest - Other	54-6305570	589509108	MERGER FD SH BEN INT #260	199119.83	12437.216	194886.5
Invest - Other	54-6305570	693390882	PIMCO FOREIGN BD FD USD H-INST #103	40012.38	3803.458	40789.12
Invest - Other	54-6305570	880196506	TEMPLETON FOREIGN FD - ADV #604	617521.4	75307.488	491930.88
Invest - Other	54-6305570	04314H600	ARTISAN MID CAP FUND-INS #1333	482879.16	9690.531	369108.09
Invest - Other	54-6305570	315920702	FID ADV EMER MKTS INC- CL I #607	107875.42	8080.556	110542
Invest - Other	54-6305570	008882532	INVESCO INTL GROWTH-Y #8516	642610.57	18956.064	533887.15
Invest - Other	54-6305570	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	265591.15	19148.605	278002.22
Invest - Other	54-6305570	262028855	DRIEHAUS ACTIVE INCOME FUND	303071.6	28140.353	301850
Invest - Other	54-6305570	339128100	JP MORGAN MID CAP VALUE-I #758	334785.97	9532.63	208287.32
Invest - Other	54-6305570	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	404608.58	35398.826	408184
Invest - Other	54-6305570	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	38618.66	3585.762	32949.78
Invest - Other	54-6305570	94975I581	WFA CORE BD FD-I #944	306379.32	24990.157	323264.3
Invest - Other	54-6305570	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	556953.38	25281.588	350602.29
Invest - Other	54-6305570	922908553	VANGUARD REIT VIPER	396269.28	6138	343927.28
Invest - Other	54-6305570	00203H859	AQR MANAGED FUTURES STR-I #15213	108264.55	10223.281	103766.3
Invest - Other	54-6305570	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	327814.07	10266.648	246263.31
Invest - Other	54-6305570	922042858	VANGUARD FTSE EMERGING MARKETS ETF	563864.84	13706	566570.39
Invest - Other	54-6305570	949917652	WF ADV SHORT-TERM BOND FUND-#3102	140689.7	16005.654	141063.58
Invest - Other	54-6305570	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	395355.2	9596	343869.07
Invest - Other	54-6305570	74925K581	ROBECO BP LNG/SHRT RES-INS	322013.82	22315.58	297243.52
Invest - Other	54-6305570	949917538	WELLS FARGO ADV HI INC-INS #3110	373224.47	50097.244	370361.83
Invest - Other	54-6305570	949921571	WFA SMALL COMPANY GROWTH -#3162	326872.82	7874.556	263662.8
Invest - Other	54-6305570	22544R305	CREDIT SUISSE COMM RET ST-I #2156	397028.24	54914.003	483148.24
			Total Other Investments	7,963,217		7,122,596
Savings & Temp Inv	54-6305570	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	178195.58	178195.58	178195.58
Savings & Temp Inv	54-6305570	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	84640.17	84640.17	84640.17
			Total Savings & Temp	262,836		262,836
			Total Assets	10,331,773		8,773,157

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	436,335
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	436,335