Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: PHILIP L. VAN EVERY FOUNDATION

A Employer identification number: 56-6039337

Number and street (or P O box number if mail is not delivered to street address): PO BOX 32368 | Room/suite:

B Telephone number (see instructions): 704-554-5520

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28232

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: [X] 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)* ▶ $ 36,868,060.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	739,687.	735,588.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,930,492.			
	b Gross sales price for all assets on line 6a 17,926,665.				
	7 Capital gain net income (from Part IV, line 2)		2,930,492.		
	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)	345.			STMT 2
	12 **Total** Add lines 1 through 11	3,670,524.	3,666,080.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	127,468.	76,481.		50,987.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,550.	NONE	NONE	2,550.
	c Other professional fees (attach schedule) STMT 4	52,514.	39,514.		13,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	75,819.	11,739.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	11,560.	820.		10,740.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	269,911.	128,554.	NONE	77,277.
	25 Contributions, gifts, grants paid	1,503,500.			1,503,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,773,411.	128,554.	NONE	1,580,777.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,897,113.			
	b **Net investment income** (if negative, enter -0-)		3,537,526.		
	c **Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,050,859.	1,244,051.	1,244,051.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	1,397,015.	1,712,846.	1,574,870.
	b Investments - corporate stock (attach schedule)	19,086,910.	22,799,931.	33,117,513.
	c Investments - corporate bonds (attach schedule)	1,377,110.	961,831.	931,626.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	24,911,894.	26,718,659.	36,868,060.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **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	24,911,894.	26,718,659.	
	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)	24,911,894.	26,718,659.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	24,911,894.	26,718,659.	

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	24,911,894.
2	Enter amount from Part I, line 27a	2	1,897,113.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	19,576.
4	Add lines 1, 2, and 3	4	26,828,583.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	109,924.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,718,659.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,925,831.		14,995,339.	2,930,492.
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,930,492.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,930,492.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,510,718.	31,912,042.	0.047340
2011	1,352,914.	30,938,106.	0.043730
2010	1,291,651.	28,861,780.	0.044753
2009	1,413,780.	28,161,672.	0.050202
2008	1,476,320.	28,830,394.	0.051207

2 **Total** of line 1, column (d)	2	0.237232
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	0.047446
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	34,501,866.
5 Multiply line 4 by line 3	5	1,636,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,375.
7 Add lines 5 and 6	7	1,672,351.
8 Enter qualifying distributions from Part XII, line 4	8	1,580,777.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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	70,751.
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	
3	Add lines 1 and 2		3	70,751.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	70,751.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 70,756.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	70,756.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	5.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ BANK OF AMERICA TAX SERVICES Telephone no. ▶ (877)446-1410 Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ 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		X
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)*

					Yes	No
5a	During the year did the foundation pay or incur any amount to:					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STMT. 9	☐ 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?			**6b**		X
	If "Yes" to 6b, file Form 8870.					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		127,468.		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	33,246,042.
b	Average of monthly cash balances	1b	1,781,233.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	35,027,275.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	35,027,275.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	525,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,501,866.
6	**Minimum investment return.** Enter 5% of line 5	6	1,725,093.

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	1,725,093.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	70,751.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	70,751.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,654,342.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,654,342.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,654,342.

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	1,580,777.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,580,777.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,580,777.

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				1,654,342.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			1,493,528.	
b	Total for prior years 20 11 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 . . . . . . NONE				
b	From 2009 . . . . . . NONE				
c	From 2010 . . . . . . NONE				
d	From 2011 . . . . . . NONE				
e	From 2012 . . . . . . NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,580,777.				
a	Applied to 2012, but not more than line 2a			1,493,528.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				87,249.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,567,093.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2009 . . . NONE				
b	Excess from 2010 . . . NONE				
c	Excess from 2011 . . . NONE				
d	Excess from 2012 . . . NONE				
e	Excess from 2013 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				1,503,500.
Total . . . . . . ▶ **3a**				1,503,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	739,687.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	345.	
8 Gain or (loss) from sales of assets other than inventory			18	2,930,492.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,670,524.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,670,524.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
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(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(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

Karen J. Kiser | 05/01/2014 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	174.	174.
FOREIGN DIVIDENDS	103,243.	103,243.
NONDIVIDEND DISTRIBUTIONS	4,099.	
DOMESTIC DIVIDENDS	339,395.	339,395.
OTHER INTEREST	37,305.	37,305.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	15,214.	15,214.
ACCRUED MARKET DISCOUNT INTEREST	24.	24.
NONQUALIFIED FOREIGN DIVIDENDS	25,985.	25,985.
NONQUALIFIED DOMESTIC DIVIDENDS	214,248.	214,248.
TOTAL	739,687.	735,588.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NON-TAXABLE FOREIGN INCOME		345.
	TOTALS	345.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,550.			2,550.
TOTALS	2,550.	NONE	NONE	2,550.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	39,514.	39,514.	
OTHER PROFESSIONAL FEES - CHAR	13,000.		13,000.
TOTALS	52,514.	39,514.	13,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,196.	4,196.
EXCISE TAX ESTIMATES	64,080.	
FOREIGN TAXES ON QUALIFIED FOR	4,623.	4,623.
FOREIGN TAXES ON NONQUALIFIED	2,920.	2,920.
TOTALS	75,819.	11,739.

PHILIP L. VAN EVERY FOUNDATION 56-6039337

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	10,290.		10,290.
OTHER CHARITABLE EXPENSES	450.		450.
OTHER INVESTMENT FEE	43.	43.	
OTHER INVESTMENT FEE	777.	777.	
TOTALS	11,560.	820.	10,740.

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

DESCRIPTION	AMOUNT
COST ADJUSTMENTS	3,268.
ACCRUED INTEREST PAID PRIOR YEAR	2,465.
2012 TAX EFFECTIVE INCOME	13,828.
ROUNDING	15.
TOTAL	19,576.

PHILIP L. VAN EVERY FOUNDATION 56-6039337

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

DESCRIPTION	AMOUNT
COST ADJUSTMENTS ON SALES	4,211.
ADJUST FOR YEAR END SALES	88,243.
2013 TAX EFFECTIVE INCOME	12,916.
ACCRUED INTEREST PAID CARRYOVER	301.
ADJUST FOR PRIOR YEAR END SALES	3,071.
INFLATION INDEX ADJUSTMENT	1,182.
TOTAL	109,924.

PHILIP L. VAN EVERY FOUNDATION 56-6039337

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:
FARAJA FUND FOUNDATION
ADDRESS:
912 HANOVER AVE.
NORFOLK, VA 23508
GRANT DATE: 04/24/2012
GRANT AMOUNT .... 50,000.
GRANT PURPOSE:
EDUCATION
AMOUNT EXPENDED BY GRANTEE .... 50,000.
ANY DIVERSION BY GRANTEE:
NONE
DATES OF REPORTS BY GRANTEE:
7/31/2013
RESULTS OF VERIFICATION:
N/A

FQRM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, NA
ADDRESS:
PO BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 127,468.
COMPENSATION EXPLANATION:
SEE FOOTNOTE

OFFICER NAME:
DAVE SINGER
ADDRESS:
C/O LANCE, INC PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
QUINCY FOIL
ADDRESS:
C/O LANCE, INC PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
JAMES S HOWELL
ADDRESS:
CO/ LANCE INC PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
RON MELVIN
ADDRESS:
C/O LANCE, INC., PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
RODDEY BROWN
ADDRESS:
C/O LANCE INC, PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
EXECUTIVE DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:
ANNE GLENN
ADDRESS:
C/O LANCE INC, PO BOX 32368
CHARLOTTE, NC 28232
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

TOTAL COMPENSATION: 127,468.

RECIPIENT NAME:
HOSPICE & PALLIATIVE CARE
CHARLOTTE REGION
ADDRESS:
1420 EAST SEVENTH ST.
CHARLOTTE, NC 28204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ALLEGRO FOUNDATION
ADDRESS:
3121 PROVIDENCE RD
CHARLOTTE, NC 28211
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CAROLINAS AVIATION MUSEUM
ADDRESS:
4108 MINUTEMAN DR.
CHARLOTTE, NC 28208
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CROSSNORE SCHOOL
ADDRESS:
PO BOX 249
CROSSFIRE, NC 28616
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 85,000.

RECIPIENT NAME:
ARTS & SCIENCE COUNCIL
ADDRESS:
227 W TRADE ST
CHARLOTTE, NC 28202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CRISIS ASSISTANCE
MINISTRY
ADDRESS:
500-A SPRATT ST, STE A
CHARLOTTE, NC 28206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
AMERICAN RED CROSS
GREATER CAROLINAS CHAPTER
ADDRESS:
600 FOREST POINT CIR, STE A
CHARLOTTE, NC 28273
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CENTRAL PIEDMONT
COMMUNITY COLLEGE
ADDRESS:
PO BOX 35009
CHARLOTTE, NC 28235-5009
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
MINT MUSEUM OF ART
ADDRESS:
2730 RANDOLPH ROAD
CHARLOTTE, NC 28207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
ADDRESS:
500 SPRATT ST, STE B
CHARLOTTE, NC 28206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
FOUNDATION FOR THE
CAROLINAS
ADDRESS:
220 S. TRYON ST.
CHARLOTTE, NC 28202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNITED WAY OF CENTRAL
CAROLINAS
ADDRESS:
301 S BREVARD STREET
CHARLOTTE, NC 28202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
DORE ACADEMY
ADDRESS:
1727 PROVIDENCE RD
CHARLOTTE, NC 28207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
GOODFELLOWS
ADDRESS:
700 PARKWOOD AVE.
CHARLOTTE, NC 28205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HINDS' FEET FARM
ADDRESS:
PO BOX 2842
HUNTERSVILLE, NC 28070-2842
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
INDEPENDENT COLLEGE
FUND OF NC
ADDRESS:
530 N. BLOUNT ST.
RALEIGH, NC 27605
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GEORGETOWN HOSPITAL SYSTEM
ADDRESS:
PO BOX 1718
GEORGETOWN, SC 29442-1718
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
HOPE HAVEN
ADDRESS:
3815 N. TRYON ST
CHARLOTTE, NC 28206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
HOSPITALITY HOUSE
ADDRESS:
1400 SCOTT AVE
CHARLOTTE, NC 28236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
URBAN MINISTRY CENTER
ADDRESS:
945 N. COLLEGE ST.
CHARLOTTE, NC 28206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
SAMARITAN HOUSE
ADDRESS:
611 FORTUNE ST.
CHARLOTTE, NC 28205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SHEPHERD'S CENTER
OF CHARLOTTE
ADDRESS:
3115 PROVIDENCE RD.
CHARLOTTE, NC 28211-2742
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OPERA CAROLINA
TWO WACHOVIA CENTER
ADDRESS:
301 S. TRYON ST., STE 1550
CHARLOTTE, NC 28282
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAROLINAS CARE PARTNERSHIP
ADDRESS:
7510 E. INDEPENDENCE BLVD., STE. 10
CHARLOTTE, NC 28227
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
REGIONAL AIDS INTERFAITH
NETWORK (RAIN)
ADDRESS:
PO BOX 37190
CHARLOTTE, NC 28237
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TEACH FOR AMERICA
ADDRESS:
315 WEST 36TH ST.
NEW YORK, NY 10018
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PRESBYTERIAN COLLEGE
ADDRESS:
503 S. BROAD ST.
CLINTON, SC 29325
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CAROLINAS HEALTHCARE FDN
ADDRESS:
PO BOX 32861
CHARLOTTE, NC 28232-2861
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ANDREAS H. BECHTLER ARTS FDN
ADDRESS:
420 S. TRYON ST.
CHARLOTTE, NC 28202-1937
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
QUEENS UNIVERSITY OF CHARLOTTE
ADDRESS:
1900 SELWYN AVE
CHARLOTTE, NC 28274
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
PAT'S PLACE CHILD ADVOCACY
ADDRESS:
901 EAST BLVD
CHARLOTTE, NC 28203-5203
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHARLOTTE CENTER FOR URBAN
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 175,000.

RECIPIENT NAME:
JOHN CROSSLAND SCHOOL
ADDRESS:
1727 PROVIDENCE RD.
CHARLOTTE, NC 28207-2631
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
ALANO CLUB OF MYRTLE BEACH
ADDRESS:
PO BOX 7193
MYRTLE BEACH, SC 29575-0008
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE FIRST TEE OF CHARLOTTE
ADDRESS:
6000 FAIRVIEW RD, STE 1120
CHARLOTTE, NC 28210-2210
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
AMERICAN NATIONAL RED CROSS
PIEDMONT CAROLINA CHAPTER
ADDRESS:
511 W. DAVIS ST.
BURLINGTON, NC 27216
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TEACH FOR AMERICA - KANSAS CITY
ADDRESS:
2000 BALTIMORE, STE 300
KANSAS CITY, MO 64108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 1,503,500.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

PHILIP L. VAN EVERY FOUNDATION
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Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1244050.700	1,244,050.70	1,244,050 70
000375204	ABB LTD	690.000	15,998.31	18,326 40
00101J106	ADT CORP	983.000	42,043.88	39,782.01
001055102	AFLAC INC	981.000	51,029 11	65,530.80
00130H105	AES CORP	469.000	5,767 45	6,805.19
00206R102	AT&T INC	1557.000	45,669 64	54,744.12
00507V109	ACTIVISION BLIZZARD INC	333.000	5,332 72	5,937.39
00687A107	ADIDAS AG	285 000	12,579 06	18,190 41
008252108	AFFILIATED MANAGERS GROUP	91 000	11,277.85	19,736 08
015351109	ALEXION PHARMACEUTICALS INC	886 000	34,470.58	117,735 22
017175100	ALLEGHANY CORP DEL	25 000	8,463.59	9,999 00
018490102	ALLERGAN INC	1693 000	119,748.98	188,058 44
018581108	ALLIANCE DATA SYS CORP	95 000	11,364.54	24,978 35
018802108	ALLIANT CORP	111 000	4,293.00	5,727.60
018805101	ALLIANZ SE	819 000	12,480.37	14,710.88
01882B205	ALLIANZ GLOBAL INVS FIXED	99707 000	1,288,528.88	1,215,428.33
01882B304	ALLIANZ GLOBAL INVS MANAGED	105831 000	1,112,565.94	1,119,691.98
020002101	ALLSTATE CORP	72 000	3,674.42	3,926 88
02263T104	AMADEUS IT HLDG SA	425 000	9,876.87	18,215.92
023135106	AMAZON COM INC	648 000	83,757.99	258,415 92
02341R302	AMCOR LTD	253 000	10,935.04	10,218.42
023608102	AMEREN CORP	156 000	4,720.76	5,640 96
025537101	AMERICAN ELEC PWR INC	746 000	25,044.44	34,868 04
025816109	AMERICAN EXPRESS CO	898 000	37,099.70	81,475.54
03073E105	AMERISOURCEBERGEN CORP	146 000	5,435.45	10,265.26
031100100	AMETEK INC NEW	205 000	5,071 18	10,797 35
032511107	ANADARKO PETE CORP	621 000	47,607 12	49,257 72
032654105	ANALOG DEVICES INC	212 000	8,578 93	10,797 16
032657207	ANALOGIC CORP	73 000	6,289 27	6,464 88
037833100	APPLE INC	205 000	103,412 31	115,009 10
038222105	APPLIED MATLS INC	268 000	4,194 98	4,738 24
038336103	APTARGROUP INC	215 000	12,415 76	14,579 15
042068106	ARM HLDGS PLC	2972 000	122,668 87	162,660 53
042735100	ARROW ELECTRS INC	211 000	7,779 01	11,446 75

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Cusip	Asset	Units	Basis	Market Value
052769106	AUTODESK INC	59.000	2,687.56	2,968 82
053807103	AVNET INC	210.000	6,746.06	9,263.10
054937107	BB&T CORP	359.000	10,454.89	13,397.88
056752108	BAIDU INC	1139.000	140,179.15	202,605.32
058498106	BALL CORP	64.000	2,267.80	3,306.24
059460303	BANCO BRADESCO S A	1325.000	19,912 64	16,602.25
05969A105	BANCORP INC	1420.000	23,438 72	25,432.20
06652K103	BANKUNITED INC	161.000	4,149.52	5,300.12
067806109	BARNES GROUP INC	443.000	13,153.73	16,971.33
078454105	BELLE INTL HLDGS LTD	631.000	9,272 13	7,300 04
09062X103	BIOGEN IDEC INC	531.000	54,454.11	148,452.73
097023105	BOEING CO	645.000	51,525.88	88,036 05
099724106	BORG WARNER INC	202 000	10,125.52	11,293.82
101137107	BOSTON SCIENTIFIC CORP	348 000	4,090 39	4,182 96
105105100	BRAMBLES LTD	692 000	9,975.10	11,329 42
108030107	BRIDGE CAP HLDGS	189 000	3,466 46	3,882 06
110122108	BRISTOL MYERS SQUIBB CO	2111 000	111,494.36	112,199 65
110448107	BRITISH AMERN TOB PLC	219 000	18,806.24	23,524 98
111013108	BRITISH SKY BROADCASTING GROUP	357.000	17,609.17	19,961 65
111320107	BROADCOM CORP	219.000	6,255.31	6,492.26
111621306	BROCADE COMMUNICATIONS SYS INC	602.000	3,390.40	5,336.73
112463104	BROOKDALE SENIOR LIVING INC	283.000	6,011.78	7,691.94
117043109	BRUNSWICK CORP	201.000	4,841.02	9,258.06
120738406	BUNZL PLC	869.000	13,324.25	20,869 90
12477X106	CAI INTL INC	385.000	9,146.75	9,074 45
124857202	CBS CORP	196 000	4,629.13	12,493.04
12504L109	CBRE GROUP INC	201 000	4,517.53	5,286.30
125269100	CF INDS HLDGS INC	241 000	43,661.09	56,162.64
125509109	CIGNA CORP	234 000	14,398 86	20,470.32
126132109	CNOOC LTD	106 000	22,781 47	19,891.96
12646R105	CST BRANDS INC	281 000	9,292 56	10,318.32
126650100	CVS CAREMARK CORP	1543.000	54,366 53	110,432.51
127097103	CABOT OIL & GAS CORP	256.000	5,845 44	9,922 56
129603106	CALGON CARBON CORP	578.000	10,265 97	11,889 46

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Cusip	Asset	Units	Basis	Market Value
13342B105	CAMERON INTL CORP	1228 000	66,485 40	73,102 84
136375102	CANADIAN NATIONAL RAILWAY	227.000	9,888.53	12,943.54
14057J101	CAPITOL FED FINL INC	598.000	7,210.25	7,241 78
14149F109	CARDINAL FINL CORP	818.000	13,482.73	14,715 82
14149Y108	CARDINAL HEALTH INC	235.000	12,157.80	15,700 35
14170T101	CAREFUSION CORP	333.000	9,372.80	13,260 06
142339100	CARLISLE COS INC	47.000	3,202.28	3,731.80
142795202	CARLSBERG AS	779.000	16,599 26	17,265.76
148887102	CATAMARAN CORP	179 000	8,576 20	8,495.70
149123101	CATERPILLAR INC	687 000	59,099 61	62,386.47
151020104	CELGENE CORP	1461 000	82,346 60	246,862.25
15135U109	CENOVUS ENERGY INC	278 000	8,460 63	7,964.70
151408101	CENTER BANCORP INC	225.000	3,673.05	4,221 00
15639K300	CENTRICA PLC	657.000	14,045.75	15,134 00
156782104	CERNER CORP	167.000	5,884.91	9,308 58
16117M305	CHARTER COMMUNICATIONS INC DEL	78.000	6,209.91	10,667.28
166744201	CHEUNG KONG HLDGS LTD	906.000	13,157.97	14,302.12
166764100	CHEVRON CORP	1125 000	115,602 16	140,523.75
16941M109	CHINA MOBILE LTD	147.000	7,152 53	7,686.63
171778202	CIELO S A	294.000	5,746 30	8,181.14
172967424	CITIGROUP INC	2945.000	98,111.98	153,463.95
177376100	CITRIX SYS INC	119.000	7,104.32	7,526.75
189754104	COACH INC	470.000	23,390.50	26,381 10
191085208	COCA COLA AMATIL LTD	340.000	7,556.37	7,318 50
19122T109	COCA-COLA ENTERPRISES INC	94 000	2,481 27	4,148 22
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	2315 000	115,179 06	233,768 70
197199813	COLUMBIA ACORN INTERNATIONAL	3612.037	148,438 14	168,609.89
19765Y852	COLUMBIA EMERGING MARKETS	55190 868	575,631.88	562,946.85
20030N101	COMCAST CORP	1388.000	36,224.81	72,127.42
200340107	COMERICA INC	181.000	6,095.98	8,604.74
203668108	COMMUNITY HEALTH SYS INC NEWCO	133.000	5,547 96	5,222 91
204166102	COMMVAULT SYS INC	93 000	7,479 43	6,962.17
20449X203	COMPASS GROUP PLC	1636 000	18,376 82	26,229 99
20605P101	CONCHO RES INC	92.000	8,658.05	9,936.00

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Cusip	Asset	Units	Basis	Market Value
206708109	CONCUR TECHNOLOGIES INC	58 000	5,719.40	5,984.44
20786U101	CONNECTONE BANCORP INC	516.000	18,738.77	20,449.08
20825C104	CONOCOPHILLIPS	1401.000	75,255 13	98,980.65
21036P108	CONSTELLATION BRANDS INC	439.000	19,061.15	30,896 82
218681104	CORE-MARK HLDG CO INC	174.000	12,098.94	13,211 82
21925Y103	CORNERSTONE ONDEMAND INC	113.000	5,821.41	6,024 26
219350105	CORNING INC	2809 000	44,642.42	50,056.38
22160N109	COSTAR GROUP INC	44 000	5,230.53	8,121.52
224399105	CRANE CO	182 000	10,072 89	12,239 50
225447101	CREE INC	79.000	4,602 37	4,939.08
228368106	CROWN HLDGS INC	301.000	11,402.84	13,415.57
229669106	CUBIC CORP	50.000	2,612.99	2,633.00
231561101	CURTISS WRIGHT CORP	101 000	3,328.88	6,285 23
235825205	DANA HLDG CORP	570.000	9,103.55	11,183.40
237266101	DARLING INTL INC	633.000	11,275 36	13,217.04
23918K108	DAVITA HEALTHCARE PARTNERS INC	112.000	5,564 36	7,097.44
247361702	DELTA AIR LINES INC DEL	2553.000	57,294.39	70,130 91
24872B100	DENSO CORP	463 000	9,270.96	12,224.13
251542106	DEUTSCHE BOERSE	1259 000	7,718.35	10,443 41
251566105	DEUTSCHE TELEKOM AG	760.000	10,604 55	13,017 28
25157Y202	DEUTSCHE POST AG	320.000	8,692 00	11,685 12
254687106	DISNEY WALT CO	1318.000	51,193 77	100,695 20
254709108	DISCOVER FINL SVCS	1730 000	73,251.42	96,793.50
25470F104	DISCOVERY COMMUNICATIONS INC	1422 000	118,652.08	128,577.24
25470M109	DISH NETWORK CORP	125.000	5,649.99	7,240.00
256677105	DOLLAR GEN CORP	478.000	24,560.50	28,832.96
256746108	DOLLAR TREE INC	171.000	8,076.50	9,647 82
260003108	DOVER CORP	138 000	9,004.67	13,322 52
26138E109	DR PEPPER SNAPPLE INC	60.000	2,300.97	2,923 20
265504100	DUNKIN BRANDS GROUP INC	143.000	5,785 90	6,892 60
268648102	EMC CORP	2905 000	76,145 74	73,060.75
26875P101	EOG RES INC	1355 000	135,909.63	227,423.20
26884L109	EQT CORP	90 000	4,640.40	8,080.20
268948106	EAGLE BANCORP INC MD	573 000	14,781 35	17,550.99

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Cusip	Asset	Units	Basis	Market Value
26969P108	EAGLE MATERIALS INC	29.000	2,270.86	2,245 47
27579R104	EAST WEST BANCORP INC	401.000	8,921.60	14,022 97
277432100	EASTMAN CHEM CO	112.000	7,158.80	9,038.40
281020107	EDISON INTL	943 000	44,297.35	43,660 90
28660G106	ELIZABETH ARDEN INC	338.000	12,120.78	11,982 10
29084Q100	EMCOR GROUP INC	330 000	11,531.15	14,005 20
292505104	ENCANA CORP	453.000	8,295.71	8,176 65
29265N108	ENERGEN CORP	124.000	7,328.04	8,773.00
29355X107	ENPRO INDS INC	170.000	7,743.90	9,800 50
29362U104	ENTEGRIS INC	1295.000	13,213 39	15,009.05
294429105	EQUIFAX INC	111.000	4,662 62	7,668 99
29444U502	EQUINIX INC	26 000	4,572 74	4,613.70
294821608	ERICSSON	908 000	11,216 48	11,113 92
30212P303	EXPEDIA INC DEL	90 000	5,582 48	6,269.40
30249U101	FMC TECHNOLOGIES INC	4383.000	196,782.65	228,836.43
30281V108	FTD COS INC	210.000	6,896 06	6,841 80
302941109	FTI CONSULTING INC	89.000	3,334.98	3,661.46
30303M102	FACEBOOK INC	3161 000	70,847.10	172,745.49
307305102	FANUC CORP	612 000	15,954.79	18,681.30
311900104	FASTENAL CO	4365.000	209,739.96	207,381 15
3128MJS35	FEDERAL HOME LN MTG CORP	6896.852	6,496.78	6,542 08
3128MJS76	FEDERAL HOME LN MTG CORP	33528 425	33,258 25	33,305 46
3128MJTQ3	FEDERAL HOME LN MTG CORP	13954 020	14,566.69	14,344 87
312945DN5	FEDERAL HOME LN MTG CORP	136175 210	142,739 27	135,269 64
312945R42	FEDERAL HOME LN MTG CORP	120842 753	129,094 06	124,190.10
312945SX7	FEDERAL HOME LN MTG CORP	82541.874	83,476.92	87,444.86
31371NBC8	FEDERAL NATL MTG ASSN	1643.605	1,789.99	1,781.37
31374FWY1	FEDERAL NATL MTG ASSN	89 630	87 22	97.71
3138A2BE8	FEDERAL NATL MTG ASSN	46791 093	48,161.91	46,532.81
3138A2WV7	FEDERAL NATL MTG ASSN	105291.483	111,419.77	108,462.86
3138AFC24	FEDERAL NATL MTG ASSN	10415.887	10,988.76	11,039 49
3138AW3J0	FEDERAL NATL MTG ASSN	55900.888	57,368 29	57,675 18
3138M2A30	FEDERAL NATL MTG ASSN	8778 332	9,391 45	8,729 17
3138MBMB9	FEDERAL NATL MTG ASSN	155210 285	162,809 94	147,511 85

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Cusip	Asset	Units	Basis	Market Value
3138X0Y36	FEDERAL NATL MTG ASSN	4928.886	4,806.44	4,684.95
31402Q2V2	FEDERAL NATL MTG ASSN	19036.337	20,305.36	20,671.75
31403DBD0	FEDERAL NATL MTG ASSN	2720 291	2,963.40	2,952.93
31403DJZ3	FEDERAL NATL MTG ASSN	510 958	553.76	554.55
31412TLL5	FEDERAL NATL MTG ASSN	12717 503	13,657.40	13,783 48
31416CCH7	FEDERAL NATL MTG ASSN	37255 389	39,862.44	39,467.24
31416CCM6	FEDERAL NATL MTG ASSN	4800 653	5,012.16	5,100.40
31416CD37	FEDERAL NATL MTG ASSN	403.933	432.39	438.49
31416CEJ1	FEDERAL NATL MTG ASSN	8261 312	8,963.53	8,966 91
31416NYW6	FEDERAL NATL MTG ASSN	660 750	689.14	699 52
31416XYZ7	FEDERAL NATL MTG ASSN	10514.478	11,222.57	10,829.70
31418AYF9	FEDERAL NATL MTG ASSN	16781.982	17,689 25	17,287.46
31419AG35	FEDERAL NATL MTG ASSN	5135.648	5,437.36	5,440.45
31419BBF1	FEDERAL NATL MTG ASSN	8774.916	8,894 20	8,726.30
31419BCT0	FEDERAL NATL MTG ASSN	9144.963	9,692 22	9,094.85
31422T101	FEDERATED NATL HLDG CO	380.000	5,055 04	5,573 84
315616102	F5 NETWORKS INC	55.000	4,854 08	4,997.30
316773100	FIFTH THIRD BANCORP	592.000	8,418.47	12,449.76
319390100	FIRST BUSINESS FINL SVCS INC WIS	45.000	1,707.40	1,693 35
32006W106	FIRST DEFIANCE FINL CORP	401.000	9,752 50	10,413 97
32023E105	FIRST FINL HLDGS INC NEW	112.000	6,711.32	7,449 12
33616C100	FIRST REP BK SAN FRANCISCO	74.000	2,494.80	3,873 90
336901103	1ST SOURCE CORP	241.000	7,180.38	7,697 54
337932107	FIRSTENERGY CORP	79.000	2,572.20	2,605.42
339041105	FLEETCOR TECHNOLOGIES INC	54.000	6,054.39	6,327.18
343412102	FLUOR CORP	99.000	5,318 30	7,948.71
34354P105	FLOWSERVE CORP	230.000	9,035 08	18,130 90
344419106	FOMENTO ECONOMICO MEXICANO SA	73.000	5,288 97	7,144.51
344849104	FOOT LOCKER INC	285.000	9,126 30	11,810.40
34964C106	FORTUNE BRANDS HOME & SEC INC	216.000	6,796.89	9,871.20
354613101	FRANKLIN RES INC	2095 000	77,555.07	120,944.35
35671D857	FREEPORT-MCMORAN COPPER &	965 000	21,747.31	36,419 10
359694106	FULLER H B CO	165 000	5,424.96	8,586 60
36318L104	GALAXY ENTMT GROUP LTD	169 000	8,054.82	15,159 13

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Cusip	Asset	Units	Basis	Market Value
366651107	GARTNER GROUP INC NEW	93.000	5,219.76	6,607.65
369604103	GENERAL ELEC CO	4224 000	81,282.25	118,398 72
373865104	GERMAN AMERN BANCORP INC	128 000	3,441.71	3,638 27
375558103	GILEAD SCIENCES INC	4740 000	152,542.63	355,974 00
37940X102	GLOBAL PMTS INC	74.000	3,735.56	4,809 26
38141G104	GOLDMAN SACHS GROUP INC	391 000	48,588.44	69,308.66
38259P508	GOOGLE INC	187 000	101,281.16	209,572.77
384802104	GRAINGER W W INC	30 000	6,112.09	7,662.60
388689101	GRAPHIC PACKAGING HLDG CO	1432 000	9,089.41	13,747 20
391164100	GREAT PLAINS ENERGY INC	209 000	4,531.39	5,066.16
39945C109	GROUPE CGI INC	450 000	11,451.30	15,057.00
40049J206	GRUPO TELEVISA SA DE CV	629 000	14,876.36	19,033 54
40171V100	GUIDEWIRE SOFTWARE INC	128 000	6,299 04	6,280 96
402635304	GULFPORT ENERGY CORP	76 000	3,890 76	4,797.88
410345102	HANESBRANDS INC	101.000	4,855 66	7,097 27
411511306	HARBOR INTERNATIONAL FUND	15059 126	967,792 02	1,069,348.54
413875105	HARRIS CORP DEL	72 000	3,076 02	5,026.32
427866108	HERSHEY CO	104.000	8,306 63	10,111.92
438516106	HONEYWELL INTL INC	666 000	37,827 86	60,852.42
440327104	HORACE MANN EDUCATORS CORP	337 000	9,728 53	10,628.98
440543106	HORNBECK OFFSHORE SVCS INC	289 000	12,154 17	14,227.47
443510201	HUBBELL INC	41 000	3,237 59	4,464.90
445658107	HUNT J B TRANS SVCS INC	76 000	4,291.52	5,874.80
446150104	HUNTINGTON BANCSHARES INC	852 000	4,909.79	8,221.80
446413106	HUNTINGTON INGALLS INDS INC	123.000	5,268 31	11,071.23
448415208	HUTCHISON WHAMPOA LTD	631 000	14,404.98	17,155.00
44919P508	IAC / INTERACTIVECORP	46 000	2,193.38	3,157.95
451055107	ICONIX BRAND GROUP INC	372.000	10,551 99	14,768.40
452327109	ILLUMINA INC	37 000	1,531.64	4,091 83
453142101	IMPERIAL TOBACCO GROUP PLC	215.000	13,566 29	16,651.10
455807107	INDUSTRIAL & COML BK CHINA	1119.000	15,193 19	15,124 40
45774N108	INNOPHOS HLDGS INC	156.000	7,335 41	7,581 60
458140100	INTEL CORP	2349.000	56,661 50	60,968 29
45866F104	INTERCONTINENTALEXCHANGE	37.000	5,234 76	8,322 04

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Cusip	Asset	Units	Basis	Market Value
460146103	INTERNATIONAL PAPER CO	291.000	10,300.32	14,267.73
460690100	INTERPUBLIC GROUP COS INC	281.000	4,523.88	4,973.70
461202103	INTUIT	169.000	8,865.12	12,898.08
461212102	INVENTURE FOODS INC	1069.000	11,405.25	14,174.94
464287507	ISHARES CORE S&P MID CAP ETF	6953.000	769,988.82	930,380.93
464287598	ISHARES RUSSELL 1000 VALUE ETF	3865.000	350,075.40	363,967.05
464287648	ISHARES RUSSELL 2000 GROWTH ETF	5235.000	658,567 19	709,394.85
464288513	ISHARES IBOXX $ HIGH YIELD CORP	470 000	43,021 45	43,653.60
465685105	ITC HLDGS CORP	52 000	3,616 08	4,982 64
465741106	ITRON INC	116 000	4,541 22	4,805.88
46625H100	J P MORGAN CHASE & CO	2562 000	106,077.36	149,825.76
48137C108	JULIUS BAER GROUP LTD	1032.000	8,438 09	9,942.29
485170302	KANSAS CITY SOUTHERN	70.000	2,009.53	8,668.10
492051305	KEPPEL CORP LTD	789.000	13,679.12	13,985.02
495724403	KINGFISHER PLC	839.000	8,093.08	10,691.38
497266106	KIRBY CORP	74.000	6,420.56	7,344.50
500458401	KOMATSU LTD	497 000	12,135.19	10,105.00
50076Q106	KRAFT FOODS GROUP INC	516 000	17,679 47	27,817 56
501044101	KROGER CO	155 000	5,015.29	6,127.15
501889208	LKQ CORP	189.000	3,868.87	6,218.10
502161102	LSI CORP	1007.000	6,913.81	11,112.25
521865204	LEAR CORP	248.000	12,622.37	20,080.56
52602E102	LENDER PROCESSING SVCS INC	150 000	4,297.03	5,607.00
526057104	LENNAR CORP	202.000	7,024.87	7,991.12
53578A108	LINKEDIN CORP	769.000	82,326.54	166,742.27
540424108	LOEWS CORP	170 000	7,400 23	8,200.80
544147101	LORILLARD INC	182.000	7,677 51	9,223.76
550021109	LULULEMON ATHLETICA INC	93.000	5,761 37	5,489.79
55616P104	MACYS INC	1560.000	53,576.34	83,304.00
56418H100	MANPOWERGROUP INC	139 000	8,490.70	11,934.54
565849106	MARATHON OIL CORP	2537 000	86,821.91	89,556.10
56585A102	MARATHON PETE CORP	53 000	4,308.65	4,861.69
571748102	MARSH & MCLENNAN COS INC	275 000	8,544 02	13,299.00
574599106	MASCO CORP	655 000	12,711.40	14,914.35

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576323109	MASTEC INC	418.000	10,402.75	13,676.96
577933104	MAXIMUS INC	256.000	8,044.22	11,261.44
580645109	MCGRAW HILL FINL INC	207.000	10,606.44	16,187.40
58155Q103	MCKESSON CORP	78.000	6,307.15	12,589.20
582839106	MEAD JOHNSON NUTRITION CO	102.000	3,724.58	8,543.52
58733R102	MERCADOLIBRE INC	1523.000	189,761.91	164,164.17
58933Y105	MERCK & CO INC	2011.000	71,054.15	100,650.55
59156R108	METLIFE INC	1664.000	81,593 07	89,722.88
603158106	MINERALS TECHNOLOGIES INC	76.000	2,131.03	4,565.32
608190104	MOHAWK INDS INC	224.000	32,006 89	33,353.60
61166W101	MONSANTO CO	1790 000	176,282.24	208,624.50
615369105	MOODYS CORP	174 000	6,862.80	13,653.78
617446448	MORGAN STANLEY	3580 000	90,046 46	112,268 80
62886E108	NCR CORP NEW	1258.000	44,541.70	42,847.48
635309107	NATIONAL CINEMEDIA INC	277.000	5,131.97	5,528 92
641069406	NESTLE S A	886.000	54,681.31	65,053.66
64110D104	NETAPP INC	89.000	3,590.94	3,661 46
64110L106	NETFLIX.COM INC	19.000	4,019 78	6,995.23
64128K868	NEUBERGER BERMAN HIGH INCOME	58122 204	555,024 75	545,186.27
651229106	NEWELL RUBBERMAID INC	361 000	7,678 43	11,700.01
65339F101	NEXTERA ENERGY INC	839.000	54,390 45	71,835.18
653656108	NICE SYS LTD	251 000	9,854 93	10,280.96
655044105	NOBLE ENERGY INC	85.000	3,831.25	5,789.35
655664100	NORDSTROM INC	79.000	3,787.05	4,882 20
66987V109	NOVARTIS A G	168.000	10,177.90	13,503.84
670100205	NOVO-NORDISK A S	59.000	8,087.34	10,900.84
674599105	OCCIDENTAL PETE CORP DEL	1310 000	89,510 12	124,581.00
675232102	OCEANEERING INTL INC	73 000	4,108 38	5,758.24
679580100	OLD DOMINION FGHT LINE INC	315 000	12,149.73	16,701.30
681904108	OMNICARE INC	326.000	11,126.47	19,677.36
681919106	OMNICOM GROUP INC	101.000	5,243.74	7,511.37
682128103	OMNIVISION TECHNOLOGIES INC	506.000	8,221 29	8,703.20
682189105	ON SEMICONDUCTOR CORP	746.000	5,400 40	6,147.04
690768403	OWENS ILL INC	250 000	5,872 35	8,945 00

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69331C108	PG&E CORP	75 000	3,061.47	3,021.00
693390882	PIMCO FOREIGN BD US$HD INSTL	26092 124	275,758.01	274,489.14
693475105	PNC FINL SVCS GROUP INC	672 000	31,614.63	52,133 76
69367U105	PT BK MANDIRI PERSERO TBK	1690.000	10,608.88	10,900.50
696429307	PALL CORP	68.000	4,585.08	5,803.80
698354107	PANDORA MEDIA INC	207.000	4,369.67	5,506.20
701094104	PARKER HANNIFIN CORP	106.000	9,394.63	13,635.84
716933106	PHARMACYCLICS INC	69.000	6,223 59	7,298.82
717081103	PFIZER INC	4509.000	91,954.58	138,110.67
718546104	PHILLIPS 66	1667 000	65,043 21	128,575.71
719405102	PHOTRONICS INC	1734 000	14,118 60	15,658.02
72201F409	PIMCO EMERGING MKT CURRENCY	22104 501	239,329 81	223,697.55
723787107	PIONEER NAT RES CO	29.000	6,186 82	5,338.03
731068102	POLARIS INDS INC	63.000	4,636 12	9,175.32
736508847	PORTLAND GEN ELEC CO	288.000	7,838 43	8,697.60
740189105	PRECISION CASTPARTS CORP	878.000	138,476 16	236,445.40
741503403	PRICELINE COM INC	215.000	66,312 02	249,916.00
74267C106	PROASSURANCE CORP	176.000	8,142.15	8,532.48
743606105	PROSPERITY BANCSHARES INC	301 000	15,867.44	19,080.39
743674103	PROTECTIVE LIFE CORP	208 000	7,310.27	10,537.28
744336504	PRUDENTIAL GLOBAL REAL ESTATE	100682 036	2,263,365.06	2,217,018 43
74463M106	PUBLICIS S A NEW	1062.000	17,071.26	24,332 54
747525103	QUALCOMM INC	911.000	60,447.90	67,641 75
749685103	RPM INTL INC	354.000	11,333.72	14,694 54
754730109	RAYMOND JAMES FINL INC	248 000	9,138 86	12,943.12
75605Y106	REALOGY HLDGS CORP	220 000	9,929 90	10,883.40
756577102	RED HAT INC	4535 000	216,655 86	254,141 40
758205207	REED ELSEVIER P L C	547.000	22,237.84	32,847.35
7591EP100	REGIONS FINL CORP	6235.000	38,423.48	61,664.15
759351604	REINSURANCE GROUP AMER INC	126.000	8,045.22	9,753.66
761713106	REYNOLDS AMERN INC	691.000	35,237.48	34,543.09
770323103	ROBERT HALF INTL INC	323 000	9,804 35	13,562.77
771195104	ROCHE HLDG LTD	1663 000	91,811 30	116,494 81
772739207	ROCK-TENN CO	99 000	5,937 89	10,395 99

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773903109	ROCKWELL AUTOMATION INC	80.000	6,400 02	9,452.80
776696106	ROPER INDS INC NEW	51.000	6,610.79	7,072 68
777779307	ROSETTA RES INC	88.000	3,715.39	4,227.52
780259107	ROYAL DUTCH SHELL PLC	253.000	17,899.30	19,002.83
78388J106	SBA COMMUNICATIONS CORP	177 000	12,297.96	15,901.68
784117103	SEI INVESTMENTS CO	226 000	5,421.42	7,848.98
78442P106	SLM CORP	289 000	4,394.20	7,594.92
78454L100	SM ENERGY CO	85.000	5,705.26	7,064.35
790849103	ST JUDE MED INC	131.000	7,609 39	8,115.45
79466L302	SALESFORCE COM INC	4053.000	125,965 16	223,685.07
80105N105	SANOFI	1545.000	78,836.92	82,858.35
803054204	SAP AG	335.000	22,453.55	29,191.90
806857108	SCHLUMBERGER LTD	468 000	32,394.42	42,171.48
80687P106	SCHNEIDER ELEC SA	468.000	5,292.47	8,176.90
808513105	SCHWAB CHARLES CORP NEW	213.000	2,816 37	5,538 00
81282V100	SEAWORLD ENTMT INC	175 000	5,655 01	5,034 75
816851109	SEMPRA ENERGY	810.000	42,816 63	72,705 60
81762P102	SERVICENOW INC	119.000	5,461 60	6,665 19
824348106	SHERWIN WILLIAMS CO	106.000	14,730.29	19,451.00
82481R106	SHIRE PLC	498 000	53,295.82	70,362.42
82669G104	SIGNATURE BK NEW YORK N Y	96.000	6,645.99	10,312.32
82966C103	SIRONA DENTAL SYS INC	102.000	7,261.32	7,160.40
83175M205	SMITH & NEPHEW PLC	214.000	12,964.36	15,352.36
831865209	SMITH A O	322.000	12,239.14	17,368.68
833551104	SNYDERS-LANCE INC	250000.000	1,375,000.00	7,165,000 00
845467109	SOUTHWESTERN ENERGY CO	98.000	3,274.25	3,854 34
848577102	SPIRIT AIRLS INC	192.000	5,842.02	8,718.72
848637104	SPLUNK INC	66.000	3,350 18	4,532 22
85254C305	STAGE STORES INC	231.000	5,000.53	5,132.82
854502101	STANLEY BLACK & DECKER INC	50.000	3,212 69	4,034.50
85590A401	STARWOOD HOTELS & RESORTS	142 000	8,168.95	11,281 90
857477103	STATE STR CORP	84.000	4,967 68	6,164 76
858912108	STERICYCLE INC	71 000	5,974 77	8,248.07
861642106	STONE ENERGY CORP	618 000	18,103 92	21,376.62

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863667101	STRYKER CORP	784 000	51,444 61	58,909.76
867224107	SUNCOR ENERGY INC	511 000	16,398 54	17,910.55
867914103	SUNTRUST BKS INC	2024.000	62,941.01	74,503 44
870195104	SWEDBANK A B	449.000	8,517.34	12,653 72
871503108	SYMANTEC CORP	271 000	4,429.32	6,390.18
87151Q106	SYMETRA FINL CORP	159.000	1,876 28	3,014 64
87160A100	SYNGENTA AG	190.000	12,577 05	15,188 60
87236Y108	TD AMERITRADE HLDG CORP	542.000	11,624 89	16,606 88
872540109	TJX COS INC NEW	3157.000	144,648 90	201,195 61
87264S106	TRW AUTOMOTIVE HLDGS CORP	125.000	7,144 00	9,298 75
874039100	TAIWAN SEMICONDUCTOR MFG LTD	945.000	14,257.98	16,480 80
879369106	TELEFLEX INC	177.000	13,733 46	16,613 22
881609101	TESORO CORP	87 000	4,910.06	5,089 50
88160R101	TESLA MTRS INC	1363 000	212,183.25	205,034.73
881624209	TEVA PHARMACEUTICAL INDS LTD	526 000	21,578.25	21,082 08
88224Q107	TEXAS CAP BANCSHARES INC	124.000	6,709.09	7,712.80
883556102	THERMO FISHER SCIENTIFIC CORP	654 000	38,549.73	72,822.90
887389104	TIMKEN CO	62.000	3,378 67	3,414 34
891027104	TORCHMARK CORP	158.000	7,571.45	12,347.70
89151E109	TOTAL S A	328.000	17,420 13	20,096.56
891894107	TOWERS WATSON & CO	95.000	5,253 47	12,122.95
891906109	TOTAL SYS SVCS INC	96.000	2,978 87	3,194.88
892331307	TOYOTA MOTOR CORP	137 000	12,224.00	16,703.04
89353D107	TRANSCANADA CORP	296.000	12,897.86	13,515.36
893641100	TRANSDIGM GROUP INC	39 000	5,460.28	6,279 78
89417E109	TRAVELERS COS INC	776 000	39,540.20	70,259.04
896945201	TRIPADVISOR INC	53 000	1,502.57	4,389 99
902494103	TYSON FOODS INC	224.000	5,928.06	7,495 04
90384S303	ULTA SALON COSMETICS &	64.000	3,278.26	6,177 28
904784709	UNILEVER N V	314.000	10,716 15	12,632 22
907818108	UNION PAC CORP	521 000	51,310.97	87,528 00
911363109	UNITED RENTALS INC	83 000	2,668 21	6,469 85
912810FR4	UNITED STATES TREAS NT	111519 010	146,172 35	128,185.52
912810PZ5	UNITED STATES TREAS BD	164268 370	233,967 91	193,041.62

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912828RR3	UNITED STATES TREAS NT	191000.000	195,461.82	182,299.95
912828TE0	UNITED STATES TREAS NT	290481.620	312,616.32	278,249 44
912828TW0	UNITED STATES TREAS NT	400000 000	400,123.49	392,752.00
912828UF5	UNITED STATES TREAS NT	252000.000	248,214.16	238,001.40
912828UN8	UNITED STATES TREAS NT	175000.000	176,289 48	162,340.50
913017109	UNITED TECHNOLOGIES CORP	626.000	41,810.34	71,238.80
917047102	URBAN OUTFITTERS INC	147.000	5,697.88	5,453.70
918204108	V F CORP	160.000	8,434.71	9,974.40
91851C201	VAALCO ENERGY INC COM	1535 000	10,892.18	10,576 15
920355104	VALSPAR CORP	57.000	3,983 48	4,063 53
921943858	VANGUARD FTSE DEVELOPED	36245 000	1,381,436.14	1,510,691 60
922042858	VANGUARD FTSE EMERGING MKTS	13898 000	591,945 59	571,763.72
92210H105	VANTIV INC	198 000	5,420.34	6,456 78
922908553	VANGUARD REIT	1340 000	89,753 07	86,510.40
92343V104	VERIZON COMMUNICATIONS INC	897 000	43,548.27	44,078 58
92345Y106	VERISK ANALYTICS INC	190.000	9,112 50	12,486.80
92532F100	VERTEX PHARMACEUTICALS INC	2636 000	204,725 51	195,854 80
92826C839	VISA INC	926.000	84,694 62	206,201.68
928563402	VMWARE INC	2847.000	215,175 60	255,404.37
928662303	VOLKSWAGEN AG	774 000	37,064 11	41,999.56
928662402	VOLKSWAGEN A G	229 000	8,376 82	12,883.77
92937A102	WPP PLC	254.000	18,798 11	29,174.44
949746101	WELLS FARGO & CO	3288 000	102,116 37	149,275.20
95082P105	WESCO INTL INC	98.000	5,863 33	8,924.86
955306105	WEST PHARMACEUTICAL SVSC INC	271 000	9,720 60	13,295.26
95709T100	WESTAR ENERGY INC	160 000	4,491 85	5,147.20
958102105	WESTERN DIGITAL CORP	170.000	5,617.64	14,263.00
966837106	WHOLE FOODS MKT INC	71 000	2,058.73	4,105.93
969904101	WILLIAMS SONOMA INC	75 000	2,895.79	4,371.00
983134107	WYNN RESORTS LTD	49 000	5,328.06	9,516.29
983919101	XILINX INC	108 000	4,044.30	4,959.36
98978V103	ZOETIS INC	268 000	8,624.78	8,760.92
G0083B108	ACTAVIS PLC	40 000	5,760 00	6,720 00
G02602103	AMDOCS LTD	245 000	7,986 12	10,103.80

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G0408V102	AON PLC	93.000	7,042.97	7,801.77
G0450A105	ARCH CAP GROUP LTD	63.000	2,337.87	3,760.47
G05384105	ASPEN INS HLDGS LTD	167.000	5,635.84	6,898.77
G0692U109	AXIS CAP HLDGS LTD	181.000	6,922.25	8,610.17
G2554F113	COVIDIEN PLC	717 000	34,480.75	48,827.70
G27823106	DELPHI AUTOMOTIVE PLC	168.000	5,973.75	10,101.84
G29183103	EATON CORP PLC	453 000	23,512.96	34,482.36
G3157S106	ENSCO PLC	83 000	4,574.79	4,745.94
G4412G101	HERBALIFE LTD	92.000	3,678.71	7,240.40
G4705A100	ICON PLC	101.000	2,157.08	4,082.02
G47791101	INGERSOLL-RAND CO LTD	132.000	5,667.06	8,131.20
G491BT108	INVESCO LTD	1919.000	64,440.85	69,851 60
G5315B107	KOSMOS ENERGY LLC	279.000	3,029.22	3,119.22
G60754101	MICHAEL KORS HLDGS LTD	3256.000	142,749.89	264,354.64
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	155.000	4,973.63	5,497 85
G7945M107	SEAGATE TECH	151.000	2,665.70	8,480 16
G97822103	PERRIGO CO	87.000	13,241.86	13,351 02
H0023R105	ACE LTD	628.000	42,573.63	65,016 84
H84989104	TE CONNECTIVITY LTD	100.000	2,972 53	5,511.00
H89231338	UBS AG	481.000	8,670 49	9,259.25
N53745100	LYONDELLBASELL INDUSTRIES NV	1123.000	49,294 26	90,154.44
Y0486S104	AVAGO TECHNOLOGIES LTD	547.000	22,221 91	28,924.81
Y2573F102	FLEXTRONICS	964.000	6,490 22	7,490.28
		Totals:	26,718,658.33	36,868,060.21