



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

THE FOSCUE FOUNDATION

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/county Foreign postal code

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

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) ► \$ 401,012 (Part I, column (d) must be on cash basis)

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)
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	7,964	7,757		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,026			
b Gross sales price for all assets on line 6a	143,974			
7 Capital gain net income (from Part IV, line 2)		10,026		
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	17,990	17,783	0	

Revenue

13 Compensation of officers, directors, trustees, etc	6,486	4,864	1,622
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	600		600
c Other professional fees (attach schedule)			
17 Interest	487	114	
18 Taxes (attach schedule) (see instructions)			
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)			
24 Total operating and administrative expenses.	7,573	4,978	0 2,222
Add lines 13 through 23	20,000		20,000
25 Contributions, gifts, grants paid	27,573	4,978	0 22,222
26 Total expenses and disbursements. Add lines 24 and 25			

Operating and Administrative Expenses

27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-9,583		
b Net investment income (if negative, enter -0-)		12,805	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

07/04/2014

RECEIVED
APR 16 2014
OPERATING AND ADMINISTRATIVE EXPENSES

RECEIVED

IRS-OSC

POSTMARK DATE APR 07 2014

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
			End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	738	1,043	1,043
	2	Savings and temporary cash investments	14,441	15,484	15,484
	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)	211,158		
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	134,238	337,426	384,484
	14	Land, buildings, and equipment: basis ►			
Net Assets or Fund Balances		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)	360,575	353,953	401,011
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	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 ►)	0	0	
	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"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	360,575	353,953	
	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)	360,575	353,953	
	31	Total liabilities and net assets/fund balances (see instructions)	360,575	353,953	

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	360,575
2	Enter amount from Part I, line 27a	2	-9,583
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	3,780
4	Add lines 1, 2, and 3	4	354,772
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	819
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	353,953

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	10,026	
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

(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	18,568	382,056	0 048600
2011	18,000	391,195	0 046013
2010	16,000	372,773	0 042922
2009	19,866	330,207	0 060162
2008	23,916	405,956	0 058913
2 Total of line 1, column (d)			2 0 256610
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 051322
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 387,830
5 Multiply line 4 by line 3			5 19,904
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 128
7 Add lines 5 and 6			7 20,032
8 Enter qualifying distributions from Part XII, line 4			8 22,222
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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	128		
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				
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-)				
3	Add lines 1 and 2	2	0		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-				
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	625		
b	Exempt foreign organizations—tax withheld at source				
c	Tax paid with application for extension of time to file (Form 8868)				
d	Backup withholding erroneously withheld				
7	Total credits and payments. Add lines 6a through 6d	7	625		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			8	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 128 Refunded ► 11	9	497		

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)? <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>	1b	X
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? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XIV</i>	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? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 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 X No

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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 ►	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter 0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4 00	6,486	

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	381,152
b	Average of monthly cash balances	1b	12,584
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	393,736
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	393,736
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,906
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	387,830
6	Minimum investment return. Enter 5% of line 5	6	19,392

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	19,392
2a	Tax on investment income for 2013 from Part VI, line 5	2a	128
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	128
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,264
4	Recoveries of amounts treated as qualifying distributions	4	2,500
5	Add lines 3 and 4	5	21,764
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	21,764

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	22,222
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	22,222
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	128
6	Adjusted qualifying distributions. Subtract line 5 from line 4		22,094

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				21,764
2 Undistributed income, if any, as of the end of 2013				17,404
a Enter amount for 2012 only				
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 ► \$ 22,222				17,404
a Applied to 2012, but not more than line 2a				
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				4,818
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				16,946
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)

NA

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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				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:

THE FOSCOE FOUNDATION C/O DR HENRY FOSCOE JR 1601 E HEINBURG ST PENSACOLA FL 32502 (336) 747-8166

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

LETTER FORM

c Any submission deadlines:

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	20,000
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Analysis of Income-Producing Activities				
	Unrelated business income	Excluded by section 512, 513, or 514			
	(a) Business code	(b) Amount	(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					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)		0		17,990	0
13 Total. Add line 12, columns (b), (d), and (e)				13	17,990

(See worksheet in line 13 instructions to verify calculations)

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

CENTRAL MORAVIAN CHURCH

Street

73 WEST CHURCH ST

City

BETHLEHEM

State

PA

Zip Code

18018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

CATHEDRAL CHURCH OF NATIVITY

Street

321 WYANDOTTE ST

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,750

Name

GEORGETOWN UNIVERSITY

Street

37TH AND O STREET NW

City

WASHINGTON

State

DC

Zip Code

20057

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

IMPACT 100 PENSACOLA BAY AREA, INC.

Street

PO BOX 13304

City

PENSACOLA

State

FL

Zip Code

32591

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

OAKS PARENT CHILD WORKSHOP

Street

605 W JUNIPERO ST

City

SANTA BARBARA

State

CA

Zip Code

93105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

UNIVERSITY OF FLORIDA

Street

PO BOX 14425

City

GAINESVILLE

State

FL

Zip Code

32604

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,750

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

Recipient(s) paid during the year

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City GAINESVILLE	State FL	Zip Code 32604	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

NONE

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

NONE

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

NONE

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

NONE

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

NONE

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	Date Sold	Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss	
											Other Sales	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
1 X	ACR MANAGED FUTURES ST	002034859			7/12/2013			3,710	3,842					0	0
2 X	ARTISAN INTERNATIONAL FU	043149204			8/26/2011	7/10/2013		1,246	962					0	284
3 X	ARTISAN INTERNATIONAL FU	043149204			8/26/2011	12/3/2013		1,770	1,228					0	542
4 X	ARTISAN MID CAP FUND-INS	043149600			7/11/2013	10/9/2013		1,079	1,037					0	42
5 X	ARTISAN MID CAP FUND-INS	043149600			4/19/2012	8/7/2011		95	78					0	17
6 X	CREDIT SUISSE COMM RET'S	22544R305			10/9/2013	10/9/2013		359	463					0	-104
7 X	CREDIT SUISSE COMM RET'S	22544R305			8/26/2011	10/9/2013		3,148	4,033					0	-885
8 X	DIAMOND HILL LONG-SHORT	256245B33			10/20/2011	7/10/2013		3,162	2,473					0	689
9 X	DODGE & COX INT'L STOCK F	2562406103			9/16/2008	7/10/2013		1,265	1,180					0	85
10 X	DODGE & COX INT'L STOCK F	2562406103			9/16/2008	10/8/2013		1,202	1,042					0	160
11 X	DODGE & COX INCOME FUND	256210105			2/11/2013	7/10/2013		5,372	5,548					0	-176
12 X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011	2/7/2013		2,471	2,425					0	49
13 X	DREYFUS EMG MKT DEBT LO	261980494			2/6/2011	2/7/2013		379	355					0	24
14 X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011	10/10/2013		56	57					0	-1
15 X	DREYFUS EMG MKT DEBT LO	261980494			8/1/2012	10/1/2013		5,740	5,740					0	-177
16 X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010	10/1/2013		38	39					0	-1
17 X	JP MORGAN MIG CAP VALUE	339128100			12/17/2010	12/3/2013		574	376					0	188
18 X	GATEWAY FUND - Y #1988	357298884			8/1/2012	7/10/2013		9,813	9,593					0	220
19 X	DODGE & COX INT'L STOCK F	2562406103			9/16/2008	12/3/2013		973	799					0	174
20 X	HARBOR CAPITAL APCTN	411514504			2/11/2013	7/10/2013		7,779	7,185					0	594
21 X	HARBOR CAPITAL APCTN	411514504			5/2/2011	7/10/2013		76	62					0	14
22 X	HARBOR CAPITAL APCTN	411514504			5/2/2011	10/9/2013		1,321	1,012					0	309
23 X	HARBOR CAPITAL APCTN	411514504			5/2/2011	12/3/2013		2,296	1,597					0	699
24 X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011	2/14/2012		207/2013	5,718					0	-1,206
25 X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012	2/7/2013		1,450	1,651					0	201
26 X	ISHARES CORE S & P 500 ET	464287200			8/24/2011	7/10/2013		8,458	5,984					0	2,474
27 X	GATEWAY FUND - Y #1986	367829884			2/11/2013	7/10/2013		3,895	3,849					0	46
28 X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012	2/7/2013		5,105	4,492					0	613
29 X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012	2/7/2013		5,207	4,863					0	344
30 X	KALMAR GR W/VAL SM CAP	510250305			2/11/2013	12/17/2010		1,047	812					0	235
31 X	KEELEY SMALL CAP VAL FD	487300809			12/17/2010	2/7/2013		4,263	3,414					0	849
32 X	KEELEY SMALL CAP VAL FD	487300808			5/1/2012	12/3/2013		2,320	1,552					0	771
33 X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010	12/3/2013		338	222					0	116
34 X	LAUDUS MONDRIAN INT'L F	518550555			2/14/2012	2/7/2013		696	738					0	-42
35 X	LAUDUS MONDRIAN INT'L F	518550555			10/20/2011	2/7/2013		191	212					0	21
36 X	MFS VALUE FUND-CLASS #8	5522883694			5/1/2012	7/10/2013		920	738					0	182
37 X	MFS VALUE FUND-CLASS #8	5522883694			2/1/2013	7/10/2013		3,079	2,780					0	299
38 X	MFS VALUE FUND-CLASS #8	5522883694			5/2/2011	7/10/2013		2,241	1,789					0	452
39 X	MFS VALUE FUND-CLASS #8	5522883694			5/2/2011	12/3/2013		1,153	847					0	306
40 X	OPPENHEIMER DEVELOPING	683874505			5/2/2011	10/9/2013		2,884	2,725					0	139
41 X	PIMCO TOTAL RET FD-INST #	683390700			11/19/2012	2/7/2013		22,156	22,968					0	-812
42 X	PIMCO TOTAL RET FD-INST #	683390700			8/10/2012	2/7/2013		5,024	5,131					0	-113
43 X	PIMCO TOTAL RET FD-INST #	683390700			8/1/2012	7/10/2013		1,880	2,026					0	-136
44 X	PIMCO TOTAL RET FD-INST #	683390700			5/1/2012	7/10/2013		3,029	3,194					0	-165
45 X	PIMCO FOREIGN BD USD	693390882			10/20/2011	2/7/2013		627	618					0	45
46 X	PIMCO FOREIGN BD USD	693390882			8/2/2011	2/7/2013		247	243					0	4
47 X	RIDGEWORTH SIXTH BD-#	766287645			8/2/2011	2/7/2013		2,649	2,436					0	213
48 X	VANGUARD FTS E EMERGING	9212042858			12/17/2010	10/9/2013		2,744	3,157					0	-413
49 X	VANGUARD RET VIPER	922808553			11/9/2012	2/7/2013		616	569					0	49
50 X	VANGUARD RET VIPER	922808553			12/17/2010	2/7/2013		137	105					0	32

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

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

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

		487	114	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	114	114		
2	ESTIMATED EXCISE TAXES PAID	373			

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

		211,158	0	0	0
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year
1			211,158	211,158	

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1			134,238	337,426	384,484	
2	JP MORGAN MID CAP VALUE-I-758		0	6,747	10,079	
3	ASG GLOBAL ALTERNATIVES-Y 1993		0	11,538	11,468	
4	VANGUARD REIT VIPER		0	11,127	13,622	
5	VANGUARD EMERGING MARKETS ETF		0	14,029	13,165	
6	OPPENHEIMER DEVELOPING MKT-Y 788		0	12,237	13,344	
7	SPDR DJ WILSHIRE INTERNATIONAL REA		0	12,372	13,761	
8	DIAMOND HILL LONG-SHORT FD CLI 11		0	6,167	8,300	
9	RIDGEWORTH SEIX HY BD-I 5855		0	18,881	19,463	
10	KALMAR GR W/VAL SM CAP-INS #4		0	5,800	7,659	
11	CREDIT SUISSE COMM RT ST-CO 2756		0	18,105	15,637	
12	KEELEY SMALL CAP VAL FD CLI 2251		0	4,936	7,663	
13	ARTISAN INTERNATIONAL FUND 661		0	12,284	18,299	
14	DODGE & COX INCOME FD COM 147		0	26,211	27,935	
15	HARBOR CAPITAL APRCTION-INST 2012		0	17,574	26,770	
16	MERGER FD SH BEN INT 260		0	11,477	11,574	
17	PIMCO TOTAL RET FD-INST 35		0	26,650	27,562	
18	PIMCO FOREIGN BD FD USD H-INST 103		0	7,291	7,676	
19	T ROWE PRICE SHORT TERM BD FD 55		0	20,042	19,926	
20	ARTISAN MID CAP FUND-INSTL 1333		0	12,645	15,739	
21	FID ADV EMER MKTS INC- CLI 607		0	5,971	5,870	
22	ISHARES S & P 500 INDEX FUND		0	5,572	7,797	
23	LAUDUS MONDRIAN INTL FI-INST 2940		0	8,873	7,798	
24	EATON VANCE GLOBAL MACRO -I		0	3,849	3,757	
25	DODGE & COX INT'L STOCK FD 1048		0	10,936	17,978	
26	MFS VALUE FUND-CLASS I 893		0	12,399	17,994	
27	DREYFUS EMG MKT DEBT LOC C-I 6083		0	13,938	13,616	
28	DRIEHAUS ACTIVE INCOME FUND		0	19,775	20,032	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	1,232
2	FEDERAL EXCISE TAX REFUND	2	48
3	RETURN OF PRIOR YEAR GRANTS	3	2,500
4	Total	4	3,780

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

1	COST BASIS ADJUSTMENT	1	102
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	573
3	PY RETURN OF CAPITAL ADJUSTMENT	3	144
4	Total	4	819

Part IV (950-PF) - Capital Gains and Losses for Tax on Investment Income

Amount	Long Term CG Distributions	Short Term CG Distributions	4,076	0	0	133,946	5,950	0	0	Adjusted Basis as of 12/31/09	F MV as of 12/31/09	Excess of FMV Over Adj Basis	Gain or Loss on Sale of Property Sold
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	Gain or Loss	Gain or Loss	Gain or Loss	Gain or Loss
1	AIOR MANAGED FUTURES STR-#1522.3	002031852	002031852	7/12/2013	10/9/2013	3,740			3,842	-132	0	0	0
2	ARTISAN INTERNATIONAL FUND #861	0431412024	0431412024	8/28/2011	7/10/2013	1,246			982	284	0	0	284
3	ARTISAN INTERNATIONAL FUND #868	0431412024	0431412024	8/28/2011	7/10/2013	1,246			982	284	0	0	542
4	ARTISAN M&C FUND-#133	0431416500	0431416500	7/12/2013	10/9/2013	1,079			1,037	42	0	0	42
5	ARTISAN M&C FUND-#133	0431416500	0431416500	7/12/2013	10/9/2013	1,079			1,037	42	0	0	17
6	CREDIT SUISSE COMM RET ST-#182158	2254473035	2254473035	8/28/2011	10/9/2013	3,959			76	17	0	0	104
7	CREDIT SUISSE COMM RET ST-#182158	2254473035	2254473035	8/28/2011	10/9/2013	3,148			483	-104	0	0	-104
8	DIAMOND HILL LONG-SHORT FUND CL-#1048	2528206103	2528206103	10/20/2011	7/10/2013	3,182			4,033	-851	0	0	-851
9	DODGE & COX INT'L STOCK FUND #1048	2528206103	2528206103	9/16/2008	7/10/2013	1,255			2,473	618	0	0	618
10	DODGE & COX INT'L STOCK FUND #1048	2528206103	2528206103	9/16/2008	7/10/2013	1,255			1,180	65	0	0	65
11	DODGE & COX INCOME FUND COM #4147	2528210105	2528210105	2/11/2013	7/10/2013	1,202			1,042	160	0	0	160
12	DREYFUS EQUITY DEBT LOC C-1 #8509	28198094	28198094	8/28/2011	2/7/2013	5,312			5,548	-236	0	0	-236
13	DREYFUS EQUITY DEBT LOC C-1 #8509	28198094	28198094	8/28/2011	2/7/2013	2,471			2,425	46	0	0	46
14	DREYFUS EQUITY DEBT LOC C-1 #8509	28198094	28198094	2/4/2011	2/7/2013	310			356	24	0	0	24
15	DREYFUS EQUITY DEBT LOC C-1 #8509	28198094	28198094	2/4/2011	10/10/2013	565			577	-1	0	0	-1
16	DREYFUS EQUITY DEBT LOC C-1 #8509	28198094	28198094	8/10/2012	7/10/2013	5,710			5,817	-107	0	0	-107
17	J.P. MORGAN MID CAP VALUE-F-#758	339128100	339128100	12/17/2010	10/10/2013	38			39	-1	0	0	-1
18	GATEWAY FUND - Y #1986	387628884	387628884	8/10/2012	7/10/2013	574			378	-100	0	0	-100
19	DODGE & COX INT'L STOCK FUND #1048	2528206103	2528206103	9/16/2008	7/10/2013	9,813			9,533	220	0	0	220
20	HARBOR CAPITAL APRTN-INST #20	411511504	411511504	2/11/2013	7/10/2013	973			759	174	0	0	174
21	HARBOR CAPITAL APRTN-INST #20	411511504	411511504	5/25/2011	7/10/2013	7,739			7,185	594	0	0	594
22	HARBOR CAPITAL APRTN-INST #20	411511504	411511504	5/25/2011	7/10/2013	7,739			7,621	14	0	0	14
23	HARBOR CAPITAL APRTN-INST #20	411511504	411511504	5/25/2011	7/10/2013	1,321			1,012	309	0	0	309
24	HUSSMAN STRATEGIC GROWTH FUND	448108100	448108100	10/20/2011	7/10/2013	2,298			1,597	639	0	0	639
25	HUSSMAN STRATEGIC GROWTH FUND	448108100	448108100	10/20/2011	7/10/2013	5,718			6,924	-206	0	0	-206
26	ISHARES CORES & 500 EFT	4817300808	4817300808	2/14/2012	2/7/2013	1,450			1,651	-201	0	0	-201
27	GATEWAY FUND - Y #1986	387628884	387628884	8/24/2011	7/10/2013	8,458			5,984	2,474	0	0	2,474
28	SHARES RUSSELL 2000 GROWTH	482376466	482376466	2/11/2013	7/10/2013	3,895			3,849	46	0	0	46
29	SHARES RUSSELL 2000 GROWTH	482376466	482376466	11/19/2012	2/7/2013	5,105			4,492	613	0	0	613
30	KALMAR GR/WL SM CAP INST #44	483438305	483438305	2/11/2012	7/10/2013	5,923			4,963	344	0	0	344
31	KEELEY SMALL CAP VAL FD C-1 #2251	4837300808	4837300808	12/17/2010	2/7/2013	4,253			6,912	-255	0	0	-255
32	KEELEY SMALL CAP VAL FD C-1 #2251	4837300808	4837300808	5/10/2012	12/3/2013	230			3,414	849	0	0	849
33	KEELEY SMALL CAP VAL FD C-1 #2251	4837300808	4837300808	12/17/2010	12/3/2013	338			153	77	0	0	77
34	LAUDIUS MONDRIAN FUND INST #20	5185506155	5185506155	10/20/2011	2/7/2013	896			222	118	0	0	118
35	LAUDIUS MONDRIAN FUND INST #20	5185506155	5185506155	10/20/2011	2/7/2013	191			738	-42	0	0	-42
36	MFS VALUE FUND-CLASS #893	552833198	552833198	5/10/2012	7/10/2013	920			212	-21	0	0	-21
37	MFS VALUE FUND-CLASS #893	552833198	552833198	2/11/2013	7/10/2013	3,019			738	182	0	0	182
38	MFS VALUE FUND-CLASS #893	552833198	552833198	5/15/2011	2/7/2013	2,241			2,760	299	0	0	299
39	MFS VALUE FUND-CLASS #893	552833198	552833198	5/25/2011	12/3/2013	1,153			1,709	452	0	0	452
40	OPPENHEIMER DEVELOPING ARTY #7	683974505	683974505	11/19/2012	2/7/2013	2,864			847	306	0	0	306
41	PIMCO TOTAL RET FUND-INST #235	693339700	693339700	8/10/2012	2/7/2013	22,156			22,968	-812	0	0	-812
42	PIMCO TOTAL RET FUND-INST #235	693339700	693339700	8/10/2012	2/7/2013	5,024			5,137	-113	0	0	-113
43	PIMCO TOTAL RET FUND-INST #235	693339700	693339700	8/10/2012	2/7/2013	1,893			2,026	-133	0	0	-133
44	PIMCO TOTAL RET FUND-INST #235	693339700	693339700	5/10/2012	2/7/2013	3,028			3,184	-165	0	0	-165
45	PIMCO TOTAL RET FUND-INST #235	693339700	693339700	10/20/2011	2/7/2013	627			618	9	0	0	9
46	PIMCO FOREIGN BD-USD HNINST #1	6933398882	6933398882	8/26/2011	2/7/2013	217			243	4	0	0	4
47	RIDGEWORTH SEEK HY BD-#5855	76281845	76281845	8/26/2011	2/7/2013	2,649			2,439	212	0	0	212
48	VANGUARD FUND EMERGING MARKET	922808553	922808553	11/19/2012	2/7/2013	2,744			3,197	-413	0	0	-413
49	VANGUARD RET VIFER	922808553	922808553	12/17/2010	2/7/2013	616			568	48	0	0	48
50	VANGUARD RET VIFER	922808553	922808553	12/17/2010	2/7/2013	137			105	32	0	0	32

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

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

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

	Date	Amount
1 Credit from prior year return	1	252
2 First quarter estimated tax payment	2	373
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	625

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	17,404
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,404