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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation SHAMAN CHARITABLE FOUNDATION			A Employer identification number 58-6433772	
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			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name Foreign province/state/county Foreign postal code				
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 580,622		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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	11,488	11,190		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,542			
	7 Gross sales price for all assets on line 6a 206,278				
	b Capital gain net income (from Part IV, line 2)		13,542		
	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	25,030	24,732	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,224	7,668		2,556
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,095			1,095
	c Other professional fees (attach schedule)	485			485
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	163	163		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	11,967	7,831	0	4,136
	25 Contributions, gifts, grants paid	22,000			22,000
26 Total expenses and disbursements. Add lines 24 and 25	33,967	7,831	0	26,136	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,937				
b Net investment income (if negative, enter -0-)		16,901			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,056	1,507	1,507
	2	Savings and temporary cash investments	23,157	23,550	23,550
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	500,812	492,231	555,566	
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)	525,025	517,288	580,623	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	525,025	517,288	
	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)	525,025	517,288		
31	Total liabilities and net assets/fund balances (see instructions)	525,025	517,288		

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)	1 525,025
2	Enter amount from Part I line 27a	2 -8,937
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 2,405
4	Add lines 1, 2, and 3	4 518,493
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 1,205
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 517,288

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) 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			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	13,542
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

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

(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	23,960	544,160	0.044031
2011	17,598	556,044	0.031649
2010	17,474	518,840	0.033679
2009	25,750	460,018	0.055976
2008	36,164	602,288	0.060044
2 Total of line 1, column (d)			2 0.225379
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 0.045076
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 565,769
5 Multiply line 4 by line 3			5 25,503
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 169
7 Add lines 5 and 6			7 25,672
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 26,136

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			169
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-)			0
3	Add lines 1 and 2			169
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-			169
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	362	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d			362
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			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			193
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 169 Refunded			24

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes" has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c) and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

5b	N/A	
6b		X
7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	10,224	

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	549,047
b	Average of monthly cash balances	1b	25,338
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	574,385
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	574,385
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,616
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	565,769
6	Minimum investment return. Enter 5% of line 5	6	28,288

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	28,288
2a	Tax on investment income for 2013 from Part VI, line 5	2a	169
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	169
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,119
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,119
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	28,119

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	26,136
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,136
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	169
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,967

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				28,119
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			10,709	
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 ▶ \$ 26,136				
a Applied to 2012, but not more than line 2a			10,709	
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				15,427
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				12,692
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	22,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	11,488	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	13,542	
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		25,030	0
13	Total. Add line 12, columns (b), (d), and (e)				13	25,030

(See worksheet in line 13 instructions to verify calculations)

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

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

- | | | |
|---|---|----|
| 1 | <p>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?</p> | 1a |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p> | 1a |
| | <p>(1) Cash</p> | 1a |
| | <p>(2) Other assets</p> | 1a |
| b | <p>Other transactions</p> | 1b |
| | <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b |
| | <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b |
| | <p>(3) Rental of facilities, equipment, or other assets</p> | 1b |
| | <p>(4) Reimbursement arrangements</p> | 1b |
| | <p>(5) Loans or loan guarantees</p> | 1b |
| | <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1b |
| d | <p>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.</p> | 1b |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Opkin N. Suleta SVP Wells Fargo Bank N A
Signature of officer or trustee

4/18/2014
Date

SVP Wells Fargo Bank 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

JOSEPH J CASTRIANO

Preparer's signature

John

Date

4/18/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

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

Firm's EIN ► 13-4008324

Phone no	412-355-6000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION INC

Street

3939 Campbell Avenue

City

ARLINGTON

State

VA

Zip Code

22206

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

TOP BANANA HOME DELIVERED GROCERIES INC

Street

14100 Brandywine Rd

City

BRANDYWINE

State

MD

Zip Code

20613

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

HEALTHY AGING PROGRAMS FOR FRAIL AND VULNERABLE ARTS FOR THE AGING

Street

12320 PARKLAWN DR

City

ROCKVILLE

State

MD

Zip Code

20850

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SENIOR CONNECTION OF MONTGOMERY COUNTY, INC

Street

3950 Ferrara Dr

City

SILVER SPRING

State

MD

Zip Code

20906

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

THE SUPPORT CENTER FAMILY SERVICES INC

Street

1010 GRANDIN AVENUE

City

ROCKVILLE

State

MD

Zip Code

20851

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

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

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

Check "X" to include in Part IV	Long Term CG Distributions Short Term CG Distributions	Amount	CUSIP #	Description	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss	
										Capital Gains/Losses		Other Sales		
										Gross Sales	Price			
Capital Gains/Losses														
Other sales														
Cost, Other Basis and Expenses														
Expense of Sale and Cost of Improvements														
Depreciation														
Adjustments														
Net Gain or Loss														
1	X		04314H204	ARTISAN INTERNATIONAL FU			8/26/2011		11/21/2013	2,507	1,739		768	
2	X		00203H859	AOR MANAGED FUTURES ST			7/12/2013		10/9/2013	5,363	5,564		-191	
3	X		04314H204	ARTISAN INTERNATIONAL FU			8/26/2011		7/10/2013	2,069	1,596		473	
4	X		04314H600	ARTISAN MID CAP FUND-INS			7/12/2013		10/9/2013	1,595	1,533		62	
5	X		04314H600	ARTISAN MID CAP FUND-INS			4/10/2012		10/9/2013	216	175		41	
6	X		22544R305	CREDIT SUISSE COMM RET S			8/26/2011		10/9/2013	5,095	6,528		-1,433	
7	X		25264S833	DIAMOND HILL LONG-SHORT			10/20/2011		7/10/2013	4,418	3,456		962	
8	X		256206103	DODGE & COX INTL STOCK F			7/26/2006		10/9/2013	2,269	2,366		-97	
9	X		256206103	DODGE & COX INTL STOCK F			7/26/2006		10/9/2013	1,762	1,707		55	
10	X		603339082	PIMCO FOREIGN BD FD USD			12/12/2012		2/7/2013	508	517		-9	
11	X		603339082	PIMCO FOREIGN BD FD USD			8/26/2011		2/7/2013	482	475		7	
12	X		76628T645	RIDGEWORTH SEIX HY BD I #			5/23/2011		11/21/2013	4,239	3,898		341	
13	X		78463X863	SPDR DJ WILSHIRE INTERNA			12/17/2010		10/9/2013	591	555		36	
14	X		922042858	VANGUARD FTSE EMERGING			11/19/2010		2/7/2013	4,014	4,617		-603	
15	X		922008553	VANGUARD REIT VIPER			12/17/2010		2/7/2013	886	812		74	
16	X		51855Q655	LAUDUS MONDRIAN INTL FII			2/14/2012		7/10/2013	68	52		16	
17	X		552983694	MFS VALUE FUND-CLASS I #B			5/10/2012		11/21/2013	1,186	1,257		-71	
18	X		46428T200	ISHARES CORE S & P 500 ETF			8/8/2012		7/10/2013	1,319	1,058		261	
19	X		46428T648	ISHARES RUSSELL 2000 GRO			11/19/2012		2/7/2013	724	562		162	
20	X		46428T648	ISHARES RUSSELL 2000 GRO			12/19/2012		2/7/2013	7,760	6,828		932	
21	X		48343B305	KALMAR GR W VAL SW CAP			12/17/2010		11/21/2013	7,045	6,580		465	
22	X		487300808	KEELEY SMALL CAP VAL FD			12/17/2010		11/21/2013	1,323	1,019		304	
23	X		487300808	KEELEY SMALL CAP VAL FD			5/10/2012		11/21/2013	5,844	4,760		1,084	
24	X		487300808	KEELEY SMALL CAP VAL FD			12/17/2010		11/21/2013	346	230		116	
25	X		552983694	MFS VALUE FUND-CLASS I #B			2/11/2013		7/10/2013	262	172		90	
26	X		552983694	MFS VALUE FUND-CLASS I #B			5/25/2011		7/10/2013	4,740	4,278		462	
27	X		552983694	MFS VALUE FUND-CLASS I #B			5/25/2011		11/21/2013	2,908	2,322		596	
28	X		552983694	MFS VALUE FUND-CLASS I #B			5/25/2011		11/21/2013	1,626	1,185		441	
29	X		683974505	OPPENHEIMER DEVELOPING			11/19/2012		10/9/2013	4,186	3,982		204	
30	X		693390700	PIMCO TOTAL RET FD-INST #			8/10/2012		2/7/2013	30,918	32,051		-1,133	
31	X		693390700	PIMCO TOTAL RET FD-INST #			8/10/2012		7/10/2013	5,651	5,777		-126	
32	X		693390700	PIMCO TOTAL RET FD-INST #			8/10/2012		7/10/2013	3,026	3,244		-218	
33	X		693390882	PIMCO FOREIGN BD FD USD			5/10/2012		7/10/2013	4,070	4,291		-221	
34	X		256206103	DODGE & COX INTL STOCK F			10/20/2011		11/21/2013	1,211	1,193		18	
35	X		256206103	DODGE & COX INTL STOCK F			7/26/2006		11/21/2013	1,103	1,009		94	
36	X		261980494	DREYFUS EMG MKT DEBT LO			2/11/2013		7/10/2013	7,749	8,003		-254	
37	X		261980494	DREYFUS EMG MKT DEBT LO			8/26/2011		2/7/2013	3,087	3,030		57	
38	X		261980494	DREYFUS EMG MKT DEBT LO			2/4/2011		2/7/2013	429	401		28	
39	X		261980494	DREYFUS EMG MKT DEBT LO			8/10/2012		10/9/2013	150	153		-3	
40	X		261980494	DREYFUS EMG MKT DEBT LO			12/17/2010		10/9/2013	8,176	8,464		-288	
41	X		339128100	JP MORGAN MID CAP VALUE			2/11/2013		11/21/2013	106	107		1	
42	X		339128100	JP MORGAN MID CAP VALUE			2/11/2013		11/21/2013	1,133	1,021		112	
43	X		339128100	JP MORGAN MID CAP VALUE			12/17/2010		11/21/2013	62	51		11	
44	X		367829884	GATEWAY FUND - Y #1988			8/10/2012		7/10/2013	659	430		229	
45	X		411511504	HARBOR CAPITAL APFCTION			2/11/2013		7/10/2013	14,035	13,720		315	
46	X		411511504	HARBOR CAPITAL APFCTION			5/25/2011		7/10/2013	5,744	5,676		68	
47	X		411511504	HARBOR CAPITAL APFCTION			5/25/2011		7/10/2013	10,660	9,846		814	
48	X		411511504	HARBOR CAPITAL APFCTION			11/19/2012		10/9/2013	665	537		128	
49	X		411511504	HARBOR CAPITAL APFCTION			5/25/2011		11/21/2013	1,981	1,519		462	
50	X		411511504	HARBOR CAPITAL APFCTION			11/19/2012		11/21/2013	966	719		247	
51	X		448108100	HUSSMAN STRATEGIC GROV			5/25/2011		11/21/2013	1,194	840		354	
52	X		448108100	HUSSMAN STRATEGIC GROV			10/20/2011		2/7/2013	8,237	9,975		-1,738	
53	X		46428T200	ISHARES CORE S & P 500 ETF			2/14/2012		2/7/2013	2,034	2,317		-283	
54	X		46428T200	ISHARES CORE S & P 500 ETF			8/8/2012		7/10/2013	608	582		26	
55	X		46428T200	ISHARES CORE S & P 500 ETF			10/20/2011		7/10/2013	332	244		88	
56	X		46428T200	ISHARES CORE S & P 500 ETF			8/24/2011		7/10/2013	10,940	7,743		3,197	
Totals											206,278			13,542
Capital Gains/Losses											192,736			0
Other sales											0			0
Cost, Other Basis and Expenses														
Expense of Sale and Cost of Improvements														
Depreciation														
Adjustments														
Net Gain or Loss														

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

		1,095	0	0	1,095
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,095			1,095

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

		485	0	0	485
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEE	485			485

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

		163	163	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	163	163		

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	555,566
2	ARTISAN INTERNATIONAL FUND 661		0	17,772	26,476
3	DODGE & COX INCOME FD COM 147		0	38,226	40,273
4	HARBOR CAPITAL APRCTION-INST 2012		0	26,139	39,711
5	MERGER FD SH BEN INT 260		0	16,584	16,725
6	PIMCO TOTAL RET FD-INST 35		0	38,832	39,735
7	PIMCO FOREIGN BD FD USD H-INST 103		0	10,984	11,223
8	T ROWE PRICE SHORT TERM BD FD 55		0	28,893	28,725
9	ARTISAN MID CAP FUND-INSTL 1333		0	18,167	22,639
10	FID ADV EMER MKTS INC- CL I 607		0	8,619	8,473
11	ISHARES S & P 500 INDEX FUND		0	7,433	10,582
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	12,815	11,269
13	EATON VANCE GLOBAL MACRO - I		0	5,560	5,428
14	DODGE & COX INT'L STOCK FD 1048		0	20,061	26,243
15	MFS VALUE FUND-CLASS I 893		0	17,995	26,069
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	20,091	19,626
17	DRIEHAUS ACTIVE INCOME FUND		0	28,518	28,888
18	JP MORGAN MID CAP VALUE-I 758		0	9,820	14,670
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	16,664	16,562
20	VANGUARD REIT VIPER		0	16,033	19,626
21	VANGUARD EMERGING MARKETS ETF		0	20,207	18,966
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	17,667	19,222
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	17,367	19,323
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	8,875	11,984
25	RIDGEWORTH SEIX HY BD-I 5855		0	27,221	28,062
26	KALMAR GR W/VAL SM CAP-INS #4		0	8,522	11,254
27	CREDIT SUISSE COMM RT ST-CO 2156		0	25,911	22,547
28	KEELEY SMALL CAP VAL FD CL I 2251		0	7,255	11,265

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

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

1	COST BASIS ADJUSTMENT	1	22
2	MUTUAL FUND & CTF INCOME ADDITION	2	1,775
3	FEDERAL EXCISE TAX REFUND	3	608
4	Total	4	2,405

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,002
2	PY RETURN OF CAPITAL ADJUSTMENT	2	203
3	Total	3	1,205

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

Long Term CG Distributions		Short Term CG Distributions		Amount		5.901		0		200.377		0		192.736		7.641		0		0		7.64	
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Can or Loss		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	ARTISAN INTERNATIONAL FUND #661	04314H204	04314H204	8/26/2011	11/21/2013	2,507	1,739	768	0	1,739	0	0	0	0	0	0	0	0	0	0	0	768	
2	AQR MANAGED FUTURES STR I #15213	00202H3659	00202H3659	8/26/2011	10/9/2013	5,363	5,554	191	0	5,554	0	0	0	0	0	0	0	0	0	0	0	-191	
3	ARTISAN INTERNATIONAL FUND #661	04314H204	04314H204	8/26/2011	7/10/2013	2,069	1,508	473	0	1,508	0	0	0	0	0	0	0	0	0	0	0	473	
4	ARTISAN MID CAP FUND INS #1333	04314H600	04314H600	8/26/2011	10/9/2013	1,585	1,533	62	0	1,533	0	0	0	0	0	0	0	0	0	0	0	62	
5	ARTISAN MID CAP FUND INS #1333	04314H600	04314H600	8/26/2011	10/9/2013	216	475	41	0	475	0	0	0	0	0	0	0	0	0	0	0	41	
6	CREDIT SUISSE COMM RET ST #12156	22544R305	22544R305	8/26/2011	10/9/2013	5,095	6,528	1,433	0	6,528	0	0	0	0	0	0	0	0	0	0	0	1,433	
7	DIAMOND HILL LONG-SHORT FD CL I #25465	8343	8343	10/20/2011	7/10/2013	4,418	982	3,436	0	982	0	0	0	0	0	0	0	0	0	0	0	982	
8	DODGE & COX INTL STOCK FD #1048	256206103	256206103	7/26/2008	10/9/2013	2,269	2,366	97	0	2,366	0	0	0	0	0	0	0	0	0	0	0	97	
9	DODGE & COX INTL STOCK FD #1048	256206103	256206103	7/26/2008	10/9/2013	1,762	1,707	55	0	1,707	0	0	0	0	0	0	0	0	0	0	0	55	
10	PIMCO FOREIGN BD FD USD-H INST #1	693190842	693190842	12/1/2012	2/7/2013	508	517	9	0	517	0	0	0	0	0	0	0	0	0	0	0	9	
11	PIMCO FOREIGN BD FD USD-H INST #1	693190842	693190842	8/26/2011	2/7/2013	482	475	7	0	475	0	0	0	0	0	0	0	0	0	0	0	7	
12	RIDGECREST SEIX HY BDI #5855	708201845	708201845	5/3/2011	11/21/2013	4,239	3,898	341	0	3,898	0	0	0	0	0	0	0	0	0	0	0	341	
13	SPDR DJ WILSHIRE INTERNATIONAL INTL	70463X063	70463X063	5/3/2011	11/21/2013	4,014	4,817	-603	0	4,817	0	0	0	0	0	0	0	0	0	0	0	-603	
14	SPDR DJ WILSHIRE INTERNATIONAL INTL	70463X063	70463X063	12/17/2010	10/9/2013	886	784	102	0	784	0	0	0	0	0	0	0	0	0	0	0	102	
15	VANGUARD REIT VPER	922042848	922042848	11/19/2012	2/7/2013	1,186	1,321	135	0	1,321	0	0	0	0	0	0	0	0	0	0	0	135	
16	LAODUS MORGAN INS	322806953	322806953	12/17/2010	7/7/2013	88	88	0	0	88	0	0	0	0	0	0	0	0	0	0	0	0	
17	LAODUS MORGAN INS	322806953	322806953	2/14/2012	7/7/2013	1,186	1,186	0	0	1,186	0	0	0	0	0	0	0	0	0	0	0	0	
18	ISARES CORE S P 500 ETF	464287200	464287200	8/27/2011	11/21/2013	724	724	0	0	724	0	0	0	0	0	0	0	0	0	0	0	0	
19	ISARES CORE S P 500 ETF	464287200	464287200	11/19/2012	7/7/2013	7,760	6,828	932	0	6,828	0	0	0	0	0	0	0	0	0	0	0	932	
20	ISARES RUSSELL 2000 GROWTH	364287648	364287648	12/19/2012	7/7/2013	7,045	7,045	0	0	7,045	0	0	0	0	0	0	0	0	0	0	0	0	
21	KALMAR GR W VAL SW CAP INS #1	383438305	383438305	12/11/2013	11/21/2013	1,323	1,019	304	0	1,019	0	0	0	0	0	0	0	0	0	0	0	304	
22	KEELEY SMALL CAP VAL FD CL I #2251	487300808	487300808	2/11/2010	2/7/2013	5,944	230	348	0	230	0	0	0	0	0	0	0	0	0	0	0	116	
23	KEELEY SMALL CAP VAL FD CL I #2251	487300808	487300808	5/10/2012	11/21/2013	282	172	90	0	172	0	0	0	0	0	0	0	0	0	0	0	90	
24	KEELEY SMALL CAP VAL FD CL I #2251	487300808	487300808	2/11/2013	11/21/2013	2,322	4,278	462	0	4,278	0	0	0	0	0	0	0	0	0	0	0	462	
25	KEELEY SMALL CAP VAL FD CL I #2251	487300808	487300808	5/25/2011	7/10/2013	2,908	506	506	0	506	0	0	0	0	0	0	0	0	0	0	0	0	
26	MFS VALUE FUND-CLASS I #603	552983694	552983694	5/25/2011	11/21/2013	1,028	1,185	441	0	1,185	0	0	0	0	0	0	0	0	0	0	0	441	
27	MFS VALUE FUND-CLASS I #603	552983694	552983694	5/25/2011	11/21/2013	1,028	1,185	441	0	1,185	0	0	0	0	0	0	0	0	0	0	0	441	
28	OPPENHEIMER DEVELOPING MKT-Y #7	683974505	683974505	8/10/2012	10/20/2013	3,918	3,918	0	0	3,918	0	0	0	0	0	0	0	0	0	0	0	0	
29	PIMCO TOTAL RET FD INST #35	693390700	693390700	8/10/2012	2/7/2013	5,651	32,051	-1,133	0	32,051	0	0	0	0	0	0	0	0	0	0	0	-1,133	
30	PIMCO TOTAL RET FD INST #35	693390700	693390700	8/10/2012	7/10/2013	3,028	3,244	-218	0	3,244	0	0	0	0	0	0	0	0	0	0	0	-218	
31	PIMCO TOTAL RET FD INST #35	693390700	693390700	8/10/2012	7/10/2013	1,211	4,291	-321	0	4,291	0	0	0	0	0	0	0	0	0	0	0	-321	
32	PIMCO TOTAL RET FD INST #35	693390700	693390700	7/26/2008	11/21/2013	1,103	1,009	94	0	1,009	0	0	0	0	0	0	0	0	0	0	0	94	
33	PIMCO FOREIGN BD FD USD-H INST #1	256206103	256206103	10/20/2011	2/7/2013	1,103	1,103	0	0	1,103	0	0	0	0	0	0	0	0	0	0	0	0	
34	PIMCO FOREIGN BD FD USD-H INST #1	256206103	256206103	7/26/2008	11/21/2013	1,103	1,103	0	0	1,103	0	0	0	0	0	0	0	0	0	0	0	0	
35	DODGE & COX INTL STOCK FD #1048	256206103	256206103	7/26/2008	11/21/2013	1,103	1,103	0	0	1,103	0	0	0	0	0	0	0	0	0	0	0	0	
36	DODGE & COX INCOME FD COM #147	256210105	256210105	2/11/2013	7/10/2013	3,087	7,748	-254	0	7,748	0	0	0	0	0	0	0	0	0	0	0	-254	
37	DIREXYS ENG MKT DEBT LOC C-I #606	261980494	261980494	8/26/2011	2/7/2013	3,087	3,030	57	0	3,030	0	0	0	0	0	0	0	0	0	0	0	57	
38	DIREXYS ENG MKT DEBT LOC C-I #606	261980494	261980494	2/4/2011	2/7/2013	1,50	401	28	0	401	0	0	0	0	0	0	0	0	0	0	0	28	
39	DIREXYS ENG MKT DEBT LOC C-I #606	261980494	261980494	8/10/2012	10/20/2013	1,50	153	-3	0	153	0	0	0	0	0	0	0	0	0	0	0	-3	
40	DIREXYS ENG MKT DEBT LOC C-I #606	261980494	261980494	12/17/2010	10/20/2013	106	8,464	-286	0	8,464	0	0	0	0	0	0	0	0	0	0	0	-286	
41	DIREXYS ENG MKT DEBT LOC C-I #606	261980494	261980494	2/11/2013	11/21/2013	1,133	1,133	0	0	1,133	0	0	0	0	0	0	0	0	0	0	0	0	
42	JP MORGAN MID CAP VALUE-I #758	339128100	339128100	2/11/2013	11/21/2013	64	107	112	0	107	0	0	0	0	0	0	0	0	0	0	0	112	
43	JP MORGAN MID CAP VALUE-I #758	339128100	339128100	12/17/2010	11/21/2013	64	51	11	0	51	0	0	0	0	0	0	0	0	0	0	0	11	
44	JP MORGAN MID CAP VALUE-I #758	339128100	339128100	12/17/2010	11/21/2013	64	51	11	0	51	0	0	0	0	0	0	0	0	0	0	0	11	
45	GATEWAY FUND - Y #1066	307628684	307628684	8/10/2012	11/21/2013	5,744	430	229	0	430	0	0	0	0	0	0	0	0	0	0	0	229	
46	GATEWAY FUND - Y #1066	307628684	307628684	2/11/2013	11/21/2013	5,744	430	229	0	430	0	0	0	0	0	0	0	0	0	0	0	229	
47	HARBOR CAPITAL APRECTION INST #20	411511504	411511504	7/26/2013	11/21/2013	10,895	9,955	939	0	9,955	0	0	0	0	0	0	0	0	0	0	0	939	
48	HARBOR CAPITAL APRECTION INST #20	411511504	411511504	5/25/2011	10/9/2013	1,381	531	850	0	531	0	0	0	0	0	0	0	0	0	0	0	850	
49	HARBOR CAPITAL APRECTION INST #20	411511504	411511504	11/19/2012	11/21/2013	986	719	267	0	719	0	0	0	0	0	0	0	0	0	0	0	267	
50	HARBOR CAPITAL APRECTION INST #20	411511504	411511504	5/25/2011	11/21/2013	1,194	840	354	0	840	0	0	0	0	0	0	0	0	0	0	0	354	
51	HARBOR CAPITAL APRECTION INST #20	411511504	411511504	10/20/2011	11/21/2013	8,237	9,975	1,738	0	9,975	0	0	0	0	0	0	0	0	0	0	0	1,738	
52	HUSSMAN STRATEGIC GROWTH FUND	464287200	464287200	2/11/2012	2/7/2013	2,034	2,317	283	0	2,317	0	0	0	0	0	0	0	0	0	0	0	283	
53	HUSSMAN STRATEGIC GROWTH FUND	464287200	464287200	8/8/2012	2/7/2013	608	562	46	0	562	0	0	0	0	0	0	0	0	0	0	0	46	
54	ISHARES CORE S & P 500 ETF	464287200	464287200	10/20/2011	7/10/2013	7,743	7,743	0	0	7,743	0	0	0	0	0	0	0	0	0	0	0	0	
55	ISHARES CORE S & P 500 ETF	464287200	464287200	8/24/2011	7/10/2013	10,940	3,197	88	0	3,197	0	0	0	0	0	0	0	0	0	0	0	88	

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

	Date	Amount
1 Credit from prior year return	1	362
2 First quarter estimated tax payment	2	
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	362

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	10,709
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	10,709