Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation ROBERT LEE AND THOMAS M CHASTAIN	**A Employer identification number** 59-6171294
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	**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,853,770

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	87,061	85,412		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	96,450			
	b	Gross sales price for all assets on line 6a 760,228				
	7	Capital gain net income (from Part IV, line 2)		96,450		
	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	183,511	181,862	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	34,046	25,535		8,511
	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				
	18	Taxes (attach schedule) (see instructions)	2,523	1,585		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	567	567		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,736	27,687	0	9,111
	25	Contributions, gifts, grants paid	172,600			172,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	210,336	27,687	0	181,711
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-26,825			
	b	**Net investment income** (if negative, enter -0-)		154,175		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

Form **990-PF** (2013)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash—non-interest-bearing	3,180	209	209
	2		Savings and temporary cash investments	107,883	111,887	111,887
	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)	2,035,655		
	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)	1,138,779	3,150,525	3,741,672
	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)	3,285,497	3,262,621	3,853,768
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27		Capital stock, trust principal, or current funds	3,285,497	3,262,621	
	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)	3,285,497	3,262,621	
	31		**Total liabilities and net assets/fund balances** (see instructions)	3,285,497	3,262,621	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	3,285,497
2	Enter amount from Part I, line 27a	2	-26,825
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	15,601
4	Add lines 1, 2, and 3	4	3,274,273
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	11,652
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,262,621

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	96,450
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	210,095	3,557,932	0 059050
2011	209,701	3,636,034	0 057673
2010	166,340	3,475,837	0 047856
2009	122,000	3,159,398	0 038615
2008	198,263	3,762,766	0 052691

2	**Total** of line 1, column (d)	2	0 255885
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 051177
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,727,109
5	Multiply line 4 by line 3	5	190,742
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,542
7	Add lines 5 and 6	7	192,284
8	Enter qualifying distributions from Part XII, line 4	8	181,711

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,084
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,084
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,084
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,195		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,195
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,889
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax ▶** **Refunded ▶**	11	0

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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, I	TRUSTEE 4 00	34,046		

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	3,693,237
b	Average of monthly cash balances	1b	90,630
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,783,867
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	3,783,867
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	56,758
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,727,109
6	**Minimum investment return.** Enter 5% of line 5	6	186,355

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	186,355
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,084		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,084
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	183,271
4	Recoveries of amounts treated as qualifying distributions			4	5,000
5	Add lines 3 and 4			5	188,271
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	188,271

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	181,711
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	181,711
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	181,711

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				188,271
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			0	
b	Total for prior years: 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 10,135				
b	From 2009				
c	From 2010				
d	From 2011 30,797				
e	From 2012 34,588				
f	**Total** of lines 3a through e	75,520			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 181,711				
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				181,711
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).)*	6,560			6,560
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	68,960			
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				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)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	3,575			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	65,385			
10	Analysis of line 9.				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011 30,797				
d	Excess from 2012 34,588				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	172,600
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	87,061	
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	96,450	
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		183,511	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 183,511

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

[signature] SVP Wells Fargo Bank N A. | 4/25/2014 | SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO	[signature]	4/25/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
HOPE RURAL SCHOOL INC	15929 SW 150TH ST	INDIANTOWN	FL	34956		NONE	PC	GENERAL SUPPORT GRANT	5,000
ANN NORTON SCULPTURE GARDENS	2530 BARCELONA ROAD	WEST PALM BEACH	FL	33401		NONE	PC	GENERAL SUPPORT GRANT	5,000
PALM BEACH DRAMA WORKS	322 BANYAN BLVD	WEST PALM BEACH	FL	33401		NONE	PC	GENERAL SUPPORT GRANT	11,000
CHRISTIANS REACHING OUT TO SOCIETY	301 FIRST AVENUE SOUTH	LAKE WORTH	FL	33460		NONE	PC	GENERAL SUPPORT GRANT	5,000
MEALS ON WHEELS OF THE PALM BEACHES	1300 S OLIVE AVE	WEST PALM BEACH	FL	33401		NONE	PC	GENERAL SUPPORT GRANT	10,000
EASTER SEALS OF FLORIDA	2010 MIZELL AVE	WINTER PARK	FL	32792		NONE	PC	GENERAL SUPPORT GRANT	11,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
NORTON MUSEUM OF ART	301 CHILEAN AVE	PALM BEACH	FL	33480		NONE	PC	GENERAL SUPPORT GRANT	20,000
HOMELESS COALITION OF PALM BEACH COUNTY	2100 PALM BEACH LAKES BLVD	PALM BEACH	FL	33409		NONE	PC	GENERAL SUPPORT GRANT	3,380
PINE JOB ENVIRONMENTAL EDUCATION CENTER	301 CHILEAN AVE	PALM BEACH	FL	33480		NONE	PC	GENERAL SUPPORT GRANT	16,900
THE KRAVIS CENTER	403 S SAPODINA AVE #416	WEST PALM BEACH	FL	33401		NONE	PC	GENERAL SUPPORT GRANT	31,900
BEST FOOT FORWARD FOUNDATION	9775 SW 40TH TERRACE	OCALA	FL	34476		NONE	PC	GENERAL SUPPORT GRANT	2,450
THE HARID CONSERVATORY	2285 POTAMAC RD	BOCA RATON	FL	33431		NONE	PC	GENERAL SUPPORT GRANT	10,000

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

Recipient(s) paid during the year

Name				
PLANNED PARENTHOOD OF PALM BEACHES				
Street				
2300 W FLORIDA MANGO RD				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BEACH		FL	33409	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
MENTAL HEALTH ASSOCIATION OF PALM BEACH COUNTY				
Street				
909 FERN ST				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BEACH		FL	33401	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,380

Name				
FEEDING SOUTH FLORIDA INC				
Street				
426 CLAREMORE DRIVE				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BEACH		FL	33401	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,380

Name				
WEST PALM BEACH LIBRARY FOUNDATION				
Street				
PO BOX 115				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BRACH		FL	33402	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
AID TO VICTIMS OF DOMESTIC ABUSE INC				
Street				
P O BOX 6161				
City		**State**	**Zip Code**	**Foreign Country**
DELRAY BEACH		FL	33482	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,450

Name				
ARTHRITIS FOUNDATION FLORIDA CHAPTER				
Street				
410 12TH STREET WEST				
City		**State**	**Zip Code**	**Foreign Country**
BRADENTON		FL	34205	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,380

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

Recipient(s) paid during the year

Name	EDUCATION FOUNDATION OF PALM BEACH COUNTY
Street	3300 FOREST HILL BLVD
City	WEST PALM BEACH
State	FL
Zip Code	33406
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	3,380

Name	PACE CENTER FOR GIRLS INC
Street	ONE WEST ADAMS STREET, SUITE 301
City	JACKSONVILLE
State	FL
Zip Code	32202
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	5,000

Name	PALM BEACH COUNTY PAL INC
Street	3228 GUN CLUB RD
City	WEST PALM BEACH
State	FL
Zip Code	33406-3001
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	5,000

Name	CARIDAD CENTER
Street	W BOYNTON BEACH BLVD
City	BOYNTON BEACH
State	FL
Zip Code	33472
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	5,000

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

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

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

	Amount
Long Term CG Distributions	25,641
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	760,228	663,778	96,450
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	COSTCO WHOLESALE CORP	22160K105			10/17/2011		6/19/2013	11,067	8,223				0	2,844
2	X	DIAMOND HILL LONG-SHORT	25264S833			4/20/2012		12/11/2013	62,015	50,000				0	12,015
3	X	EII INTERNATIONAL PROPER	26852M105			12/17/2010		12/11/2013	10,000	9,137				0	863
4	X	EXXON MOBIL CORPORATION	30231G102			9/22/1986		7/8/2013	14,856	1,347				0	13,509
5	X	EXXON MOBIL CORPORATION	30231G102			8/5/2010		7/8/2013	4,614	3,110				0	1,504
6	X	HONEYWELL INTERNATIONAL	438516106			12/20/2010		1/16/2013	9,993	7,948				0	2,045
7	X	ING REAL ESTATE FUND CL-I	44981V706			12/17/2010		12/11/2013	10,000	8,041				0	1,959
8	X	INTEL CORP	458140100			11/29/2007		6/19/2013	14,343	15,076				0	-733
9	X	ACADIAN EMERGING MARKET	00758M162			12/17/2010		6/11/2013	91,269	100,000				0	-8,731
10	X	BRISTOL MYERS SQUIBB CO	110122108			6/11/2008		2/25/2013	4,583	2,502				0	2,081
11	X	BRISTOL MYERS SQUIBB CO	110122108			6/11/2008		6/19/2013	13,857	6,006				0	7,851
12	X	CARDINAL HEALTH INC COM	14149Y108			3/23/2010		1/16/2013	15,271	12,666				0	2,605
13	X	CENTURYLINK, INC	156700106			3/11/2009		1/16/2013	13,515	8,572				0	4,943
14	X	CENTURYLINK, INC	156700106			10/14/2010		1/16/2013	1,106	1,120				0	-14
15	X	CONOCOPHILLIPS	20825C104			3/20/2007		6/19/2013	11,639	9,574				0	2,065
16	X	COSTCO WHOLESALE CORP	22160K105			10/17/2011		2/25/2013	6,052	4,934				0	1,118
17	X	INTUIT COM	461202103			12/22/2011		1/16/2013	15,710	13,305				0	2,405
18	X	ISHARES GOLD TRUST	464285105			10/21/2011		12/11/2013	18,997	25,007				0	-6,010
19	X	ISHARES GOLD TRUST	464285105			2/7/2012		12/11/2013	13,180	18,314				0	-5,134
20	X	ISHARES GOLD TRUST	464285105			3/30/2012		12/11/2013	19,326	25,781				0	-6,455
21	X	ISHARES RUSSELL 2000 VALU	464287630			9/21/2009		12/11/2013	15,942	9,666				0	6,276
22	X	ISHARES RUSSELL 2000 GRO	464287648			9/21/2009		12/11/2013	18,803	9,764				0	9,039
23	X	JOHNSON & JOHNSON	478160104			9/30/1998		11/14/2013	15,951	6,747				0	9,204
24	X	JOHNSON CONTROLS INC	478366107			2/20/2013		11/14/2013	3,681	2,400				0	1,281
25	X	MEADWESTVACO CORP	583334107			2/16/2011		2/20/2013	17,328	13,518				0	3,810
26	X	PIMCO TOTAL RETN FD II INS	693390551			9/16/2008		12/11/2013	50,000	49,561				0	439
27	X	PIMCO EMERGING LOCAL BO	72201F516			10/26/2011		12/11/2013	100,000	110,782				0	-10,782
28	X	POWERSHARES DB COMMOD	73935S105			2/7/2012		12/11/2013	32,831	32,219				0	612
29	X	POWERSHARES DB COMMOD	73935S105			3/30/2012		12/11/2013	30,649	30,409				0	240
30	X	PROCTER & GAMBLE CO	742718109			1/3/2003		6/19/2013	17,178	9,566				0	7,612
31	X	PUBLIC SVC ENTERPRISE GR	744573106			9/12/2011		1/16/2013	11,554	12,493				0	-939
32	X	QUALCOMM INC	747525103			5/27/2011		1/16/2013	12,942	11,537				0	1,405
33	X	THERMO FISHER SCIENTIFIC	883556102			12/19/2012		7/8/2013	4,294	3,251				0	1,043
34	X	UNION PACIFIC CORP	907818108			11/1/2012		7/8/2013	3,109	2,467				0	642
35	X	UNITED TECHNOLOGIES COR	913017109			8/16/2006		11/14/2013	21,395	12,082				0	9,313
36	X	ACCENTURE PLC	G1151C101			9/12/2011		1/16/2013	17,537	12,370				0	5,167
37	X	SECTION 1256 LOSS								3,532					-3,532
38	X	ST GAIN FROM PARTNERSHIP								29					-29
39	X	LT GAIN FROM PARTNERSHIP								722					-722

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,523	1,585	0	0
	Description				
1	FOREIGN TAXES PAID	1,585	1,585		
2	ESTIMATED EXCISE TAXES PAID	938			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		567	567	0	0
1	ADR FEES	12	12		
2	Partnership Expenses	555	555		

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

			2,035,655	0	0	0
	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1			2,035,655			

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
			1,138,779	3,150,525	3,741,672
1			1,138,779	0	
2	WALT DISNEY CO		0	20,043	34,380
3	E M C CORP MASS		0	13,744	13,832
4	ECOLAB INC		0	13,242	24,503
5	FPA NEW INCOME FUND 78		0	100,000	97,254
6	GENERAL ELECTRIC CO		0	11,505	21,022
7	GILEAD SCIENCES INC		0	13,123	49,566
8	HOME DEPOT INC		0	9,992	32,936
9	INTERNATIONAL BUSINESS MACHS CORI		0	7,117	17,069
10	JOHNSON CONTROLS INC		0	14,877	23,854
11	MICROSOFT CORP		0	11,484	17,470
12	NATIONAL OILWELL INC COM		0	18,232	19,882
13	ORACLE CORPORATION		0	14,120	19,130
14	PIMCO TOTAL RETN FD II INST 153		0	500,529	501,514
15	CISCO SYSTEMS INC		0	25,229	25,458
16	CUMMINS INC		0	13,238	14,097
17	DIAGEO PLC - ADR		0	17,873	19,863
18	THERMO FISHER SCIENTIFIC INC		0	14,629	25,054
19	TOTAL FINA ELF S A ADR		0	11,501	15,318
20	TWEEDY BROWNE FD GLOBAL VALUE 1		0	120,499	143,585
21	UNION PACIFIC CORP		0	20,904	28,560
22	COCA COLA CO		0	13,625	17,350
23	MCKESSON CORP		0	12,782	20,175
24	GOLDMAN SACHS GROUP INC		0	14,134	17,726
25	HSBC - ADR		0	19,232	19,571
26	TARGET CORP		0	12,091	14,236
27	UNITEDHEALTH GROUP INC		0	11,557	24,472
28	ARTIO GLOBAL HIGH INCOME-I 1525		0	89,853	98,745
29	FID ADV EMER MKTS INC- CL I 607		0	70,000	69,582
30	COACH INC		0	12,250	11,226
31	ISHARES RUSSELL 2000 VALUE INDEX FD		0	43,410	74,625
32	ISHARES RUSSELL 2000 GROWTH		0	40,124	81,306
33	JPMORGAN CHASE & CO		0	19,603	29,825
34	US BANCORP DEL NEW		0	12,592	16,160
35	ANHEUSER-BUSCH INBEV SPN ADR		0	13,435	23,954
36	PERKINS MID CAP VALUE F/C I 1167		0	61,983	75,412
37	EATON VANCE GLOBAL MACRO - I		0	64,790	59,634
38	CHEVRON CORP		0	20,728	28,105
39	ABERDEEN EMERG MARKETS-INST 840		0	200,000	200,277
40	3M CO		0	18,069	25,946
41	BERSHIRE HATHAWAY INC		0	24,495	34,382
42	PIMCO EMERGING LOCAL BOND IS 332		0	69,218	61,622
43	COMCAST CORP CLASS A		0	11,253	23,384
44	GOLDMAN SACHS GRTH OPP FD-I 1132		0	53,916	86,135
45	SCHLUMBERGER LTD		0	14,628	18,022
46	TJX COS INC NEW		0	12,345	17,526

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
			1,138,779	3,150,525	3,741,672
47	EATON VANCE FLOATING RATE FD-I 924		0	28,868	29,684
48	TEMPLETON GLOBAL BOND FD-ADV 616		0	119,820	116,961
49	ELEMENTS ROGER ENERGY TR		0	44,210	43,743
50	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	64,249	67,031
51	ING REAL ESTATE FUND CL-I 2190		0	111,959	140,781
52	GOOGLE INC		0	21,469	33,621
53	TEMPLETON EMER MKT S/C-ADV 626		0	50,000	57,630
54	AQR MANAGED FUTURES STR-I		0	40,000	45,064
55	JPMORGAN HIGH YIELD FUND SS 3580		0	100,000	100,885
56	TEMPLETON FRONTIER MARKET-AD 674		0	75,000	92,573
57	MONSTER BEVERAGE CORP		0	14,721	16,942
58	IPATH DOW JONES-UBS COMMODITY IND		0	63,262	62,475
59	EII INTERNATIONAL PROPERTY-I 30		0	110,863	120,710
60	ASHMORE EMERG MKTS CR DB-INS		0	80,000	80,168
61	EATON CORP PLC		0	16,338	22,836
62	CME GROUP INC		0	17,512	24,715
63	ROBECO BP LNG/SHRT RES-INS		0	75,000	76,592
64	ACE LIMITED		0	14,759	27,125
65	IVY ASSET STRATEGY FUND CLASS I 473		0	40,000	50,378
66	AFFILIATED MANAGERS GROUP INC		0	19,041	34,701
67	APACHE CORPORATION COM		0	15,337	15,040
68	APPLE COMPUTER INC COM		0	25,561	44,882
69	ARTISAN INTERNATIONAL FUND 661		0	41,636	71,176
70	BAXTER INTL INC COM		0	13,467	13,910
71	BOEING COMPANY		0	13,523	13,649
72	CVS/CAREMARK CORPORATION		0	11,536	18,608
73	CAPITAL ONE FINANCIAL CORP		0	14,400	26,047

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

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

1	PARTNERSHIP INCOME ADJUSTMENT	1	4,250
2	MUTUAL FUND $ CTF INCOME ADDITIONS	2	5,803
3	COST BASIS ADJUSTMENT	3	548
4	RETURN OF PRIOR YEAR GRANTS	4	5,000
5	Total	5	15,601

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	3,395
2	PY RETURN OF CAPITAL ADJUSTMENT	2	147
3	SALE OF PARTNERSHIP	3	8,110
4	Total	4	11,652

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

	Amount
Long Term CG Distributions	25,641
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						734,587	0	0	663,778	70,809	0	0	0	70,809
1	COSTCO WHOLESALE CORP	22160K105		10/17/2011	6/19/2013	11,067		0	8,223	2,844	0	0	0	2,844
2	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		4/20/2012	12/11/2013	62,015		0	50,000	12,015	0	0	0	12,015
3	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/17/2010	12/11/2013	10,000		0	9,137	863	0	0	0	863
4	EXXON MOBIL CORPORATION	30231G102		9/22/1986	7/8/2013	14,856		0	1,347	13,509	0	0	0	13,509
5	EXXON MOBIL CORPORATION	30231G102		8/5/2010	7/8/2013	4,614		0	3,110	1,504	0	0	0	1,504
6	HONEYWELL INTERNATIONAL INC	438516106		12/20/2010	1/16/2013	9,993		0	7,948	2,045	0	0	0	2,045
7	ING REAL ESTATE FUND CL-I #2190	44981V706		12/17/2010	12/11/2013	10,000		0	8,041	1,959	0	0	0	1,959
8	INTEL CORP	458140100		11/29/2007	6/19/2013	14,343		0	15,076	-733	0	0	0	-733
9	ACADIAN EMERGING MARKETS PTF-1 #	00758M162		12/17/2010	6/11/2013	91,269		0	100,000	-8,731	0	0	0	-8,731
10	BRISTOL MYERS SQUIBB CO	110122108		6/11/2008	2/25/2013	4,583		0	2,502	2,081	0	0	0	2,081
11	BRISTOL MYERS SQUIBB CO	110122108		6/11/2008	6/19/2013	13,857		0	6,006	7,851	0	0	0	7,851
12	CARDINAL HEALTH INC COM	14149Y108		3/23/2010	1/16/2013	15,271		0	12,666	2,605	0	0	0	2,605
13	CENTURYLINK, INC	156700106		3/11/2009	1/16/2013	13,515		0	8,572	4,943	0	0	0	4,943
14	CENTURYLINK, INC	156700106		10/14/2010	1/16/2013	1,106		0	1,120	-14	0	0	0	-14
15	CONOCOPHILLIPS	20825C104		3/20/2007	6/19/2013	11,639		0	9,574	2,065	0	0	0	2,065
16	COSTCO WHOLESALE CORP	22160K105		10/17/2011	2/25/2013	6,052		0	4,934	1,118	0	0	0	1,118
17	INTUIT COM	461202103		12/22/2011	1/16/2013	15,710		0	13,305	2,405	0	0	0	2,405
18	ISHARES GOLD TRUST	464285105		10/21/2011	12/11/2013	18,997		0	25,007	-6,010	0	0	0	-6,010
19	ISHARES GOLD TRUST	464285105		2/7/2012	12/11/2013	13,180		0	18,314	-5,134	0	0	0	-5,134
20	ISHARES GOLD TRUST	464285105		3/30/2012	12/11/2013	19,326		0	25,781	-6,455	0	0	0	-6,455
21	ISHARES RUSSELL 2000 VALUE ETF	464287630		9/21/2009	12/11/2013	15,942		0	9,666	6,276	0	0	0	6,276
22	ISHARES RUSSELL 2000 GROWTH ETF	464287648		9/21/2009	12/11/2013	18,803		0	9,764	9,039	0	0	0	9,039
23	JOHNSON & JOHNSON	478160104		9/30/1998	11/14/2013	15,951		0	6,747	9,204	0	0	0	9,204
24	JOHNSON CONTROLS INC	478366107		2/20/2013	11/14/2013	3,681		0	2,400	1,281	0	0	0	1,281
25	MEADWESTVACO CORP	583334107		2/16/2011	2/20/2013	17,328		0	13,518	3,810	0	0	0	3,810
26	PIMCO TOTAL RETN FD II INST #153	693390551		9/16/2008	12/11/2013	50,000		0	49,561	439	0	0	0	439
27	PIMCO EMERGING LOCAL BOND IS #33	72201F516		10/26/2011	12/11/2013	100,000		0	110,782	-10,782	0	0	0	-10,782
28	POWERSHARES DB COMMODITY INDE	73935S105		2/7/2012	12/11/2013	32,831		0	32,219	612	0	0	0	612
29	POWERSHARES DB COMMODITY INDE	73935S105		3/30/2012	12/11/2013	30,649		0	30,409	240	0	0	0	240
30	PROCTER & GAMBLE CO	742718109		1/3/2003	6/19/2013	17,178		0	9,566	7,612	0	0	0	7,612
31	PUBLIC SVC ENTERPRISE GROUP INC	744573106		9/12/2011	1/16/2013	11,554		0	12,493	-939	0	0	0	939
32	QUALCOMM INC	747525103		5/27/2011	1/16/2013	12,942		0	11,537	1,405	0	0	0	1,405
33	THERMO FISHER SCIENTIFIC INC	883556102		12/19/2012	7/8/2013	4,294		0	3,251	1,043	0	0	0	1,043
34	UNION PACIFIC CORP	907818108		11/1/2012	7/8/2013	3,109		0	2,467	642	0	0	0	642
35	UNITED TECHNOLOGIES CORP	913017109		8/16/2006	11/14/2013	21,395		0	12,082	9,313	0	0	0	9,313
36	ACCENTURE PLC	G1151C101		9/12/2011	1/16/2013	17,537		0	12,370	5,167	0	0	0	5,167
37	SECTION 1256 LOSS								3,532	-3,532	0	0	0	-3,532
38	ST GAIN FROM PARTNERSHIP								29	-29	0	0	0	-29
39	LT GAIN FROM PARTNERSHIP								722	-722	0	0	0	-722

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										34,046	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	34,046		

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

		Date		Amount
1	Credit from prior year return		1	257
2	First quarter estimated tax payment	5/7/2013	2	42
3	Second quarter estimated tax payment	6/10/2013	3	299
4	Third quarter estimated tax payment	9/9/2013	4	298
5	Fourth quarter estimated tax payment	12/10/2013	5	299
6	Other payments		6	
7	Total		7	1,195

Statement A

ROBERT LEE AND THOMAS M CHASTAIN

EIN: 59-6171294

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.