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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

2013Department 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation HARRY KRAMER MEMORIAL FUND			A Employer identification number 59-6644290							
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/country	Foreign postal code							
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐	
☐ Initial return	☐ Initial return of a former public charity									
☐ Final return	☐ Amended return									
☐ Address change	☐ Name change									
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,127,231			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐							
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			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))		(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)	842			
	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	137,570	137,570		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	162,054			
	b Gross sales price for all assets on line 6a 2,179,820				
	7 Capital gain net income (from Part IV, line 2)		162,054		
	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	300,466	299,624	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	139,189	104,392		34,797
	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)	5,045			5,045
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,193	1,773		
	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	147,027	106,165	0	40,442
	25 Contributions, gifts, grants paid	163,852			163,852
26 Total expenses and disbursements. Add lines 24 and 25	310,879	106,165	0	204,294	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-10,413				
b Net investment income (if negative, enter -0-)		193,459			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	6,282	254	254	
	2	Savings and temporary cash investments	364,990	389,899	389,899	
	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)	423,118			
	b	Investments—corporate stock (attach schedule)	2,897,606			
	c	Investments—corporate bonds (attach schedule)	507,954			
	Liabilities	11	Investments—land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	1,049,227	4,840,225	5,737,086	
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)	5,249,177	5,230,378	6,127,239	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		
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	5,249,177	5,230,378		
	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)	5,249,177	5,230,378		
31	Total liabilities and net assets/fund balances (see instructions)	5,249,177	5,230,378			

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	5,249,177
2	Enter amount from Part I, line 27a	2	-10,413
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	4,235
4	Add lines 1, 2, and 3	4	5,242,999
5	Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	12,621
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,230,378

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	162,054
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	309,359	5,683,710	0.054429
2011	278,430	5,757,455	0.048360
2010	292,882	5,545,174	0.052817
2009	259,094	4,046,503	0.064029
2008	314,276	5,954,235	0.052782

2 Total of line 1, column (d)	2	0.272417
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	0.054483
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,914,272
5 Multiply line 4 by line 3	5	322,227
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,935
7 Add lines 5 and 6	7	324,162
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	204,294

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	3,869	
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	3,869	
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	3,869	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,879	
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	1,879	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,001	
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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) ▶ 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 <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?	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			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	CO-TRUSTEE 4.00	79,286		
LESLIE J AUGUST 8005 WATERVIEW BLVD BRADENTON, FL 34202	CO- TRUSTEE 40.00	59,903		

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	5,571,544
b	Average of monthly cash balances	1b	432,793
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,004,337
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	6,004,337
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	90,065
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,914,272
6	Minimum investment return. Enter 5% of line 5	6	295,714

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	295,714
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,869
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,869
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	291,845
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	291,845
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	291,845

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	204,294
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	204,294
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	204,294

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				291,845
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				
b From 2009				18,458
c From 2010				
d From 2011				
e From 2012				28,189
f Total of lines 3a through e	46,647			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 204,294				
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				204,294
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).)	46,647			46,647
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				40,904
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				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:

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4TH FLOOR WINSTON SALEM, NC 27101-3818

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

STANDARD ONLINE APPLICATION

- c** Any submission deadlines:

JUNE 30

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

MUST BE A 501(C)(3), SOUTH FLORIDA AREA, AND MEET THE PHILANTHROPIC GOALS OF THE GRANT

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 163,852
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	137,570	
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	162,054	
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		299,624	0
13	Total. Add line 12, columns (b), (d), and (e)				13	299,624

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

- [illegible]

- (2) Other assets**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- (4) Reimbursement arrangements**

- (5) Loans or loan guarantees

- (6) Performance of services or membership or fundraising solicitations

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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.

[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.

John A. Senter SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/7/2014
Date

SVP Wells Fargo Bank N.A.
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

JOSEPH J. CASTRIANO

Preparer's signature

John

Date _____

4/7/2014

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

AMERICAN FRIENDS OF PTACH

Street

919 E 24 STREET

City

BROOKLYN

State

NY

Zip Code

11210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,520

Name

AMERICAN FRIENDS OF WESTERN GALILEE

Street

4802 BILANDON RD

City

LOUISVILLE

State

KY

Zip Code

40241

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,475

Name

P.E.F. ISRAEL ENDOWMENT FUND

Street

317 MADISON AVENUE

City

NEW YORK

State

NY

Zip Code

10017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

32,770

Name

CHAMAH

Street

27 WILLIAM ST, ROOM 316

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,650

Name

HAND IN HAND AMERICAN FRIENDS OF THE CENTER FOR JEWISH-ARAB EDUCATION IN ISRAEL

Street

PO BOX 80102

City

PORTLAND

State

OR

Zip Code

97280

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,650

Name

MESILA INTERNATIONAL INC

Street

1215 40TH ST

City

BROOKLYN

State

NY

Zip Code

11218

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,825

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

NEW ISRAEL FUND

Street

2100 M STREET SUITE 619

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,650

Name

BARRY UNIVERSITY

Street

11300 NE 2ND AVE

City

MIAMI SHORES

State

FL

Zip Code

33161

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,290

Name

BAY OAKS HOME FOR THE AGED

Street

435 NORTHEAST 34TH STREET

City

MIAMI

State

FL

Zip Code

33137

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,443

Name

GATEWAY COMMUNITY OUTREACH

Street

291 SE 1ST TERRACE

City

DEERFILED BEACH

State

FL

Zip Code

33441

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,475

Name

ISLAND DOLPHIN CARE INC

Street

150 LORELANE PLACE

City

KEY LARGO

State

FL

Zip Code

33037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,268

Name

JEWISH ADOPTION AND FOSTER CARE OPTIONS

Street

4200 NORTH UNIVERSITY DRIVE

City

SUNRISE

State

FL

Zip Code

33351

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,655

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

Recipient(s) paid during the year

Name

MIAMI COALITION OF CHRISTIANS AND JEWS INC

Street

150 SE 3ND AVE

City

MIAMI

State

FL

Zip Code

33156

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,978

Name

CATHOLIC CHARITIES OF THE ARCHDIOCESE OF MIAMI

Street

1503 NE 26TH STREET

City

WILTON MANORS

State

FL

Zip Code

33305

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,470

Name

SAMARITAN COUNSELING CENTER OF SOUTH FLORIDA

Street

101 SE 3RD AVENUE

City

FT LAUDERDALE

State

FL

Zip Code

33301

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,443

Name

FLORIDA INTERNATIONAL UNIVERSITY FDN

Street

11200 SW 8TH ST

City

MIAMI

State

FL

Zip Code

33199

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,290

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**

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

Florida Attorney General does not require and prefers that a copy of the 990-PF is not filed with their office.

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

Long Term CG Distributions										Amount		24,412		
Short Term CG Distributions														
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	MCKESSON CORP			10/19/2009		7/22/2013	2,374	1,226				0	1,148
2	X	METLIFE INC			5/27/2011		7/22/2013	2,656	2,364				0	292
3	X	MICROSOFT CORP			9/22/1987		7/22/2013	1,809	961				0	848
4	X	MIS INS FD EMERG MKTS DE			36/2012		9/16/2013	18,258	20,000				0	-1,742
5	X	NRG ENERGY INC			1/8/2013		3/11/2013	22,691	20,543				0	2,148
6	X	INV ENERGY INC			3/11/2013		6/3/2013	25,873	22,279				0	3,594
7	X	ORACLE CORPORATION			7/12/2010		7/22/2013	1,972	1,447				0	525
8	X	PHILIPS 66			10/26/2012		7/22/2013	1,909	1,551				0	358
9	X	FEDEX CORPORATION			4/16/2012		7/22/2013	2,162	1,766				0	396
10	X	FEDEX CORPORATION			4/16/2012		8/29/2013	22,274	18,098				0	4,176
11	X	PIMCO COMMODITY REAL RE			6/13/2007		6/17/2013	47,338	112,665				0	-65,327
12	X	PIMCO COMMODITY REAL RE			7/22/2009		6/17/2013	42,188	45,000				0	-2,812
13	X	PIMCO COMMODITY REAL RE			2/28/2009		6/17/2013	86,982	85,000				0	1,982
14	X	PIMCO COMMODITY REAL RE			7/22/2009		6/17/2013	13,120	15,000				0	-1,880
15	X	PIMCO COMMODITY REAL RE			7/22/2009		6/17/2013	48,415	56,000				0	-7,585
16	X	QUALCOMM INC			4/16/2012		7/22/2013	1,606	1,718				0	-112
17	X	ROSS STORES INC			10/15/2008		3/11/2013	6,291	1,533				0	4,758
18	X	ROSS STORES INC			8/9/2008		3/11/2013	10,560	3,290				0	7,270
19	X	SSGA EMERGING MARKETS F			8/15/2006		4/1/2013	97,871	103,000				0	-5,029
20	X	SSGA EMERGING MARKETS F			3/30/2006		4/1/2013	128,954	135,638				0	-6,684
21	X	SPECTRUM BRANDS HOLDIN			9/5/2012		7/22/2013	2,285	1,504				0	781
22	X	SPECTRUM BRANDS HOLDIN			9/4/2012		11/4/2013	22,751	13,348				0	9,403
23	X	SPECTRUM BRANDS HOLDIN			9/5/2012		11/4/2013	3,632	2,143				0	1,489
24	X	SUNTRUST BANKS INC			9/24/2012		7/22/2013	2,189	1,824				0	375
25	X	SUNTRUST BANKS INC			8/24/2012		7/22/2013	22,889	19,055				0	3,834
26	X	SYMANTEC CORP			4/22/2012		7/22/2013	1,966	1,839				0	127
27	X	SYMANTEC CORP			4/22/2012		10/7/2013	21,291	20,192				0	1,089
28	X	TJX COS INC NEW			11/13/2012		6/3/2013	23,456	19,417				0	4,039
29	X	TEMPLETON FRONTIER MAR			7/19/2012		7/19/2013	50,000	41,517				0	8,483
30	X	TEMPLETON FRONTIER MAR			8/8/19/841		9/16/2013	69,984	58,483				0	11,501
31	X	TEREX CORP NEW			8/9/2012		2/26/2013	1,900	1,336				0	564
32	X	TEREX CORP NEW			8/9/2012		6/3/2013	24,809	15,459				0	9,350
33	X	THERMO FISHER SCIENTIFIC			10/26/2012		7/22/2013	2,522	1,709				0	813
34	X	THERMO FISHER SCIENTIFIC			10/26/2012		8/7/2013	26,903	17,881				0	8,022
35	X	US BANCORP DEL NEW			1/9/2012		2/26/2013	23,187	19,549				0	3,648
36	X	UNITED THERAPEUTICS COR			4/22/2013		7/22/2013	2,278	1,943				0	335
37	X	UNITED THERAPEUTICS COR			4/22/2013		10/7/2013	5,154	3,704				0	1,450
38	X	UNITEDHEALTH GROUP INC			7/13/2011		7/22/2013	2,385	1,727				0	658
39	X	UNITEDHEALTH GROUP INC			9/13/24/102		11/4/2013	23,686	18,107				0	5,578
40	X	VANGUARD FTSE DEVELOPE			7/12/2011		7/19/2013	139,756	140,183				0	-427
41	X	VERIZON COMMUNICATIONS			9/23/3V104		7/22/2013	2,352	1,569				0	783
42	X	WABCO HOLDINGS INC			1/18/2011		3/11/2013	22,479	19,474				0	3,005
43	X	WAL MART STORES INC			6/23/2010		7/22/2013	2,256	1,476				0	780
44	X	ACCENTURE PLC			10/26/2012		6/3/2013	24,315	19,907				0	4,408
45	X	HERALIFE LTD			9/15/2011		7/22/2013	1,568	1,545				0	23
46	X	MARVELL TECHNOLOGY GRO			6/3/2013		7/22/2013	2,288	2,070				0	218
47	X	SEAGATE TECHNOLOGY			5/14/2013		7/22/2013	2,352	2,043				0	309
48	X	ACE LIMITED			10/15/2008		4/22/2013	4,354	2,249				0	2,105
49	X	ABBVIE INC			3/28/2006		4/22/2013	18,840	11,309				0	7,531
50	X	AECOM TECHNOLOGY CORP			9/9/2012		7/22/2013	2,286	1,747				0	539
51	X	AECOM TECHNOLOGY CORP			3/11/2013		7/22/2013	2,139	1,844				0	185
52	X	AECOM TECHNOLOGY CORP			07/66T100		3/11/2013	20,689	20,224				0	465
53	X	ALLIANCE DATA SYS CORP			11/7/2011		4/22/2013	22,644	14,414				0	8,230
54	X	ALLSTATE CORP			10/9/2012		7/22/2013	2,249	1,762				0	487
55	X	AMER CENT SMALL CAP GRN			02/5083320		4/17/2013	30,000	22,553				0	7,447
56	X	AMERICAN EXPRESS			02/5816A02		7/15/2013	100,000	99,329				0	671
57	X	AMGEN INC			03/11/2010		7/22/2013	2,277	1,215				0	1,062
58	X	APPLE INC			03/7833100		7/12/2013	1,279	783				0	496
59	X	BANK OF AMERICA CORP			06/0505104		7/22/2013	2,367	2,084				0	273
60	X	BERRY PLASTICS GROUP INC			08/578W103		7/22/2013	2,286	2,073				0	213
61	X	BERRY PLASTICS GROUP INC			08/578W103		9/20/2013	20,894	21,623				0	-629
62	X	CVS/CAREMARK CORPORATI			8/28/2010		7/22/2013	2,353	1,087				0	1,266
63	X	CADENCE DESIGN SYSTEMS			7/22/2012		7/22/2013	2,358	1,645				0	713
64	X	CADENCE DESIGN SYSTEMS			12/387108		11/15/2013	19,875	17,176				0	2,699
65	X	CELGENE CORP COM			11/7/2011		3/11/2013	9,588	5,468				0	4,100
66	X	CELGENE CORP COM			15/020104		4/22/2013	26,020	13,169				0	12,851
67	X	CHEVRON CORP			16/764100		7/22/2013	1,908	1,308				0	600
68	X	CHICAGO BRIDGE & IRON CO			8/9/2012		7/8/2013	31,613	20,077				0	11,536

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

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory													
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Totals			Net Gain or Loss
										Capital Gains/Losses			
										Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount											
	Short Term CG Distributions	24,412											
69	X CISCO SYSTEMS INC	17275R102			6/3/2009		7/22/2013	2,482	1,865				617
70	X CITIGROUP INC	172967424			2/26/2013		7/22/2013	2,371	1,825				546
71	X COMCAST CORP CLASS A	20030N101			2/11/2011		7/22/2013	2,236	1,198				1,038
72	X CONOCOPHILLIPS	20825C104			5/14/2012		7/22/2013	2,109	1,691				418
73	X DST SYS INC COM	233326107			2/26/2013		7/22/2013	1,968	1,887				78
74	X DELAWARE POOLED TR INTL	246248306			1/13/2009		4/1/2013	40,000	32,525				7,475
75	X DELL INC 1.400% 9/10	24702RAK7			9/7/2010		9/10/2013	50,000	49,843				57
76	X DELTA AIR LINES INC	247361702			7/8/2013		7/22/2013	2,231	2,098				133
77	X WALT DISNEY CO	254687106			9/24/2012		1/8/2013	19,699	20,563				-864
78	X DUKE ENERGY HOLDING CORP	26441C204			9/15/2011		1/8/2013	19,897	17,858				2,039
79	X EIL INTERNATIONAL PROPER	26852M105			6/1/2007		4/1/2013	122,516	158,768				-36,252
80	X EIL INTERNATIONAL PROPER	26852M105			3/6/2012		4/1/2013	86,123	70,000				16,123
81	X E M C CORP MASS	268648102			8/15/2011		5/14/2013	16,256	15,947				309
82	X EXXON MOBIL CORPORATION	30231G102			3/14/1984		7/22/2013	1,518	240				1,278
83	X FED HOME LN BK 1.875%	3133XXYX9			8/3/2011		6/21/2013	75,000	77,015				-2,015
84	X AT & T INC	00206R102			6/3/2013		7/22/2013	2,110	2,072				38
85	X ABBOTT LABS	002824100			1/8/2013		7/22/2013	1,894	1,772				122
86	X HOLLYFRONTIER CORP	436106108			12/12/2012		10/7/2013	16,880	18,631				-1,751
87	X HOME DEPOT INC	437076102			3/30/2009		7/22/2013	2,234	649				1,585
88	X ABBOTT LABS	002824100			8/9/2012		11/15/2013	11,554	9,602				1,952
89	X ABBOTT LABS	002824100			1/8/2013		11/15/2013	9,349	8,225				1,124
90	X FIFTH THIRD BANCORP	316773100			11/7/2011		7/22/2013	2,596	1,649				947
91	X FIFTH THIRD BANCORP	316773100			11/7/2011		10/7/2013	25,234	17,200				8,034
92	X FLUOR CORP NEW	343412102			10/9/2012		7/22/2013	2,008	1,807				199
93	X FOOT LOCKER INC	344648104			9/15/2011		7/22/2013	2,017	1,183				824
94	X FOOT LOCKER INC	344648104			9/15/2011		8/7/2013	20,572	12,498				8,074
95	X GNC HOLDINGS INC	36191G107			2/1/2012		4/22/2013	26,128	20,987				5,131
96	X GENERAL ELECTRIC CO	369604103			5/25/2010		7/22/2013	2,305	1,441				864
97	X JACINTERACTIVECORP	44919F508			8/26/2010		7/22/2013	12,857	7,814				5,043
98	X JACINTERACTIVECORP	44919F508			8/27/2010		2/26/2013	5,686	3,427				2,268
99	X GOLDMAN SACHS GROUP INC	38141G104			10/26/2012		7/8/2013	25,442	19,811				5,631
100	X JPMORGAN CHASE & CO	46625H100			8/11/2006		7/22/2013	2,205	1,710				495
101	X W. R. GRACE & CO COM	38388F108			5/14/2012		7/22/2013	2,452	1,669				783
102	X W. R. GRACE & CO COM	38388F108			5/14/2012		10/7/2013	26,934	17,270				8,664
103	X HANESBRANDS INC	410345102			4/22/2013		7/22/2013	2,188	1,858				240
104	X HERTZ GLOBAL HOLDINGS INC	42805T105			3/11/2013		7/22/2013	2,558	1,969				589
105	X HERTZ GLOBAL HOLDINGS INC	42805T105			3/11/2013		9/20/2013	25,377	20,582				4,795
106	X HOLLYFRONTIER CORP	436106108			12/12/2012		7/22/2013	1,685	1,772				-87
107	X JPMORGAN CHASE & CO	46625H100			8/11/2006		11/15/2013	17,046	13,634				3,412
108	X JPMORGAN CHASE & CO	46625H100			8/27/2010		11/15/2013	5,371	3,531				1,840
109	X JOHNSON & JOHNSON	478160104			3/7/2002		7/22/2013	1,939	1,334				605
110	X LINCOLN NATL CORP IND	534187109			4/22/2013		7/22/2013	2,562	1,848				614
111	X LINCOLN NATL CORP IND	534187109			4/22/2013		11/15/2013	7,968	4,651				2,717
112	X MAGNA INTL INC CL A	559222401			6/3/2013		7/22/2013	2,340	2,085				255

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 16c (990-PF) - Other Professional Fees

		5,045	0	0	5,045
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEES	5,045			5,045

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

		2,193	1,773	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,773	1,773		
2	PY EXCISE TAXES PAID	420			

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations	
	Endorsement
423 118	0
0	0

Description	State/Local				FMV End of Year	FMV End of Year	State/Local Obligation
	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year			
1		423,118		0			

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

		2,897,606		0		0	
		2,897,606		0		0	
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Description	Interest Rate	Maturity Date	Book Value	Book Value	FMV	FMV
			Beg. of Year	End of Year	Beg. of Year	End of Year
1			507,954			

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			1,049,227	4,840,225	5,737,086
2	ARTISAN INTERNATIONAL FUND 661		0	125,000	175,253
3	DELAWARE POOLED TR INTL EQUITY 31		0	48,495	68,922
4	PIMCO FOREIGN BD FD USD H-INST 103		0	160,613	165,283
5	AMGEN INC 5.700% 2/01/19		0	23,049	23,048
6	FED HOME LN MTG CORP 3.750% 3/27/19		0	29,151	27,249
7	T ROWE PRICE REAL ESTATE FD 122		0	95,107	214,124
8	KELLOGG CO 4.450% 5/30/16		0	21,835	21,576
9	ING INTERNATIONAL REAL EST-I 2664		0	190,000	185,529
10	DODGE & COX INT'L STOCK FD 1048		0	18,861	24,756
11	AMER CENT SMALL CAP GRWTH INST 33		0	79,494	162,179
12	FED NATL MTG ASSN 2.625% 11/20/14		0	51,683	51,094
13	ISHARES TR RUSSELL MIDCAP INDEX FD		0	171,687	386,498
14	DREYFUS EMG MKT DEBT LOC C-I 6083		0	55,000	52,719
15	TIME WARNER INC 4.875% 3/15/20		0	16,489	16,441
16	PIMCO EMERG MKTS BD-INST 137		0	163,323	177,252
17	JPMORGAN CHASE & CO 3.400% 6/24/15		0	51,926	51,922
18	BANK OF AMERICA CORP 5.625% 7/01/20		0	26,012	28,568
19	WAL-MART STORES INC 3.625% 7/08/20		0	32,050	31,436
20	AT&T INC 2.500% 8/15/15		0	50,428	51,335
21	WELLPOINT INC 4.350% 8/15/20		0	16,180	15,854
22	ISHARES BARCLAYS TIPS BOND FUND		0	203,654	224,416
23	GOLDMAN SACHS GROUP 5.150% 1/15/1		0	53,536	50,076
24	PIMCO FOREIGN BOND (UNHEDGED) 185		0	153,800	143,791
25	FED HOME LN MTG CORP 1.375% 2/25/14		0	50,117	50,092
26	SBC COMMUNICATIONS 5.100% 9/15/14		0	75,416	77,390
27	FED NATL MTG ASSN 2.375% 4/11/16		0	52,331	52,083
28	VANGUARD EMERGING MARKETS ETF		0	79,951	80,676
29	UNITED TECHNOLOGIES 4.875% 5/01/15		0	101,362	105,680
30	FED HOME LN MTG CORP 2.000% 8/25/16		0	51,864	51,706
31	FED NATL MTG ASSN 4.375% 10/15/15		0	54,292	53,525
32	JPMORGAN HIGH YIELD FUND SS 3580		0	292,837	279,311
33	US TREASURY NOTE 2.125% 8/15/21		0	52,969	48,438
34	GENERAL ELEC CAP COR 4.650% 10/17/2		0	26,594	27,236
35	DOW CHEMICAL CO/THE 4.125% 11/15/21		0	15,728	15,495
36	ECOLAB INC 3.000% 12/08/16		0	21,023	20,954
37	BANK OF MONTREAL 2.500% 1/11/17		0	30,972	30,903
38	OPPENHEIMER DEVELOPING MKT-Y 788		0	275,000	295,873
39	FED HOME LN MTG CORP 1.750% 5/30/19		0	51,458	49,115
40			0	25,407	24,660
41	FED NATL MTG ASSN 5.375% 6/12/17		0	85,318	97,198
42	WF FDS TR ADV S/C VAL FD INSL 3150		0	90,000	88,969
43	VANGUARD EUROPE PACIFIC ETF		0	280,554	309,891
44	BP CAPITAL MARKETS 1.375% 5/10/18		0	33,995	33,969
45	US TREASURY NOTE 3.500% 2/15/18		0	54,736	54,282
46	ELEMENTS ROGERS TOTAL RETURN		0	284,305	278,548

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
47	ALLSTATE CORP COM		0	18,442	24,543
48	AMGEN INC		0	11,966	24,299
49	APPLE COMPUTER INC COM		0	14,973	26,368
50	BOEING COMPANY		0	23,546	24,159
51	BOSTON SCIENTIFIC CORP COM		0	22,786	23,463
52	CVS/CAREMARK CORPORATION		0	11,063	28,342
53	CISCO SYSTEMS INC		0	18,474	22,609
54	DST SYS INC COM		0	19,546	26,315
55	DOW CHEMICAL CO		0	22,685	25,352
56	GENERAL ELECTRIC CO		0	14,925	27,385
57	HOME DEPOT INC		0	6,724	23,879
58	JOHNSON & JOHNSON		0	13,766	20,425
59	LINCOLN NATL CORP IND		0	15,588	25,604
60	LOWES COS INC		0	23,796	23,734
61	MAGNA INTL INC CL A		0	21,726	26,505
62	MICROSOFT CORP		0	10,031	22,259
63	MICRON TECHNOLOGY INC		0	24,006	26,709
64	MORGAN STANLEY		0	23,483	25,276
65	OMNICARE INC		0	23,105	25,230
66	ORACLE CORPORATION		0	14,892	24,678
67	OSHKOSH CORPORATION		0	22,145	24,182
68	QUALCOMM INC		0	17,909	20,122
69	SANDISK CORP COM		0	22,778	25,677
70	WAL MART STORES INC		0	15,527	24,000
71	MCKESSON CORP		0	12,946	34,378
72	BANK AMER CORP		0	21,939	25,940
73	UNITED THERAPEUTICS CORP DEL		0	16,577	30,871
74	EXXON MOBIL CORPORATION		0	2,412	16,293
75	PACKAGING CORP OF AMERICA		0	22,688	24,236
76	METLIFE INC		0	22,915	30,465
77	MARVELL TECHNOLOGY GROUP		0	21,685	28,774
78	VERIZON COMMUNICATIONS		0	16,290	23,980
79	FORD MOTOR COMPANY		0	22,449	20,537
80	FLUOR CORP NEW		0	18,523	26,335
81	CHEVRON CORP		0	11,875	19,986
82	LEAR CORP		0	22,724	25,829
83	COMCAST CORP CLASS A		0	12,629	27,386
84	SEAGATE TECHNOLOGY		0	21,329	29,316
85	HERBALIFE LTD		0	16,309	22,430
86	CITIGROUP INC		0	19,219	24,700
87	AT & T INC		0	21,810	21,834
88	BERSHIRE HATHAWAY INC.		0	24,013	24,542
89	CONOCOPHILLIPS		0	8,682	23,456
90	HANESBRANDS INC		0	20,376	30,708
91	PHILLIPS 66		0	16,354	26,841
92	DELTA AIR LINES INC		0	21,816	31,426

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
93	ABBVIE INC		0	18,071	28,095
94	THE BANK OF NEW YORK MELLON CORP		0	22,500	25,157
95	SANDRIDGE ENERGY INC		0	22,698	22,781
96	ACTAVIS PLC		0	23,912	24,360
			1,049,227	4,840,225	5,737,086

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,800
2	FEDERAL EXCISE TAX REFUND	2	263
3	COST BASIS ADJUSTMENT	3	172
4	Total	4	4,235

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	811
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	11,377
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	433
4	Total	4	12,621

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

Long Term CG Distributions										24,412	Amount									
Short Term CG Distributions										0	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gamma Minus Excess of FMV Over Adj Basis						
1	MCKESSON CORP	58155Q103		10/19/2009	7/22/2013	2,374			1,226	1,148	0	0	0	137,842						
2	METLIFE INC	59156R108		5/27/2011	7/22/2013	2,650			2,364	292	0	0	0	1,148						
3	MICROSOFT CORP	594918104		9/22/1987	7/22/2013	1,809			981	828	0	0	0	292						
4	M&S INS FD EMERG MKTS DEBT 18078	81744J747		3/6/2012	9/19/2013	18,258			20,000	-1,742	0	0	0	848						
5	NRG ENERGY INC	829377508		1/6/2013	3/11/2013	22,691			20,543	2,148	0	0	0	-1,742						
6	NV ENERGY INC	87073V106		3/11/2013	6/2/2013	25,873			22,279	3,594	0	0	0	2,148						
7	ORACLE CORPORATION	88389X105		7/12/2010	7/22/2013	1,872			1,447	425	0	0	0	3,594						
8	PHILLIPS 66	718548104		10/26/2012	7/22/2013	1,909			1,551	358	0	0	0	525						
9	FEDEX CORPORATION	31428X106		4/16/2012	7/22/2013	2,162			1,766	396	0	0	0	358						
10	FEDEX CORPORATION	31428X106		4/16/2012	8/29/2013	22,274			18,098	4,176	0	0	0	396						
11	PIMCO COMMODITY REAL RET STRAT	722005687		8/13/2007	6/17/2013	47,338			112,665	-65,327	0	0	0	4,176						
12	PIMCO COMMODITY REAL RET STRAT	722005687		11/3/2008	8/17/2013	42,188			45,000	-2,812	0	0	0	-65,327						
13	PIMCO COMMODITY REAL RET STRAT	722005687		2/28/2009	6/17/2013	86,882			85,000	1,882	0	0	0	-2,812						
14	PIMCO COMMODITY REAL RET STRAT	722005687		3/6/2012	8/17/2013	13,120			15,000	-1,880	0	0	0	1,882						
15	PIMCO COMMODITY REAL RET STRAT	722005687		7/30/2012	6/17/2013	48,415			56,000	-7,585	0	0	0	-1,880						
16	QUALCOMM INC	747525103		4/16/2012	7/22/2013	1,606			1,718	-112	0	0	0	-7,585						
17	ROSS STORES INC	778296103		10/15/2008	3/11/2013	6,291			1,533	4,758	0	0	0	-112						
18	ROSS STORES INC	778296103		5/6/2008	3/11/2013	10,560			3,280	7,270	0	0	0	4,758						
19	SSGA EMERGING MARKETS FD S #151	784924425		8/15/2008	4/1/2013	97,971			103,000	-5,029	0	0	0	7,270						
20	SSGA EMERGING MARKETS FD S #151	784924425		3/30/2008	4/1/2013	128,854			135,638	-6,884	0	0	0	-5,029						
21	SPECTRUM BRANDS HOLDINGS INC	84763R101		9/5/2012	7/22/2013	2,395			1,504	891	0	0	0	-6,884						
22	SPECTRUM BRANDS HOLDINGS INC	84763R101		8/4/2012	11/4/2013	22,751			13,348	9,403	0	0	0	891						
23	SPECTRUM BRANDS HOLDINGS INC	84763R101		9/5/2012	11/4/2013	3,532			2,143	1,489	0	0	0	9,403						
24	SUNTRUST BANKS INC	867814103		9/24/2012	7/22/2013	22,889			19,055	3,834	0	0	0	1,489						
25	SUNTRUST BANKS INC	867814103		9/24/2012	7/22/2013	22,889			19,055	3,834	0	0	0	3,834						
26	SYMANTEC CORP	871503108		4/22/2013	10/7/2013	1,966			1,939	27	0	0	0	27						
27	SYMANTEC CORP	871503108		4/22/2013	10/7/2013	21,291			20,182	1,099	0	0	0	1,099						
28	T&E COS INC NEW	872540106		11/13/2012	9/2/2013	23,456			19,417	4,039	0	0	0	4,039						
29	TEMPLETON FRONTIER MARKET-AD #68018R641	872540106		7/30/2012	7/19/2013	50,000			41,517	8,483	0	0	0	8,483						
30	TEMPLETON FRONTIER MARKET-AD #68018R641	872540106		7/30/2012	9/16/2013	69,984			59,884	10,100	0	0	0	10,100						
31	TEREX CORP NEW	880779103		8/9/2012	2/28/2013	1,900			1,336	564	0	0	0	564						
32	TEREX CORP NEW	880779103		8/9/2012	6/20/2013	24,608			15,459	9,149	0	0	0	9,149						
33	THERMO FISHER SCIENTIFIC INC	883556102		10/26/2012	7/22/2013	2,522			1,709	813	0	0	0	813						
34	THERMO FISHER SCIENTIFIC INC	883556102		10/26/2012	9/7/2013	28,903			17,881	11,022	0	0	0	11,022						
35	US BANCORP DEL NEW	802873304		1/6/2012	2/28/2013	23,197			19,549	3,648	0	0	0	3,648						
36	UNITED THERAPEUTICS CORP DEL	91307C102		4/22/2013	10/7/2013	2,278			1,943	335	0	0	0	335						
37	UNITED THERAPEUTICS CORP DEL	91307C102		4/22/2013	10/7/2013	5,154			3,704	1,450	0	0	0	1,450						
38	UNITEDHEALTH GROUP INC	81324P102		7/13/2011	7/22/2013	2,385			1,727	658	0	0	0	658						
39	UNITEDHEALTH GROUP INC	81324P102		7/13/2011	11/4/2013	23,680			18,107	5,573	0	0	0	5,573						
40	VANGUARD FTSE DEVELOPED ETF	921943550		7/21/2011	7/19/2013	139,756			140,183	-427	0	0	0	-427						
41	VERIZON COMMUNICATIONS	92343V104		11/4/2010	7/22/2013	2,352			1,568	783	0	0	0	783						
42	WALMART STORES INC	831142103		11/8/2011	3/11/2013	22,479			19,474	3,005	0	0	0	3,005						
43	WALMART STORES INC	831142103		6/23/2010	7/22/2013	2,568			1,476	1,092	0	0	0	1,092						
44	WALMART STORES INC	831142103		10/26/2012	6/2/2013	24,315			19,907	4,408	0	0	0	4,408						
45	WALMART STORES INC	831142103		8/15/2011	7/22/2013	1,545			1,545	0	0	0	0	0						
46	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,288			2,070	218	0	0	0	218						
47	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
48	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
49	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
50	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
51	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
52	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
53	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
54	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
55	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
56	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
57	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
58	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
59	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
60	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
61	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
62	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
63	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
64	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
65	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
66	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
67	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
68	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
69	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
70	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0	0	0	309						
71	WALMART STORES INC	831142103		8/15/2011	7/22/2013	2,352			2,043	309	0									

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										24,412			
										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
85 ABBOTT LABS	002824100		1/6/2013	7/22/2013	1,894			1,772	122				137,642
86 HOLLYFRONTIER CORP	436106108		12/12/2012	10/7/2013	16,880			18,631	-1,751				
87 HOME DEPOT INC	437078102		3/30/2009	7/22/2013	2,234			849	1,585				
88 ABBOTT LABS	002824100		8/9/2012	11/15/2013	11,554			9,802	1,952				
89 ABBOTT LABS	002824100		1/5/2013	11/15/2013	9,349			8,225	1,124				
90 FIFTH THIRD BANCORP	318773100		11/7/2011	7/22/2013	2,596			1,649	947				
91 FIFTH THIRD BANCORP	318773100		11/7/2011	10/7/2013	25,234			17,200	8,034				
92 FLUOR CORP NEW	343412102		10/9/2012	7/22/2013	2,006			1,807	199				
93 FOOT LOCKER INC	344849104		9/15/2011	7/22/2013	2,017			1,193	824				
94 FOOT LOCKER INC	344849104		9/15/2011	8/7/2013	20,572			12,498	8,074				
95 GNC HOLDINGS INC	38191G107		2/1/2012	4/22/2013	26,128			20,997	5,131				
96 GENERAL ELECTRIC CO	369624103		5/25/2010	7/22/2013	2,305			1,441	864				
97 IAC/INTERACTIVE CORP	44819P508		8/26/2010	2/28/2013	12,857			7,814	5,043				
98 IAC/INTERACTIVE CORP	44819P508		8/27/2010	2/28/2013	5,686			3,427	2,269				
99 GOLDMAN SACHS GROUP INC	38141G104		10/26/2012	7/8/2013	25,442			19,811	5,631				
100 JPMORGAN CHASE & CO	466254100		8/1/2006	7/22/2013	2,705			1,710	495				
101 W R GRACE & CO COM	38388F108		5/14/2012	7/22/2013	2,452			1,669	783				
102 W R GRACE & CO COM	38388F108		5/14/2012	10/7/2013	26,934			17,270	9,664				
103 HANES BRANDS INC	410345102		4/22/2013	7/22/2013	2,186			1,959	240				
104 HERTZ GLOBAL HOLDINGS INC	42805T105		3/1/2013	7/22/2013	2,558			1,969	589				
105 HERTZ GLOBAL HOLDINGS INC	42805T105		3/1/2013	9/20/2013	25,377			20,582	4,795				
106 HOLLYFRONTIER CORP	436106108		12/12/2012	7/22/2013	17,045			1,772	-87				
107 JPMORGAN CHASE & CO	466254100		8/1/2006	11/15/2013	17,045			13,634	3,412				
108 JPMORGAN CHASE & CO	466254100		8/27/2012	11/15/2013	5,371			3,531	1,840				
109 JOHNSON & JOHNSON	478186104		3/7/2002	7/22/2013	1,938			1,334	605				
110 LINCOLN NATL CORP IND	534187109		4/22/2013	7/22/2013	2,562			1,948	614				
111 LINCOLN NATL CORP IND	534187109		4/22/2013	11/15/2013	7,368			4,651	2,717				
112 MAGMA INTL INC CL A	559222401		6/3/2013	7/22/2013	2,340			2,085	255				

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		CO-TRUSTEE	4 00	76,266		
2	LESLIE J AUGUST		8005 WATERVIEW BLVD	BRADENTON	FL	34202		CO-TRUSTEE	40 00	59,803		
										139,189	0	0

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

	Date		Amount
1 Credit from prior year return		1	1,879
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	1,879