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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **STENZEL, ELVA E. FOUNDATION T/U/A**

Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041**

Room/suite: _____

City or town: **Winston Salem** State: **NC** ZIP code: **27101-3818**

Foreign country name: _____ Foreign province/state/county: _____ Foreign postal code: _____

A Employer identification number
74-3014838

B Telephone number (see instructions)
(888) 730-4933

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,019,884 **J Accounting method:** Cash Accrual Other (specify) _____

C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	59,159	57,688		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,318			
	b Gross sales price for all assets on line 6a 1,003,295				
	7 Capital gain net income (from Part IV, line 2)		67,318		
	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	126,477	125,006	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,543	26,657		8,886
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,165			1,165
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,954	830		
	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	38,662	27,487	0	10,051
	25 Contributions, gifts, grants paid	104,658			104,658
26 Total expenses and disbursements. Add lines 24 and 25	143,320	27,487	0	114,709	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-16,843				
b Net investment income (if negative, enter -0-)		97,519			
c Adjusted net income (if negative, enter -0-)			0		

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)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	5,216	7,624	7,624
	2	Savings and temporary cash investments	100,459	119,557	119,557
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,619,667	2,584,162	2,892,705	
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)	2,725,342	2,711,343	3,019,886	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,725,342	2,711,343	
	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)	2,725,342	2,711,343		
31	Total liabilities and net assets/fund balances (see instructions)	2,725,342	2,711,343		

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 2,725,342
2	Enter amount from Part I, line 27a	2 -16,843
3	Other increases not included in line 2 (itemize) See Attached Statement	3 10,194
4	Add lines 1, 2, and 3	4 2,718,693
5	Decreases not included in line 2 (itemize) See Attached Statement	5 7,350
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,711,343

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	67,318	
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	127,635	2,766,997	0.046128
2011	138,598	2,846,118	0.048697
2010	101,867	2,694,089	0.037811
2009	151,708	2,437,560	0.062238
2008	391,980	3,087,228	0.126968
2 Total of line 1, column (d)			0.321842
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			0.064368
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,893,755
5 Multiply line 4 by line 3			186,265
6 Enter 1% of net investment income (1% of Part I, line 27b)			975
7 Add lines 5 and 6			187,240
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.			114,709

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,950	
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	1,950	
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	1,950	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,318	
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	3,318	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,368	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,368 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

(1) Carry on propaanda, 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
 N/A
 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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	35,543		

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	2,853,521
b	Average of monthly cash balances	1b	84,301
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,937,822
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	2,937,822
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	44,067
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,893,755
6	Minimum investment return. Enter 5% of line 5	6	144,688

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	144,688
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,950
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,950
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	142,738
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	142,738
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	142,738

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	114,709
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	114,709
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	114,709

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				142,738
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			95,418	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: $\$$ 114,709				
a Applied to 2012, but not more than line 2a			95,418	
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				19,291
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				123,447
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		<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶ 3a	104,658
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶ 3b	0

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

Recipient(s) paid during the year

Name

METHODIST CHILDREN'S HOME OF WACO

Street

1111 HERRING AVE

City

WACO

State

TX

Zip Code

76708-3642

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

104,658

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

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	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	Totals	
															Gross Sales	Cost, Other Basis and Expenses
	Long Term CG Distributions	Amount	28,767													
	Short Term CG Distributions															
1	X DODGE & COX INTL STOCK F	256206103			6/10/2011		10/17/2013	11,793	10,249					1,544		67,316
2	X DODGE & COX INCOME FD CI	256210105			2/12/2013		7/11/2013	37,704	38,766					-1,062		
3	X DREYFUS EMG MKT DEBT LO	261880484			8/30/2011		2/8/2013	17,522	17,195					327		
4	X DREYFUS EMG MKT DEBT LO	261880484			8/10/2011		10/1/2013	16,711	20,000					-1,289		
5	X DREYFUS EMG MKT DEBT LO	261880484			8/30/2011		10/1/2013	17,053	18,445					-1,392		
6	X DREYFUS EMG MKT DEBT LO	261880484			8/10/2012		10/1/2013	8,307	6,655					1,652		
7	X JP MORGAN MID CAP VALUE	339128100			2/14/2012		10/1/2013	2,860	2,128					732		
8	X GATEWAY FUND - Y #1986	367828884			8/10/2012		7/11/2013	66,616	66,931					-315		
9	X GATEWAY FUND - Y #1986	367828884			2/12/2013		7/11/2013	31,128	30,719					410		
10	X HARBOR CAPITAL APRCTN	411511504			2/12/2013		7/11/2013	35,466	30,004					5,462		
11	X HARBOR CAPITAL APRCTN	411511504			2/12/2013		7/11/2013	15,571	19,574					-3,993		
12	X HARBOR CAPITAL APRCTN	411511504			8/10/2011		10/1/2013	16,219	11,518					4,700		
13	X RUSSMAN STRATEGIC GROW	448108100			8/10/2011		2/8/2013	33,973	40,000					-6,027		
14	X RUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/8/2013	15,363	19,692					-4,329		
15	X ISSHARES CORE S & P 500 ETF	464287200			8/9/2011		2/8/2013	3,191	2,853					338		
16	X ISSHARES CORE S & P 500 ETF	464287200			8/26/2011		7/11/2013	57,182	39,587					17,595		
17	X ISSHARES RUSSELL 2000 GRC	464287648			11/18/2012		2/8/2013	39,257	34,228					5,029		
18	X ISSHARES RUSSELL 2000 GRC	464287648			12/18/2012		2/8/2013	35,754	33,090					2,664		
19	X KALMAR GR WVAL SM CAP F	463436206			2/12/2013		10/1/2013	5,575	4,463					1,112		
20	X KEELEY SMALL CAP VAL FD C	487300808			8/10/2011		2/8/2013	24,908	20,000					4,908		
21	X KEELEY SMALL CAP VAL FD C	487300808			8/30/2011		2/8/2013	8,727	6,572					2,155		
22	X LAUDUS MONDRIAN INTL FHI	518550655			2/14/2012		2/8/2013	4,059	4,288					-230		
23	X MFS VALUE FUND-CLASS I #6	552983684			2/12/2013		7/11/2013	23,229	20,752					2,477		
24	X MFS VALUE FUND-CLASS I #6	552983684			2/14/2012		7/11/2013	22,070	17,328					4,742		
25	X OPPENHEIMER DEVELOPING	683974505			8/10/2011		10/1/2013	21,096	20,000					1,096		
26	X OPPENHEIMER DEVELOPING	683974505			2/12/2013		10/1/2013	1,117	1,081					36		
27	X PIMCO TOTAL RET FD-INST #	693390700			11/19/2012		2/8/2013	156,123	161,843					-5,720		
28	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/8/2013	26,610	27,204					-594		
29	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/11/2013	28,905	30,760					-1,855		
30	X PIMCO FOREIGN BD FD USD	693390882			5/10/2012		7/11/2013	5,753	6,021					-268		
31	X PIMCO FOREIGN BD FD USD	693390882			8/30/2011		2/8/2013	6,614	6,522					92		
32	X RIDGEWORTH SEIX HY BD-1A	768281645			8/10/2011		2/8/2013	16,610	16,365					245		
33	X VANGUARD FTSE EMERGING	922042958			2/8/2013		10/1/2013	19,347	21,028					-1,681		
34	X VANGUARD REIT VIPER	922080553			11/19/2012		2/8/2013	4,925	4,496					429		
35	X AGR MANAGED FUTURES ST	00203H859			7/15/2013		10/1/2013	27,609	28,188					-580		
36	X ARTISAN INTERNATIONAL FU	04314H204			8/10/2011		7/11/2013	12,746	10,476					2,270		
37	X ARTISAN INTERNATIONAL FU	04314H204			8/10/2011		10/1/2013	10,460	8,114					2,346		
38	X ARTISAN MID CAP FUND-INS	04314H600			7/15/2013		10/1/2013	8,769	8,001					768		
39	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/1/2013	3,787	2,921					866		
40	X CREDIT SUISSE COMM RET S	22544R305			8/10/2011		10/1/2013	27,601	36,661					-9,060		
41	X DIAMOND HILL LONG-SHORT	25264S833			8/10/2011		2/8/2013	4,043	3,446					597		
42	X DIAMOND HILL LONG-SHORT	25264S833			2/14/2012		7/11/2013	13,556	11,453					2,103		
43	X DIAMOND HILL LONG-SHORT	25264S833			8/10/2011		7/11/2013	4,873	3,866					1,007		
44	X DODGE & COX INTL STOCK F	256206103			6/10/2011		7/11/2013	11,883	11,281					602		

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

		1,165	0	0	1,165
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,165			1,165

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

		1,954	830	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	830	830		
2	ESTIMATED EXCISE TAXES PAID	1,124			

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			2,619,667	2,584,162	2,892,705
2	ARTISAN INTERNATIONAL FUND 661		0	95,429	135,475
3	DODGE & COX INCOME FD COM 147		0	196,106	198,719
4	HARBOR CAPITAL APRCTION-INST 2012		0	140,630	205,617
5	MERGER FD SH BEN INT 260		0	83,852	84,768
6	PIMCO TOTAL RET FD-INST 35		0	201,533	195,733
7	PIMCO FOREIGN BD FD USD H-INST 103		0	56,225	55,602
8	T ROWE PRICE SHORT TERM BD FD 55		0	139,939	139,097
9	ARTISAN MID CAP FUND-INSTL 1333		0	89,340	111,164
10	FID ADV EMER MKTS INC- CL I 607		0	42,457	42,142
11	ISHARES S & P 500 INDEX FUND		0	39,964	56,809
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	64,779	57,205
13	EATON VANCE GLOBAL MACRO - I		0	28,188	27,488
14	DODGE & COX INTL STOCK FD 1048		0	100,475	135,084
15	MFS VALUE FUND-CLASS I 893		0	97,067	139,680
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	100,559	97,115
17	DRIEHAUS ACTIVE INCOME FUND		0	140,667	142,538
18	JP MORGAN MID CAP VALUE-I 758		0	51,062	76,001
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	84,558	83,898
20	VANGUARD REIT VIPER		0	71,343	92,579
21	VANGUARD EMERGING MARKETS ETF		0	89,716	95,733
22	OPPENHEIMER DEVELOPING MKT-Y 788		0	84,701	95,984
23	ASGI MESIROW INSIGHT FUND.LLC		0	101,132	96,919
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	88,296	99,333
25	DIAMOND HILL LONG-SHORT FD CL I 11		0	45,377	60,594
26	RIDGEWORTH SEIX HY BD-I 5855		0	136,698	138,230
27	KALMAR GR W/VAL SM CAP-INS #4		0	43,593	57,426
28	CREDIT SUISSE COMM RT ST-CO 2156		0	132,774	112,140
29	KEELEY SMALL CAP VAL FD CL I 2251		0	37,702	59,632

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	8,951
2	COST BASIS ADJUSTMENT	2	1,243
3	Total	3	10,194

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	6,352
2	PY RETURN OF CAPITAL ADJUSTMENT	2	998
3	Total	3	7,350

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

CUIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	37.551
1	DODGE & COX INTL STOCK FD #1048		6/10/2011	10/17/2013	11,793			10,249	1,544	37,551	0	0	0	37,551
2	DODGE & COX INCOME FD COM #147		6/10/2011	7/17/2013	17,704			36,768	-19,064	0	0	0	0	0
3	DREYFUS EMG MKT DEBT LOC C-I #806		6/10/2011	2/8/2013	17,522			17,185	337	0	0	0	0	0
4	DREYFUS EMG MKT DEBT LOC C-I #806		6/10/2011	10/17/2013	16,711			20,000	-1,289	0	0	0	0	0
5	DREYFUS EMG MKT DEBT LOC C-I #806		6/10/2011	10/17/2013	17,053			18,443	-1,390	0	0	0	0	0
6	DREYFUS EMG MKT DEBT LOC C-I #806		6/10/2011	10/17/2013	6,307			6,653	-346	0	0	0	0	0
7	JP MORGAN MID CAP VALUE-1 #756		6/10/2011	10/17/2013	2,680			2,728	-48	0	0	0	0	0
8	GATEWAY FUND - Y #1886		6/10/2011	7/17/2013	88,616			65,931	22,685	0	0	0	0	0
9	HARBOR CAPITAL AFRICAN-INST #20		2/14/2012	7/17/2013	31,728			30,718	1,010	0	0	0	0	0
10	HARBOR CAPITAL AFRICAN-INST #20		2/14/2012	7/17/2013	21,571			30,004	-8,433	0	0	0	0	0
11	HARBOR CAPITAL AFRICAN-INST #20		6/10/2011	7/17/2013	18,579			18,579	0	0	0	0	0	0
12	HARBOR CAPITAL AFRICAN-INST #20		6/10/2011	7/17/2013	33,578			40,000	-6,422	0	0	0	0	0
13	HUSSMAN STRATEGIC GROWTH FUND		6/10/2011	2/8/2013	16,983			18,692	-1,709	0	0	0	0	0
14	HUSSMAN STRATEGIC GROWTH FUND		6/10/2011	2/8/2013	3,181			2,953	228	0	0	0	0	0
15	ISHARES CORE S & P 500 ETF		6/28/2011	7/17/2013	37,182			39,587	-2,405	0	0	0	0	0
16	ISHARES CORE S & P 500 ETF		11/19/2012	2/8/2013	39,257			34,228	5,029	0	0	0	0	0
17	ISHARES RUSSELL 2000 GROWTH		12/19/2012	2/8/2013	35,754			33,090	2,664	0	0	0	0	0
18	ISHARES RUSSELL 2000 GROWTH		2/17/2013	10/17/2013	5,575			4,463	1,112	0	0	0	0	0
19	KALMAR GR WVAL SM CAP FD #2		6/10/2011	2/8/2013	24,098			20,000	4,098	0	0	0	0	0
20	KEELEY SMALL CAP VAL FD CL #2251		6/10/2011	2/8/2013	6,721			6,572	149	0	0	0	0	0
21	LAUDUS MONDRIAN INTL PHINST #2944		2/14/2012	2/8/2013	4,659			4,289	370	0	0	0	0	0
22	MFS VALUE FUND-CLASS I #893		2/17/2013	7/17/2013	23,228			20,752	2,476	0	0	0	0	0
23	MFS VALUE FUND-CLASS I #893		2/17/2013	7/17/2013	22,070			17,228	4,842	0	0	0	0	0
24	MFS VALUE FUND-CLASS I #893		6/10/2011	10/17/2013	21,098			20,000	1,098	0	0	0	0	0
25	OPPENHEIMER DEVELOPING MKT-Y #7		2/17/2013	10/17/2013	1,117			1,951	-834	0	0	0	0	0
26	OPPENHEIMER DEVELOPING MKT-Y #7		11/19/2012	2/8/2013	156,723			161,943	-5,220	0	0	0	0	0
27	PIMCO TOTAL RET FD-INST #35		6/10/2011	2/8/2013	28,610			30,760	-2,150	0	0	0	0	0
28	PIMCO TOTAL RET FD-INST #35		6/10/2011	7/17/2013	28,095			27,204	891	0	0	0	0	0
29	PIMCO TOTAL RET FD-INST #35		5/10/2012	7/17/2013	5,753			6,021	-268	0	0	0	0	0
30	PIMCO FOREIGN BD FD USD H-INST #1		6/29/2011	2/8/2013	6,614			6,572	42	0	0	0	0	0
31	RIDGEMOUTH SEIX HY BDI-45855		6/10/2011	2/8/2013	16,610			16,365	245	0	0	0	0	0
32	RIDGEMOUTH SEIX HY BDI-45855		2/8/2013	10/17/2013	19,347			21,028	-1,681	0	0	0	0	0
33	VANGUARD FTSE EMERGING MARKET		11/19/2012	2/8/2013	4,928			4,486	442	0	0	0	0	0
34	VANGUARD REIT VIPER		7/19/2012	10/17/2013	27,598			28,169	-571	0	0	0	0	0
35	AGR MANAGED FUTURES STR-1 #1521		6/10/2011	7/17/2013	12,748			10,475	2,273	0	0	0	0	0
36	ARTISAN INTERNATIONAL FUND #651		6/10/2011	10/17/2013	10,480			6,114	4,366	0	0	0	0	0
37	ARTISAN INTERNATIONAL FUND #651		7/19/2012	10/17/2013	8,789			8,001	788	0	0	0	0	0
38	ARTISAN MID CAP FUND-INS #1333		4/10/2012	10/17/2013	3,787			2,921	866	0	0	0	0	0
39	ARTISAN MID CAP FUND-INS #1333		6/10/2011	10/17/2013	27,601			36,951	-9,350	0	0	0	0	0
40	CREDIT SUISSE COMM RET SI-1 #2196		6/10/2011	2/8/2013	4,043			3,448	595	0	0	0	0	0
41	DIAMOND HILL LONG-SHORT FD CL #7		2/14/2012	7/17/2013	13,556			11,453	2,103	0	0	0	0	0
42	DIAMOND HILL LONG-SHORT FD CL #7		6/10/2011	7/17/2013	4,973			3,968	1,005	0	0	0	0	0
43	DIAMOND HILL LONG-SHORT FD CL #7		2/14/2012	7/17/2013	11,993			11,281	712	0	0	0	0	0
44	DODGE & COX INTL STOCK FD #1048		6/10/2011	7/17/2013	0			0	0	0	0	0	0	0

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
1	Wells Fargo Bank N.A. Trust	X	1 W 4th St 4th Floor MAC 04000-041	Winston Salem	NC	27101-3818		TRUSTEE	4.00	35,543		
										35,543	0	0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 <u>2,194</u>
2 First quarter estimated tax payment		2 _____
3 Second quarter estimated tax payment		3 _____
4 Third quarter estimated tax payment	<u>9/9/2013</u>	4 <u>295</u>
5 Fourth quarter estimated tax payment	<u>12/10/2013</u>	5 <u>829</u>
6 Other payments		6 _____
7 Total		7 <u>3,318</u>

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	<u>95,418</u>
2	_____	2	_____
3	_____	3	_____
4	_____	4	_____
5	_____	5	_____
6	_____	6	_____
7	_____	7	_____
8	_____	8	_____
9	_____	9	_____
10	Total	10	<u>95,418</u>