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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning _____, and ending _____

Name of foundation BROWNING CHARITABLE FOUNDATION			A Employer identification number 82-6053534		
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 	B Telephone number (see instructions) (888) 730-4933		
City or town Winston Salem		State NC	ZIP code 27101-3818		
Foreign country name	Foreign province/state/county	Foreign postal code			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 659,612	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,899	16,055		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	52,289			
	b Gross sales price for all assets on line 6a	337,695			
	7 Capital gain net income (from Part IV, line 2)		52,289		
	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	69,188	68,344	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,309	7,732	2,577	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	841		841	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,014	403		
	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.	12,164	8,135	0	3,418
25 Contributions, gifts, grants paid	34,500			34,500	
26 Total expenses and disbursements. Add lines 24 and 25	46,664	8,135	0	37,918	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	22,524				
b Net investment income (if negative, enter -0-)		60,209			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

B

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	499	1,902	1,902
	2	Savings and temporary cash investments	26,129	27,582	27,582
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	463,028	484,031	630,128
	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)	489,656	513,515	659,612
	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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	489,656	513,515	
	30	Paid-in or capital surplus, or land, bldg , and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	489,656	513,515	
	31	Total liabilities and net assets/fund balances (see instructions)	489,656	513,515	

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	489,656
2	Enter amount from Part I, line 27a	2	22,524
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME ADDITION	3	2,540
4	Add lines 1, 2, and 3	4	514,720
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,205
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	513,515

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 brck 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	52,289
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	38,325	617,068	0 062108
2011	44,682	645,353	0 069237
2010	33,668	626,883	0 053707
2009	38,939	555,127	0 070144
2008	45,493	687,326	0 066188
2 Total of line 1, column (d)		2	0 321384
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 064277
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	638,536
5 Multiply line 4 by line 3		5	41,043
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	602
7 Add lines 5 and 6		7	41,645
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	37,918

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	1,204
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	1,204
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	1,204
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	475
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	475
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	729
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

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?	Yes	No
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>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
	(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
	• 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?		
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>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► ID		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X

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 ►	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
b	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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4 00	10,309	

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	
1	2
3	3
4	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		►

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	624,232
b	Average of monthly cash balances	1b	24,028
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	648,260
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	648,260
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,724
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	638,536
6	Minimum investment return. Enter 5% of line 5	6	31,927

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	31,927
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,204
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,204
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,723
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,723
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	30,723

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	37,918
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	37,918
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	37,918

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				30,723
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	11,311			
b From 2009	11,429			
c From 2010	2,570			
d From 2011	13,092			
e From 2012	7,947			
f Total of lines 3a through e	46,349			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 37,918				
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				30,723
e Remaining amount distributed out of corpus	7,195			
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	53,544			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				0
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	11,311			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	42,233			
10 Analysis of line 9				
a Excess from 2009	11,429			
b Excess from 2010	2,570			
c Excess from 2011	13,092			
d Excess from 2012	7,947			
e Excess from 2013	7,195			

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				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
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.

CARLA COLFACK WELLS FARGO BANK PO BOX 7 TWIN FALLS, ID 83301 (208) 736-1217

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

PLEASE PROVIDE A LETTER THAT OUTLINES THE AMOUNT REQUESTED, THE BENEFIT TO THE LOCAL AREA, AND CERTIFY

c Any submission deadlines.

NONE

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

ORGANIZATIONS REQUESTING FUNDING MUST BE EXEMPT FROM FED INCOME TAX AS A CHARITABLE ORGANIZATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	34,500
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	16,899
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	52,289
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	69,188
13	Total. Add line 12, columns (b), (d), and (e)				13	69,188

(See worksheet in line 13 instructions to verify calculations)

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

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

<p>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.</p>		
<p>Sign Here</p>	 John N. Schmitz, SVP Wells Fargo Bank N.A.	4/16/2014
Signature of officer or trustee		Date
		Title
May the IRS discuss this return with the preparer shown below (see instructions)?		
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 4/16/2014	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no	412-355-6000		

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

TWIN FALLS EDUCATION FOUNDATION ATTN TWIN FALLS BASEBALL TOMORROW

Street

PO BOX 1182

City

TWIN FALLS

StateZip Code
ID 83301**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

LEE PESKY LEARNING CENTER, INC.

Street

3324 ELDER STREET

City

BOISE

StateZip Code
ID 83705**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name

MAGIC VALLEY ARTS COUNCIL, INC.

Street

PO BOX 1158

City

TWIN FALLS

StateZip Code
ID 83301**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

MAGIC VALLEY SYMPHONY ORCHESTRA, INC.

Street

1130 MONACO DRIVE

City

TWIN FALLS

StateZip Code
ID 83301**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,000

Name

MOON CREEK PONIES FOR PREVENTION, INC.

Street

602 W 7TH ST

City

SHOSHONE

StateZip Code
ID 83352**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name

TWIN FALLS SCHOOL DISTRICT 411 EDUCATIONAL FOUNDATION, INC.

Street

828 BLUE LAKES BLVD N

City

TWIN FALLS

StateZip Code
ID 83301**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

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

Recipient(s) paid during the year

Name

UNITED WAY OF MAGIC VALLEY, INC.

Street

PO BOX 65

City	State	Zip Code	Foreign Country
TWIN FALLS	ID	83303	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name

MAGIC VALLEY REHABILITATION SERVICES

Street

2158 4TH AVE EAST

City	State	Zip Code	Foreign Country
TWIN FALLS	ID	83301	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,500

Name**Street**

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

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

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss			
													Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859		7/19/2013	8/1/2013		644					0			3
2	X	CHAMBERS STREET PROPER	157842105		7/28/2008	7/8/2013		5,332					0			-58
3	X	CHAMBERS STREET PROPER	157842105		7/28/2008	7/17/2013		8					0			0
4	X	CREDIT SUISSE COMM RETS	22544R305		8/18/2011	8/18/2013		18,407					0			701
5	X	CREDIT SUISSE COMM RETS	22544R305		8/18/2011	8/18/2013		1,597					431			0
6	X	CREDIT SUISSE COMM RETS	22544R305		8/18/2011	8/18/2013		176					0			-45
7	X	CREDIT SUISSE COMM RETS	22544R305		7/25/2011	10/16/2013		1,614					0			-438
8	X	DIAMOND HILL LONG SHORT	252848S83		10/14/2010	10/16/2013		5,324					0			913
9	X	DIAMOND HILL LONG SHORT	252848S83		5/4/2010	7/17/2013		9,305					0			2,277
10	X	DIAMOND HILL LONG SHORT	252848S83		10/14/2010	8/13/2013		7,093					0			-181
11	X	DREYFUS ENG MKT DEBT LO	281980484		10/14/2010	2/13/2013		4,987					0			106
12	X	DREYFUS ENG MKT DEBT LO	261980484		11/21/2012	1/1/2013		510					0			14
13	X	DREYFUS ENG MKT DEBT LO	261980484		8/19/2011	2/13/2013		523					0			-15
14	X	DREYFUS ENG MKT DEBT LO	261980484		8/19/2011	8/1/2013		1,543					0			-121
15	X	DREYFUS ENG MKT DEBT LO	261980484		7/25/2011	10/16/2013		1,581					0			-105
16	X	DREYFUS ENG MKT DEBT LO	261980484		8/18/2011	10/16/2013		9,111					0			-355
17	X	DRIEHAUS ACTIVE INCOME F	262028855		7/18/2013	8/1/2013		624					0			1
18	X	CATEWAY FUND - YH986	367829884		7/31/2012	1/1/2013		14,660					0			433
19	X	CATEWAY FUND - YH986	367829884		11/27/2012	7/17/2013		561					0			20
20	X	GATEWAY FUND - YH986	367829884		2/15/2013	7/17/2013		10,258					0			117
21	X	HUSSMAN STRATEGIC GROW	448108100		11/18/2008	2/13/2013		4,405					0			-585
22	X	HUSSMAN STRATEGIC GROW	448108100		10/13/2009	2/13/2013		1,317					0			-323
23	X	HUSSMAN STRATEGIC GROW	448108100		2/24/2010	2/13/2013		809					0			-191
24	X	HUSSMAN STRATEGIC GROW	448108100		2/28/2012	2/13/2013		4,407					0			-265
25	X	HUSSMAN STRATEGIC GROW	448108100		9/11/2012	7/17/2013		759					0			583
26	X	AMEX MATERIALS SPDR	81369Y100		8/11/2012	8/1/2013		1,710					0			57
27	X	AMEX MATERIALS SPDR	81369Y100		2/13/2013	7/17/2013		1,944					0			232
28	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	8/1/2013		1,845					0			261
29	X	AMEX HEALTH CARE SPDR	81369Y407		2/17/2009	8/1/2013		508					0			875
30	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	8/1/2013		729					0			41
31	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009	7/17/2013		1,949					0			186
32	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009	7/17/2013		1,863					0			903
33	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009	8/1/2013		539					0			282
34	X	AMEX CONSUMER DISC SP	81369Y407		9/1/2012	7/17/2013		2,434					0			519
35	X	AMEX CONSUMER DISC SP	81369Y407		2/13/2013	7/17/2013		2,731					0			380
36	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	7/17/2013		59					0			875
37	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	8/1/2013		729					0			41
38	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	7/17/2013		1,949					0			542
39	X	AMEX CONSUMER DISC SP	81369Y407		2/17/2009	7/17/2013		1,863					0			557
40	X	AMEX ENERGY SELECT SPDR	81369Y506		11/23/2012	7/17/2013		408					0			53
41	X	AMEX ENERGY SELECT SPDR	81369Y506		2/13/2013	7/17/2013		1,793					0			65
42	X	AMEX ENERGY SELECT SPDR	81369Y506		2/17/2009	7/17/2013		1,481					0			648
43	X	AMEX ENERGY SELECT SPDR	81369Y506		2/17/2009	8/1/2013		576					0			258
44	X	FINANCIAL SELECT SECTOR	81369Y605		2/13/2013	7/17/2013		2,929					0			329
45	X	AMEX TECHNOLOGY SELECT	81369Y803		2/17/2009	7/17/2013		2,528					0			1,481
46	X	FINANCIAL SELECT SECTOR	81369Y803		2/17/2009	7/17/2013		784					0			557
47	X	AMEX INDUSTRIAL SPDR	81369Y704		2/13/2013	7/17/2013		1,728					0			400
48	X	AMEX INDUSTRIAL SPDR	81369Y704		2/17/2009	7/17/2013		1,917					0			158
49	X	AMEX INDUSTRIAL SPDR	81369Y704		2/17/2009	7/17/2013		1,829					0			1,022
50	X	AMEX TECHNOLOGY SELECT	81369Y803		2/13/2013	7/17/2013		640					0			365
51	X	AMEX TECHNOLOGY SELECT	81369Y803		2/17/2009	7/17/2013		4,007					0			275
52	X	AMEX TECHNOLOGY SELECT	81369Y803		2/17/2009	7/17/2013		3,847					0			2,043
53	X	AMEX TECHNOLOGY SELECT	81369Y803		2/17/2009	8/1/2013		1,311					0			605
54	X	VANGUARD INTERMEDIATE	921937819		11/23/2012	7/17/2013		2,184					0			1,177
55	X	VANGUARD INTERMEDIATE	921937819		2/13/2013	7/17/2013		4,005					0			152
56	X	HUSSMAN STRATEGIC GROW	48108100		11/23/2012	7/17/2013		4,282					0			120
57	X	IBM CORP	9 500% 10/1		10/16/2013	7/17/2013		1,920					0			175
58	X	ISHARES MSCI EAFE	484287465		2/17/2009	7/17/2013		25,000					0			-375
59	X	ISHARES S&P MID-CAP 400 G	484287608		8/13/2013	7/17/2013		74,349					0			27,116
60	X	ISHARES S&P MID-CAP 400 G	484287608		2/13/2013	7/17/2013		949					0			81
61	X	ISHARES S&P MID-CAP 400 G	484287608		8/13/2013	7/17/2013		1,516					0			152
62	X	ISHARES S&P MID-CAP 400 G	484287608		2/13/2013	7/17/2013		988					0			120
63	X	ISHARES S&P MID-CAP 400 V	484287705		10/15/2013	7/17/2013		1,385					0			450
64	X	ISHARES S&P MID-CAP 400 V	484287705		2/13/2013	7/17/2013		1,082					0			424
65	X	ISHARES CORE S&P SMALL C	484287804		2/17/2009	7/17/2013		1,265					0			304
66	X	ISHARES CORE S&P SMALL C	484287804		2/17/2009	7/17/2013		8,352					0			452
67	X	ISHARES CORE S&P SMALL C	484287804		8/13/2013	7/17/2013		1,854					0			28
68	X	ISHARES CORE S&P SMALL C	484287804		2/17/2009	7/17/2013		1,721					0			1,022

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

		Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Gross Sales		Cost, Other Basis and Expenses		285,406		Net Gain or Loss	
										337,695		0		0		52,289	
Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	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		
69 X LAUDUS MONDRIAN INT'L FIN	5185506555	---	---	---	1/12/2012	---	---	2/13/2013	231	247	---	---	---	0	.16		
70 X LAUDUS MONDRIAN INT'L FIN	5185506555	---	---	---	7/19/2010	---	---	7/17/2013	834	849	---	---	---	0	-.15		
71 X LAUDUS MONDRIAN INT'L FIN	5185506555	---	---	---	7/19/2010	---	---	7/17/2013	696	734	---	---	---	0	-.38		
72 X MERGER FS SH BEN INT #260	5185506555	---	---	---	7/19/2010	---	---	8/13/2013	172	181	---	---	---	0	-.9		
73 X MERGER FS SH BEN INT #260	589509108	---	---	---	1/27/2012	---	---	7/17/2013	586	582	---	---	---	0	4		
74 X MERGER FS SH BEN INT #260	589509108	---	---	---	2/15/2013	---	---	7/17/2013	868	570	---	---	---	0	96		
75 X MERGER FS SH BEN INT #260	589509108	---	---	---	2/15/2013	---	---	8/13/2013	975	882	---	---	---	0	13		
76 X ASS GLOBAL ALTERNATIVES	6387278855	---	---	---	7/19/2013	---	---	8/13/2013	184	194	---	---	---	0	-.10		
77 X PIMCO FOREIGN BD-FD USD	693390882	81/9/2011	81/9/2011	---	2/13/2013	---	---	980	97	---	---	---	0	9			
78 X PIMCO FOREIGN BD-FD USD	693390882	81/9/2011	81/9/2011	---	7/17/2013	---	---	785	790	---	---	---	0	5			
79 X ROBECO SPLENSHIRT RES	748255581	---	---	---	8/13/2013	---	---	8/13/2013	58	58	---	---	---	0	0		
80 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	7/18/2013	---	---	8/13/2013	883	884	---	---	---	0	1		
81 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	2/13/2013	---	---	2/13/2013	665	620	---	---	---	0	45		
82 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	2/13/2013	---	---	2/13/2013	145	1394	---	---	---	0	61		
83 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	7/31/2013	---	---	7/31/2013	1769	1700	---	---	---	0	69		
84 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	9/13/2012	---	---	2/13/2013	402	394	---	---	---	0	0		
85 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	7/22/2009	---	---	2/13/2013	982	914	---	---	---	0	148		
86 X RIDGEWORTH SEIX HY BD-#	7662817645	---	---	---	7/19/2013	---	---	8/13/2013	1535	1558	---	---	---	0	23		
87 X SPDR DJ WILSHIRE INTERNAL	78493X863	---	---	---	2/13/2013	---	---	8/13/2013	1021	1041	---	---	---	0	29		
88 X SPDR DJ WILSHIRE INTERNAL	78493X863	---	---	---	7/17/2013	---	---	8/13/2013	389	371	---	---	---	0	3		
89 X ANEX MATERIALS SPDR	8136891100	---	---	---	1/17/2013	---	---	10/16/2013	1072	1056	---	---	---	0	16		
90 X RIDGEWORTH SEIX HY BD-#	7862817645	---	---	---	2/13/2013	---	---	7/17/2013	879	869	---	---	---	0	10		
91 X VANGUARD INTERMEDIATE	9219378119	---	---	---	8/19/2011	---	---	2/13/2013	388	369	---	---	---	0	29		
92 X VANGUARD SHORT TERM BD	9219378227	---	---	---	1/23/2012	---	---	8/13/2013	746	811	---	---	---	0	65		
93 X VANGUARD SHORT TERM BD	9219378227	---	---	---	1/23/2012	---	---	2/13/2013	758	7449	---	---	---	0	50		
94 X VANGUARD SHORT TERM BD	9219378227	---	---	---	1/23/2012	---	---	7/17/2013	7013	4538	---	---	---	0	61		
95 X VANGUARD FTSE DEVELOPE	921943658	---	---	---	2/13/2013	---	---	8/13/2013	1842	1871	---	---	---	0	29		
96 X VANGUARD FTSE DEVELOPE	921943658	---	---	---	8/19/2012	---	---	8/13/2013	3998	3809	---	---	---	0	190		
97 X VANGUARD FTSE EMERGING	9220428688	---	---	---	2/13/2013	---	---	8/13/2013	4988	4954	---	---	---	0	447		
98 X VANGUARD FTSE EMERGING	9220428688	---	---	---	2/13/2013	---	---	8/13/2013	4009	4454	---	---	---	0	445		
99 X VANGUARD FTSE EMERGING	9220428688	---	---	---	11/17/2013	---	---	10/16/2013	4222	4458	---	---	---	0	238		
100 X VANGUARD FTSE EMERGING	9220428688	---	---	---	2/13/2013	---	---	7/17/2013	4729	4988	---	---	---	0	259		
101 X VANGUARD REIT VIPER	922085533	---	---	---	8/13/2013	---	---	8/13/2013	673	717	---	---	---	0	44		
102 X VANGUARD REIT VIPER	922085533	---	---	---	11/23/2012	---	---	8/13/2013	677	629	---	---	---	0	48		
103 X VANGUARD REIT VIPER	922085533	---	---	---	8/13/2013	---	---	8/13/2013	677	629	---	---	---	0	48		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	841			841

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

		1,014	403	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	403	403		
2	PY EXCISE TAXES PAID	136			
3	ESTIMATED EXCISE TAXES PAID	475			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	630,128
1				0		
2	MERGER FD SH BEN INT 260		0	12,281	12,500	
3	PIMCO FOREIGN BD FD USD H-INST 103		0	3,218	3,174	
4	CONSUMER STAPLES SECTOR SPDR TR		0	5,227	10,530	
5	AMEX FINANCIAL SELECT SPDR		0	7,892	17,291	
6	AMEX MATERIALS SPDR		0	1,845	3,605	
7	AMEX TECHNOLOGY SELECT SPDR		0	8,932	21,230	
8	AMEX ENERGY SELECT SPDR		0	5,452	10,621	
9	FID ADV EMER MKTS INC- CL 1 607		0	9,542	9,278	
10	ISHARES TR SMALLCAP 600 INDEX FD		0	13,269	38,741	
11	ISHARES S&P MIDCAP 400 VALUE		0	11,317	19,992	
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	3,304	3,117	
13	ISHARES S&P MIDCAP 400 GROWTH		0	16,235	29,287	
14	AMEX INDUSTRIAL SPDR		0	5,182	12,699	
15	AMEX HEALTH CARE SPDR		0	6,192	12,252	
16	AMEX CONSUMER DISCR SPDR		0	4,109	15,037	
17	DREYFUS EMG MKT DEBT LOC C-16083		0	22,754	21,657	
18	DRIEHHAUS ACTIVE INCOME FUND		0	18,978	19,038	
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	25,444	25,093	
20	VANGUARD REIT VIPER		0	10,443	24,339	
21	AQR MANAGED FUTURES STR-I		0	6,388	6,652	
22	VANGUARD EMERGING MARKETS ETF		0	56,870	65,330	
23	VANGUARD BD INDEX FD INC		0	44,828	44,521	
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	16,540	24,638	
25	DIAMOND HILL LONG-SHORT FD CL 111		0	9,556	13,312	
26	RIDGEWORTH SEIX HY BD-I 58555		0	27,322	30,844	
27	VANGUARD INTERMEDIATE TERM B		0	18,186	17,892	
28	VANGUARD EUROPE PACIFIC ETF		0	63,724	72,523	
29	CREDIT SUISSE COMM RT ST-CO 2156		0	30,327	24,839	
30	ROBECO BP LNG/SHRT RES-INS		0	18,674	20,096	

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 ADDITION	1	2,540
2	Total	2	2,540

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

1	COST BASIS ADJUSTMENT	1	143
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	804
3	PY RETURN OF CAPITAL ADJUSTMENT	3	258
4	Total	4	1,205

Part IV (980-PF) - Capital Gains and Losses for Tax on Investment Income

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

Amount										Gains (Losses) Excess of FMV Over Adjusted Basis or Losses	
Long Term CG Distributions	Short Term CG Distributions	2,455	0	0	1,026	0	286	128	49,634	0	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sale Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F MV as of 12/31/09	Gain or Loss	Adjusted Basis as of 12/31/09
83 RIDGEWORTH SIXTH HY BD-1 #5655	786287B45	7/12/2008	8/13/2013	8/13/2013	962	0	0	114	149	-23	0
84 RIDGEWORTH SIXTH HY BD-1 #5655	786287B45	7/12/2008	8/13/2013	8/13/2013	1,535	0	0	1,535	0	0	0
85 SPDR DJ WILSHIRE INTERNATIONAL R	784633X63	2/15/2013	8/13/2013	8/13/2013	1,021	0	0	1,044	0	0	0
86 SPDR DJ WILSHIRE INTERNATIONAL R	784633X63	7/17/2013	8/13/2013	8/13/2013	938	0	0	937	3	0	0
87 SPDR DJ WILSHIRE INTERNATIONAL R	784633X63	10/16/2013	10/16/2013	10/16/2013	1,072	0	0	1,056	18	0	0
88 SPDR DJ WILSHIRE INTERNATIONAL R	784633X63	2/11/2013	8/13/2013	8/13/2013	879	0	0	889	10	0	0
89 AMEX MATERIALS SPDR	813691Y00	8/16/2011	8/16/2011	8/16/2011	0	0	0	0	0	0	0
90 AMEX MATERIALS SPDR	813691Y00	8/16/2011	8/16/2011	8/16/2011	0	0	0	0	0	0	0
91 RIDGEWORTH SIXTH HY BD-1 #5655	786287B45	8/16/2011	8/16/2011	8/16/2011	0	0	0	0	0	0	0
92 VANGUARD INTERMEDIATE TERM B	9219317816	8/13/2013	8/13/2013	8/13/2013	746	0	0	611	65	0	0
93 VANGUARD SHORT TERM BOND ETF	9219317827	11/23/2012	11/23/2013	11/23/2013	7,598	0	0	7,846	0	0	0
94 VANGUARD SHORT TERM BOND ETF	9219317827	11/23/2012	11/23/2013	11/23/2013	4,577	0	0	4,639	52	0	0
95 VANGUARD SHORT TERM BOND ETF	9219317827	11/23/2012	11/23/2013	11/23/2013	1,842	0	0	1,871	51	0	0
96 VANGUARD FTE DEVELOPED EFT	9219408538	2/13/2013	8/13/2013	8/13/2013	3,989	0	0	3,809	28	0	0
97 VANGUARD FTE DEVELOPED EFT	9219408538	10/16/2013	10/16/2013	10/16/2013	4,888	0	0	4,541	147	0	0
98 VANGUARD FTE DEVELOPED EFT	9220428538	2/13/2013	8/13/2013	8/13/2013	4,008	0	0	4,054	0	0	0
99 VANGUARD FTE EMERGING MARKET	9220428538	10/16/2013	10/16/2013	10/16/2013	4,222	0	0	4,058	238	0	0
100 VANGUARD FTE EMERGING MARKET	9220428538	2/13/2013	8/13/2013	8/13/2013	4,758	0	0	4,688	259	0	0
101 VANGUARD REIT VIPER	9220605531	7/17/2013	8/13/2013	8/13/2013	673	0	0	717	44	0	0
102 VANGUARD REIT VIPER	9220605531	11/23/2012	8/13/2013	8/13/2013	677	0	0	629	48	0	0
103 UNRECAPTURED SECTION 1567 GAIN					11	0	0	0	0	0	0

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	475
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	475

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

1	Wells Fargo Bank N A Trust Tax D	<input checked="" type="checkbox"/> If Business	Check "X" if Business	Street	City	State	Zip Code	Foreign County	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	0
		X		1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3618		TRUSTEE	4.00	10,309	10,309	0	