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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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 LEADBETTER, LULA CHARITABLE TUW			A Employer identification number 84-0740710	
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	C If exemption application is pending, check here ☐	
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change			D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 977,907		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,928	22,405		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,339			
	b Gross sales price for all assets on line 6a 426,582				
	7 Capital gain net income (from Part IV, line 2)		50,339		
	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	73,267	72,744			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,413	10,810		3,603
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,063			1,063
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	739	588		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3	3		
	24 Total operating and administrative expenses. Add lines 13 through 23	16,218	11,401	0	4,666
	25 Contributions, gifts, grants paid	42,262			42,262
26 Total expenses and disbursements. Add lines 24 and 25	58,480	11,401	0	46,928	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	14,787				
b Net investment income (if negative, enter -0-)		61,343			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

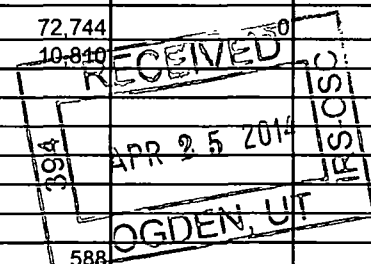
Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash—non-interest-bearing	1,197	2,583	2,583			
	2 Savings and temporary cash investments	22,856	23,861	23,861			
	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)	775,614	789,159	951,465			
	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)	799,667	815,603	977,909			
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 ▶ ☐						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☒						
	27 Capital stock, trust principal, or current funds	799,667	815,603				
	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)	799,667	815,603				
	31 Total liabilities and net assets/fund balances (see instructions)	799,667	815,603				

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	799,667
2 Enter amount from Part I, line 27a	2	14,787
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,650
4 Add lines 1, 2, and 3	4	817,104
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,501
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	815,603

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	50,339
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	43,308	908,079	0.047692
2011	51,859	937,599	0.055310
2010	48,079	909,350	0.052872
2009	25,637	804,244	0.031877
2008	31,880	890,223	0.035811

2	Total of line 1, column (d)	2	0.223562
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	0.044712
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	948,058
5	Multiply line 4 by line 3	5	42,390
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	613
7	Add lines 5 and 6	7	43,003
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	46,928

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	613
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	613
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	613
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	235
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	235
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	378
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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) ☐ <u>CO</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes X	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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? Organizations relying on a current notice regarding disaster assistance check here ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☐ No ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No	5b N/A 6b X 7b N/A
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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	14,413		

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	937,165
b	Average of monthly cash balances	1b	25,330
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	962,495
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	962,495
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,437
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	948,058
6	Minimum investment return. Enter 5% of line 5	6	47,403

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	47,403
2a	Tax on investment income for 2013 from Part VI, line 5	2a	613
2b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	613
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,790
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,790
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	46,790

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	46,928
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	46,928
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	613
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,315

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				46,790
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			19,248	
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 ▶ \$ 46,928				
a Applied to 2012, but not more than line 2a			19,248	
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				27,680
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				19,110
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	42,262
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

- 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?

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

- a** Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash

- (2) Other assets

- b Other transactions**

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

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

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

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

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

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

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

4/17/2014
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
JOSEPH J CASTRIANO

Preparer's signature 

Date
4/17/2014

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

Recipient(s) paid during the year

Name

SALVATION ARMY

Street

PO BOX 87

City

GREELEY

State

CO

Zip Code

80632

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

42,262

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

Long Term CG Distributions										Short Term CG Distributions										Amount		Totals																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													
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		Cost, Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										3,649		Capital Gains/Losses		426,592		376,243		50,339	
												Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
69	X	CME GROUP INC	12572Q105		2/13/2013		7/17/2013	840	626				0	214					
70	X	CME GROUP INC	12572Q105		6/7/2012		7/17/2013	229	163				0	66					
71	X	CME GROUP INC	12572Q105		6/7/2012		12/23/2013	169	109				0	60					
72	X	CVS/CAREMARK CORPORATI	126650100		2/13/2013		7/17/2013	366	306				0	60					
73	X	CVS/CAREMARK CORPORATI	126650100		4/16/2003		7/17/2013	548	108				0	440					
74	X	CVS/CAREMARK CORPORATI	126650100		4/16/2003		12/23/2013	141	24				0	117					
75	X	CAPITAL ONE FINANCIAL COR	14040H105		8/31/2009		7/17/2013	400	217				0	183					
76	X	CAPITAL ONE FINANCIAL COR	14040H105		8/31/2009		12/23/2013	150	72				0	78					
77	X	CELANESE CORP	150870103		2/13/2013		7/17/2013	236	253				0	-17					
78	X	CELANESE CORP	150870103		6/13/2011		7/17/2013	331	324				7	0					
79	X	CELANESE CORP	150870103		6/13/2011		12/23/2013	109	92				0	17					
80	X	CHEVRON CORP	166764100		5/12/2003		7/3/2013	1,309	344				0	965					
81	X	CHEVRON CORP	166764100		5/12/2003		12/23/2013	493	125				0	368					
82	X	CISCO SYSTEMS INC	17275R102		2/13/2013		7/17/2013	849	694				0	155					
83	X	CISCO SYSTEMS INC	17275R102		2/17/2011		7/17/2013	412	298				0	114					
84	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/2/2011		12/23/2013	208	109				0	99					
85	X	APACHE CORP	037411105		10/6/2009		7/17/2013	738	850				0	-112					
86	X	APACHE CORP	037411105		10/6/2009		12/23/2013	173	189				0	-16					
87	X	APPLE INC	037833100		12/9/2013		12/23/2013	1,136	919				0	217					
88	X	APPLE INC	037833100		11/24/2008		12/23/2013	1,136	171				0	965					
89	X	BAXTER INTL INC	071813109		8/19/2013		12/23/2013	274	286				12	0					
90	X	BERKSHIRE HATHAWAY INC	084670702		2/13/2013		7/17/2013	590	490				0	100					
91	X	BERKSHIRE HATHAWAY INC	084670702		4/10/2012		7/17/2013	708	477				0	231					
92	X	CISCO SYSTEMS INC	17275R102		2/17/2011		10/14/2013	116	93				0	23					
93	X	COACH INC	189754104		1/9/2013		7/17/2013	699	700				0	0					
94	X	COACH INC	189754104		1/9/2013		12/23/2013	112	117				-1	0					
95	X	COMCAST CORP CLASS A	20030N101		2/7/2008		7/17/2013	132	52				0	-5					
96	X	TARGET CORP	87612E106		2/13/2013		7/17/2013	360	314				0	46					
97	X	TARGET CORP	87612E106		4/16/2003		7/17/2013	360	160				0	200					
98	X	TEVA PHARMACEUTICAL IND	881624209		8/30/2013		12/23/2013	124	127				0	-3					
99	X	TEVA PHARMACEUTICAL IND	881624209		11/4/2009		7/17/2013	512	657				0	-145					
100	X	TEVA PHARMACEUTICAL IND	881624209		11/4/2009		8/19/2013	559	708				0	-149					
101	X	TEVA PHARMACEUTICAL IND	881624209		4/12/2011		8/19/2013	758	933				0	-175					
102	X	TEVA PHARMACEUTICAL IND	881624209		2/13/2013		8/19/2013	439	427				0	12					
103	X	THERMO FISHER SCIENTIFIC	883556102		2/13/2013		7/3/2013	425	375				0	50					
104	X	THERMO FISHER SCIENTIFIC	883556102		4/12/2011		7/3/2013	255	168				0	87					
105	X	THERMO FISHER SCIENTIFIC	883556102		4/12/2011		7/17/2013	878	559				0	319					
106	X	THERMO FISHER SCIENTIFIC	883556102		4/12/2011		8/30/2013	177	112				0	65					
107	X	THERMO FISHER SCIENTIFIC	883556102		7/9/2009		8/30/2013	355	152				0	203					
108	X	3M CO	88579Y101		2/13/2013		7/17/2013	574	514				0	60					
109	X	3M CO	88579Y101		12/15/2010		7/17/2013	230	173				0	57					
110	X	3M CO	88579Y101		12/15/2010		12/23/2013	274	173				0	101					
111	X	TOTAL S A - ADR	89151E109		2/13/2013		7/17/2013	308	312				0	4					
112	X	TOTAL S A - ADR	89151E109		7/5/2012		7/17/2013	308	271				0	37					
113	X	TOTAL S A - ADR	89151E109		7/5/2012		12/23/2013	120	90				0	30					
114	X	US BANCORP DEL NEW	902973304		2/13/2013		7/17/2013	625	579				0	46					
115	X	US BANCORP DEL NEW	902973304		2/4/2011		7/17/2013	184	137				0	47					
116	X	US BANCORP DEL NEW	902973304		2/4/2011		12/23/2013	161	110				0	51					
117	X	UNION PACIFIC CORP	907818108		5/14/2010		7/3/2013	1,240	600				0	640					
118	X	UNION PACIFIC CORP	907818108		5/14/2010		10/14/2013	157	75				0	82					
119	X	UNION PACIFIC CORP	907818108		7/28/2010		10/14/2013	626	297				0	329					
120	X	UNITED PARCEL SERVICE-CL	911312106		8/12/2011		10/14/2013	451	326				0	129					
121	X	UNITEDHEALTH GROUP INC	91324P102		2/13/2013		7/17/2013	336	284				0	52					
122	X	UNITEDHEALTH GROUP INC	91324P102		4/4/2013		7/17/2013	739	684				0	55					
123	X	UNITEDHEALTH GROUP INC	91324P102		3/14/2008		12/23/2013	148	76				0	72					
124	X	VANGUARD INTERMEDIATE T	921937819		9/18/2012		2/13/2013	2,786	2,863				0	-77					
125	X	VANGUARD INTERMEDIATE T	921937819		9/18/2012		7/17/2013	3,946	4,206				260	0					
126	X	VANGUARD INTERMEDIATE T	921937819		9/18/2012		12/23/2013	497	548				0	-51					
127	X	VANGUARD SHORT TERM BO	921937827		9/18/2012		2/13/2013	5,335	5,371				0	-36					
128	X	VANGUARD SHORT TERM BO	921937827		9/18/2012		7/17/2013	12,365	12,533				169	1					
129	X	VANGUARD SHORT TERM BO	921937827		8/19/2012		12/23/2013	1,605	1,634				0	-29					
130	X	VANGUARD FTSE DEVELOPE	921943858		2/13/2013		7/17/2013	4,541	4,431				0	110					
131	X	VANGUARD FTSE DEVELOPE	921943858		2/13/2013		10/14/2013	7,812	7,141				0	671					
132	X	VANGUARD FTSE DEVELOPE	921943858		2/13/2013		12/23/2013	1,059	952				0	107					
133	X	VANGUARD FTSE EMERGING	92042858		2/24/2011		10/14/2013	1,478	1,586				0	-108					
134	X	VANGUARD FTSE EMERGING	92042858		2/13/2013		10/14/2013	12,546	13,228				0	-683					
135	X	COMCAST CORP CLASS A	20030N101		2/13/2013		7/17/2013	704	660				0	44					
136	X	COMCAST CORP CLASS A	20030N101		4/21/2009		7/17/2013	220	71				0	149					

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

Totals										Capital Gains/Losses		Other sales		Capital Gains/Losses		Other sales		Capital Gains/Losses		Other sales			
										Gross Sales		Cost, Other Basis and Expenses		Depreciation		Expense of Sale and Cost of Improvements		Valuation Method		Cost or Other Basis		Net Gain or Loss	
										426,592		376,243		0		0		0		50,339		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
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										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
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										0		0		0		0		0		0		0	
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										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
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										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0		0		0		0		0	
										0		0		0									

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	Totals								
								Capital Gains/Losses		Gross Sales		Cost or Other Basis		Cost Other Basis and Expenses		Net Gain or Loss
								Long Term CG Distributions	Short Term CG Distributions	Gross Sales	Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	
									426,582	0	376,243	50,339				
									0	0	0	0				
205	X RIDGEWORTH SEIX HY BD-1 #	76628T645			2/28/2011		2/13/2013	1,526		1,509		0	17			
206	X RIDGEWORTH SEIX HY BD-1 #	76628T645			11/8/2011		2/13/2013	2,639		2,460		0	179			
207	X RIDGEWORTH SEIX HY BD-1 #	76628T645			2/28/2012		2/13/2013	2,014		1,929		0	83			
208	X RIDGEWORTH SEIX HY BD-1 #	76628T643			10/14/2009		2/13/2013	804		715		0	89			
209	X RIDGEWORTH SEIX HY BD-1 #	76628T645			7/19/2013		12/23/2013	600		625		0	-25			
210	X SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		2/13/2013	1,417		1,394		0	23			
211	X SPDR DJ WILSHIRE INTERNA	78463X863			7/1/2013		10/14/2013	1,927		1,855		0	72			
212	X SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		10/14/2013	128		123		0	5			
213	X SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		12/23/2013	403		410		0	-7			
214	X SCHLUMBERGER LTD	806857108			2/7/2011		7/17/2013	384		446		0	-62			
215	X SCHLUMBERGER LTD	806857108			2/7/2012		7/17/2013	154		159		0	-5			
216	X MERGER FD SH BEN INT #280	599509108			10/17/2013		12/23/2013	400		398		0	2			
217	X MICROSOFT CORP	594918104			2/13/2013		7/17/2013	471		364		0	107			
218	X SCHLUMBERGER LTD	806857108			2/7/2012		12/23/2013	176		159		0	17			
219	X TUX COS INC NEW	872540109			2/13/2013		7/17/2013	628		542		0	86			
220	X TUX COS INC NEW	872540109			6/30/2011		7/17/2013	262		133		0	129			
221	X TUX COS INC NEW	872540109			6/30/2011		12/23/2013	125		53		0	72			
222	X TARGET CORP	87612E106			6/30/2011		7/17/2013	216		140		0	76			

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

		1,063	0	0	1,063
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,063			1,063

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

		739	588	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX PAID	588	588		
2	ESTIMATED EXCISE PAYMENTS	151			

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

		3	3	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	3	3		

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	951,465
2	AFLAC INC		0	1,038	2,405
3	AFFILIATED MANAGERS GROUP INC		0	789	2,819
4	APACHE CORPORATION COM		0	2,278	2,148
5	APPLE COMPUTER INC COM		0	854	5,610
6	BAXTER INTL INC COM		0	2,496	2,504
7	BOEING COMPANY		0	1,525	3,003
8	CVS/CAREMARK CORPORATION		0	493	2,934
9	CAPITAL ONE FINANCIAL CORP		0	791	2,375
10	CISCO SYSTEMS INC		0	2,246	3,050
11	CUMMINS INC		0	1,581	1,692
12	DIAGEO PLC - ADR		0	803	2,251
13	WALT DISNEY CO		0	1,083	3,973
14	EM C CORP MASS		0	643	1,584
15	GILEAD SCIENCES INC		0	703	2,704
16	INTERNATIONAL BUSINESS MACHS COR		0	1,848	1,688
17	JOHNSON CONTROLS INC		0	1,704	2,770
18	MERGER FD SH BEN INT 260		0	28,078	28,416
19	MICROSOFT CORP		0	1,051	2,020
20	NATIONAL OILWELL INC COM		0	1,985	2,227
21	NESTLE S A REGISTERED SHARES - ADR		0	1,023	2,281
22	ORACLE CORPORATION		0	1,307	2,219
23	PIMCO FOREIGN BD FD USD H-INST 103		0	19,304	19,079
24	SCHLUMBERGER LTD		0	2,186	2,974
25	TJX COS INC NEW		0	1,116	2,677
26	THERMO FISHER SCIENTIFIC INC		0	759	2,227
27	TOTAL FINA ELF S A ADR		0	1,626	2,206
28	UNION PACIFIC CORP		0	1,445	3,360
29	MCKESSON CORP		0	1,670	2,905
30	GOLDMAN SACHS GROUP INC		0	1,686	1,950
31	HSBC - ADR		0	2,148	2,205
32	UNITED PARCEL SERVICE-CL B		0	1,435	2,312
33	TARGET CORP		0	1,654	2,910
34	UNITEDHEALTH GROUP INC		0	1,360	3,464
35	FID ADV EMER MKTS INC- CLI 1607		0	14,625	14,272
36	COACH INC		0	2,082	2,189
37	BHP BILLITON LIMITED		0	1,640	1,296
38	ISHARES TR SMALL CAP 600 INDEX FD		0	15,004	39,942
39	JPMORGAN CHASE & CO		0	1,560	3,567
40	US BANCORP DEL NEW		0	1,748	2,626
41	ISHARES S&P MIDCAP 400 VALUE		0	14,861	26,733
42	ISHARES S & P 500 INDEX FUND		0	8,592	18,936
43	ANHEUSER-BUSCH INBEV SPN ADR		0	1,360	2,662
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	20,147	18,771
45	EATON VANCE GLOBAL MACRO - I		0	9,880	9,651
46	ISHARES S&P MIDCAP 400 GROWTH		0	24,049	41,302

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	CHEVRON CORP		0	564	951,465
48	DREYFUS EMG MKT DEBT LOC C-I 6083		0	34,333	32,866
49	DRIEHAUS ACTIVE INCOME FUND		0	47,692	48,216
50	3M CO		0	1,818	2,945
51	BERSHIRE HATHAWAY INC		0	2,283	3,912
52	COMCAST CORP CLASS A		0	949	3,534
53	ASG GLOBAL ALTERNATIVES-Y 1993		0	28,939	28,541
54	GOOGLE INC		0	2,410	4,483
55	VANGUARD REIT VIPER		0	14,935	32,409
56	CELANESE CORP		0	1,407	1,770
57	VANGUARD EMERGING MARKETS ETF		0	52,868	64,220
58	MONSTER BEVERAGE CORP		0	1,260	1,898
59	EATON CORP PLC		0	1,649	2,436
60	SPDR DJ WILSHIRE INTERNATIONAL REA		0	27,232	32,754
61	VANGUARD INTERMEDIATE TERM B		0	46,976	46,079
62	VANGUARD EUROPE PACIFIC ETF		0	79,215	90,154
63	DIAMOND HILL LONG-SHORT FD CL I 11		0	14,354	20,223
64	RIDGEWORTH SEIX HY BD-I 5855		0	41,625	46,872
65	CREDIT SUISSE COMM RT ST-CO 2156		0	45,873	37,669
66	VANGUARD BD INDEX FD INC		0	134,567	134,522
67	CME GROUP INC		0	1,954	2,825

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

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

1	COST BASIS ADJUSTMENT	1	32
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	2,618
3	Total	3	2,650

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,154
2	PY RETURN OF CAPITAL ADJUSTMENT	2	347
3	Total	3	1,501

	Amount
Long Term CG Distributions	3,849
Short Term CG Distributions	0

[illegible]

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	CUSIP #		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85	APACHE CORP	037411105	037411105	037411105	037411105	037411105	037411105	037411105	037411105	037411105	738			850	-112	0	0	0	46,690
86	APACHE CORP	037411105	037411105	037411105	037411105	037411105	037411105	037411105	037411105	037411105	173			189	-16	0	0	0	-112
87	APPLE INC	037833100	037833100	037833100	037833100	037833100	037833100	037833100	037833100	037833100	1,136			1,136	0	0	0	0	-16
88	APPLE INC	037833100	037833100	037833100	037833100	037833100	037833100	037833100	037833100	037833100	1,136			1,136	0	0	0	0	217
89	BAXTER INTL INC	071813109	071813109	071813109	071813109	071813109	071813109	071813109	071813109	071813109	274			286	12	0	0	0	985
90	BERKSHIRE HATHAWAY INC	084670702	084670702	084670702	084670702	084670702	084670702	084670702	084670702	084670702	590			490	100	0	0	0	0
91	BERKSHIRE HATHAWAY INC	084670702	084670702	084670702	084670702	084670702	084670702	084670702	084670702	084670702	708			477	231	0	0	0	231
92	CISCO SYSTEMS INC	17275R102	17275R102	17275R102	17275R102	17275R102	17275R102	17275R102	17275R102	17275R102	118			93	23	0	0	0	23
93	COACH INC	189754104	189754104	189754104	189754104	189754104	189754104	189754104	189754104	189754104	899			700	-1	0	0	0	-1
94	COACH INC	189754104	189754104	189754104	189754104	189754104	189754104	189754104	189754104	189754104	112			117	-5	0	0	0	-5
95	COMCAST CORP CLASS A	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	132			52	80	0	0	0	80
96	TARGET CORP	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	360			314	46	0	0	0	46
97	TARGET CORP	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	360			160	200	0	0	0	200
98	TARGET CORP	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	87612E106	124			127	-3	0	0	0	-3
99	TEVA PHARMACEUTICAL INDUSTRIES	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	512			657	145	0	0	0	145
100	TEVA PHARMACEUTICAL INDUSTRIES	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	559			708	-149	0	0	0	-149
101	TEVA PHARMACEUTICAL INDUSTRIES	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	758			933	-175	0	0	0	-175
102	TEVA PHARMACEUTICAL INDUSTRIES	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	881624209	439			427	12	0	0	0	12
103	THERMO FISHER SCIENTIFIC INC	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	255			188	67	0	0	0	67
104	THERMO FISHER SCIENTIFIC INC	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	255			188	67	0	0	0	67
105	THERMO FISHER SCIENTIFIC INC	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	177			112	65	0	0	0	65
106	THERMO FISHER SCIENTIFIC INC	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	355			152	203	0	0	0	203
107	THERMO FISHER SCIENTIFIC INC	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	883556102	574			514	60	0	0	0	60
108	3M CO	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	230			173	57	0	0	0	57
109	3M CO	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	274			173	101	0	0	0	101
110	3M CO	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	88579Y101	308			271	37	0	0	0	37
111	TOTAL SA - ADR	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	120			90	30	0	0	0	30
112	TOTAL SA - ADR	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	120			579	46	0	0	0	46
113	TOTAL SA - ADR	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	89151E109	120			579	46	0	0	0	46
114	US BANCORP DEL NEW	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	184			137	47	0	0	0	47
115	US BANCORP DEL NEW	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	184			110	51	0	0	0	51
116	US BANCORP DEL NEW	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	902873304	161			600	640	0	0	0	640
117	UNION PACIFIC CORP	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	1,240			75	82	0	0	0	82
118	UNION PACIFIC CORP	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	157			329	329	0	0	0	329
119	UNION PACIFIC CORP	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	907818108	828			326	52	0	0	0	52
120	UNITED PARCEL SERVICE CL B	911312108	911312108	911312108	911312108	911312108	911312108	911312108	911312108	911312108	451			284	167	0	0	0	167
121	UNITEDHEALTH GROUP INC	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	739			684	55	0	0	0	55
122	UNITEDHEALTH GROUP INC	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	739			76	72	0	0	0	72
123	UNITEDHEALTH GROUP INC	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	91324P102	148			2,863	-77	0	0	0	-77
124	VANGUARD INTERMEDIATE TERM B	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	2,789			4,206	1,417	0	0	0	1,417
125	VANGUARD INTERMEDIATE TERM B	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	3,946			548	-51	0	0	0	-51
126	VANGUARD INTERMEDIATE TERM B	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	921837819	487			5,371	-36	0	0	0	-36
127	VANGUARD SHORT TERM BOND ETF	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	5,335			12,533	7,198	0	0	0	7,198
128	VANGUARD SHORT TERM BOND ETF	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	12,365			1,634	-29	0	0	0	-29
129	VANGUARD SHORT TERM BOND ETF	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	921837827	1,805			1,634	-171	0	0	0	-171
130	VANGUARD FTSE DEVELOPED ETF	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	4,541			4,431	110	0	0	0	110
131	VANGUARD FTSE DEVELOPED ETF	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	7,812			952	107	0	0	0	107
132	VANGUARD FTSE DEVELOPED ETF	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	921843559	1,059			1,566	-507	0	0	0	-507
133	VANGUARD FTSE EMERGING MARKET	922042558	922042558	922042558	922042558	922042558	922042558	922042558	922042558	922042558	12,545			13,228	683	0	0	0	683
134	VANGUARD FTSE EMERGING MARKET	922042558	922042558	922042558	922042558	922042558	922042558	922042558	922042558	922042558	704			660	44	0	0	0	44
135	COMCAST CORP CLASS A	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	220			71	149	0	0	0	149
136	COMCAST CORP CLASS A	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	20030N101	220			187	67	0	0	0	67
137	VODAFONE GROUP PLC NEW ADR	92857W209	92857W209	92857W209	92857W209	92857W209	92857W209	92857W209	92857W209	92857W209	335			258	77	0	0	0	77
138	EATON CORP PLC	928183103	928183103	928183103	928183103	928183103	928183103	928183103	928183103	928183103	152			103	49	0	0	0	49
139	EATON CORP PLC	928183103	928183103	928183103	928183103	928183103	928183103	928183103	928183103	928183103	352			324	28	0	0	0	28
140	GOLDMAN SACHS GROUP INC	38141G104	38141G104	38141G104	38141G104	38141G104	38141G104	38141G104	38141G104	38141G104	446			437	9	0	0	0	9
141	HSBC - ADR	404280408	404280408	404280408	404280408	404280408	404280408	404280408	404280408	404280408	108			109	1	0	0	0	1
142	HSBC - ADR	404280408	404280408	404280408	404280408	404280408	404280408	404280408	404280408	404280408	108			2,195	360				

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															3,849	
		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	0	4.41	Cost or Other Basis Plus Expense of Sale	Gain or Loss	46,690	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
166	CUMMINS INC	231021106		11/14/2013	12/23/2013	832			0	791	41	0	0	0	41	
170	DIAGEO PLC - ADR	25243QZ05		4/15/2009	7/17/2013	610			0	593	17	0	0	0	17	
171	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		4/15/2009	7/17/2013	244			0	96	148	0	0	0	148	
172	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		4/15/2009	7/17/2013	1,009			0	945	84	0	0	0	84	
173	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		6/2/2011	7/17/2013	266			0	215	51	0	0	0	51	
174	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		6/2/2011	7/17/2013	167			0	133	34	0	0	0	34	
175	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		9/18/2012	7/17/2013	3,860			0	3,379	481	0	0	0	481	
176	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		9/18/2012	7/17/2013	133			0	116	17	0	0	0	17	
177	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		5/4/2010	7/17/2013	2,814			0	2,125	689	0	0	0	689	
178	DIAMOND HILL LONG-SHORT FD CL I #	35264S833		10/17/2013	12/23/2013	300			0	292	8	0	0	0	8	
179	WALT DISNEY CO	25468F108		12/22/2007	7/17/2013	281			0	140	121	0	0	0	121	
180	WALT DISNEY CO	25468F108		2/13/2013	7/17/2013	848			0	713	136	0	0	0	136	
181	WALT DISNEY CO	25468F108		2/7/2008	7/17/2013	65			0	32	33	0	0	0	33	
182	WALT DISNEY CO	25468F108		12/23/2013	7/17/2013	148			0	83	83	0	0	0	83	
183	E M C CORP MASS	286648102		2/13/2013	7/17/2013	432			0	413	19	0	0	0	19	
184	E M C CORP MASS	286648102		7/6/2004	7/17/2013	152			0	61	91	0	0	0	91	
185	E M C CORP MASS	286648102		7/6/2004	12/23/2013	49			0	20	29	0	0	0	29	
186	ED HOME LN BK	31339X2M5		5/14/2003	6/14/2013	50,000			0	50,109	-109	0	0	0	-109	
187	GATEWAY FUND - Y #1888	38762S884		9/13/2012	7/17/2013	23,080			0	22,712	378	0	0	0	378	
188	GATEWAY FUND - Y #1888	38762S884		2/15/2012	7/17/2013	10,875			0	10,751	124	0	0	0	124	
189	GILEAD SCIENCES INC	375558103		2/13/2013	4/4/2013	335			0	289	46	0	0	0	46	
190	GILEAD SCIENCES INC	375558103		12/6/2011	4/4/2013	335			0	137	198	0	0	0	198	
191	GILEAD SCIENCES INC	375558103		12/6/2011	7/17/2013	801			0	273	528	0	0	0	528	
192	GILEAD SCIENCES INC	375558103		12/6/2011	12/13/2013	639			0	176	463	0	0	0	463	
193	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		8/23/2011	2/13/2013	6,415			0	6,279	136	0	0	0	136	
194	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		10/13/2010	10/14/2013	5,893			0	6,280	-367	0	0	0	-367	
195	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		10/13/2010	10/14/2013	815			0	866	-53	0	0	0	-53	
196	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		8/23/2011	10/14/2013	752			0	802	-50	0	0	0	-50	
197	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		9/13/2012	10/14/2013	5,945			0	6,211	-266	0	0	0	-266	
198	DREVFUS EMG MKT DEBT LOC C-I #608	281880484		9/13/2012	12/23/2013	400			0	427	-27	0	0	0	-27	
199	DRIEHAUSE ACTIVE INCOME FUND	282028555		2/15/2013	12/23/2013	600			0	599	1	0	0	0	1	
200	ORACLE CORPORATION	88388X105		6/4/2010	7/17/2013	289			0	203	86	0	0	0	86	
201	ORACLE CORPORATION	88388X105		6/4/2010	12/23/2013	73			0	45	28	0	0	0	28	
202	PIMCO FOREIGN BD FD USD H-INST #1	683390882		8/23/2011	2/13/2013	2,079			0	2,055	24	0	0	0	24	
203	PIMCO FOREIGN BD FD USD H-INST #1	683390882		8/23/2011	12/23/2013	250			0	253	-3	0	0	0	-3	
204	RIDGEMORTH SEIX HY BDI #5855	76628T645		2/8/2008	2/13/2013	2,718			0	2,630	88	0	0	0	88	
205	RIDGEMORTH SEIX HY BDI #5855	76628T645		2/28/2011	2/13/2013	1,528			0	1,509	17	0	0	0	17	
206	RIDGEMORTH SEIX HY BDI #5855	76628T645		1/18/2011	2/13/2013	2,839			0	2,460	179	0	0	0	179	
207	RIDGEMORTH SEIX HY BDI #5855	76628T645		2/28/2012	2/13/2013	2,014			0	1,929	85	0	0	0	85	
208	RIDGEMORTH SEIX HY BDI #5855	76628T645		10/14/2009	2/13/2013	804			0	715	89	0	0	0	89	
209	RIDGEMORTH SEIX HY BDI #5855	76628T645		7/18/2013	12/23/2013	600			0	625	-25	0	0	0	-25	
210	SPDR DJ WILSHIRE INTERNATIONAL R	78463X883		5/31/2011	2/13/2013	1,417			0	1,384	23	0	0	0	23	
211	SPDR DJ WILSHIRE INTERNATIONAL R	78463X883		7/17/2013	10/14/2013	1,927			0	1,855	72	0	0	0	72	
212	SPDR DJ WILSHIRE INTERNATIONAL R	78463X883		5/31/2011	10/14/2013	128			0	123	5	0	0	0	5	
213	SPDR DJ WILSHIRE INTERNATIONAL R	78463X883		5/31/2011	12/23/2013	403			0	410	-7	0	0	0	-7	
214	SCHLUMBERGER LTD	808657108		2/7/2011	7/17/2013	384			0	446	-62	0	0	0	-62	
215	SCHLUMBERGER LTD	808657108		2/7/2012	7/17/2013	154			0	159	-5	0	0	0	-5	
216	MERGER FD SH BEN INT #260	585509108		10/17/2013	12/23/2013	400			0	398	2	0	0	0	2	
217	MICROSOFT CORP	584918104		2/13/2013	7/17/2013	471			0	368	107	0	0	0	107	
218	SCHLUMBERGER LTD	808657108		2/7/2012	12/23/2013	178			0	159	17	0	0	0	17	
219	TJX COS INC NEW	872540109		2/13/2013	7/17/2013	928			0	542	86	0	0	0	86	
220	TJX COS INC NEW	872540109		6/30/2011	7/17/2013	262			0	133	129	0	0	0	129	
221	TJX COS INC NEW	872540109		6/30/2011	12/23/2013	125			0	72	125	0	0	0	125	
222	TARGET CORP	8719E1D8		6/30/2011	7/17/2013	216			0	140	76	0	0	0	76	

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 Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	14,413		
14,413										0	0	

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

	Date	Amount
1 Credit from prior year return		1 84
2 First quarter estimated tax payment	5/7/2013	2 151
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		7 235

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	19,248
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,248