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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 HUNTER, ESTELLE CHAR			A Employer identification number 84-6016605	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			Room/suite	
City or town Winston Salem			State NC	
ZIP code 27101-3818			B Telephone number (see instructions) (888) 730-4933	
Foreign country name			Foreign province/state/country	
Foreign postal code			C If exemption application is pending, check here <input type="checkbox"/>	
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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,678,189			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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	311,610	307,552		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	352,049			
	b Gross sales price for all assets on line 6a	4,097,570			
	7 Capital gain net income (from Part IV, line 2)		352,049		
	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)	14,209	14,209			
12 Total. Add lines 1 through 11	677,868	673,810	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	113,184	84,888		28,296
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,132			1,132
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,319	4,785		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,348	3,348		
	24 Total operating and administrative expenses. Add lines 13 through 23	138,983	93,021	0	29,428
	25 Contributions, gifts, grants paid	428,304			428,304
26 Total expenses and disbursements. Add lines 24 and 25	567,287	93,021	0	457,732	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	110,581				
b Net investment income (if negative, enter -0-)		580,789			
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	4,855	24,152	24,152
	2 Savings and temporary cash investments	388,451	202,471	202,471
	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)	8,812,108	9,118,270	11,451,569	
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)	9,205,414	9,344,893	11,678,192	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	9,205,414	9,344,893	
	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)	9,205,414	9,344,893	
31 Total liabilities and net assets/fund balances (see instructions)	9,205,414	9,344,893		

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	9,205,414
2 Enter amount from Part I, line 27a	2	110,581
3 Other increases not included in line 2 (itemize) See Attached Statement	3	43,353
4 Add lines 1, 2, and 3	4	9,359,348
5 Decreases not included in line 2 (itemize) See Attached Statement	5	14,455
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,344,893

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	352,049
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.

(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	456,843	10,494,283	0.043533
2011	456,859	10,576,200	0.043197
2010	425,756	9,961,882	0.042739
2009	413,695	9,169,447	0.045117
2008	473,817	10,225,263	0.046338

2 Total of line 1, column (d)	2	0.220924
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	0.044185
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,190,052
5 Multiply line 4 by line 3	5	494,432
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,808
7 Add lines 5 and 6	7	500,240
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	457,732

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	11,616
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	11,616
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	11,616
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,555
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	11,555
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	61
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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) ▶ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

5b N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	113,184		

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	11,109,637
b	Average of monthly cash balances	1b	250,822
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,360,459
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	11,360,459
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	170,407
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,190,052
6	Minimum investment return. Enter 5% of line 5	6	559,503

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	559,503
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,616
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,616
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	547,887
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	547,887
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	547,887

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	457,732
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	457,732
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	457,732

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				547,887
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			255,688	
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: ► \$ 457,732				
a Applied to 2012, but not more than line 2a			255,688	
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				202,044
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				345,843
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)

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	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)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 428,304
b <i>Approved for future payment</i> NONE				
Total				3b 0

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

Recipient(s) paid during the year

Name

COLORADO SEMINARY UNIV OF DENVER

Street

2199 SOUTH UNIVERSITY

City

DENVER

State

CO

Zip Code

80208

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

160,614

Name

DENVER CHILDREN'S HOME

Street

1501 ALBION ST

City

DENVER

State

CO

Zip Code

80220

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

107,076

Name

LADIES RELIEF SOCIETY OF DENVER

Street

4115 W 38TH AVENUE

City

DENVER

State

CO

Zip Code

80212

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

107,076

Name

THE DENVER FOUNDATION

Street

55 MADISON ST 8TH FLOOR

City

DENVER

State

CO

Zip Code

80206

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

53,538

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										Amount		Totals		Net Gain or Loss					
Short Term CG Distributions										21,506		Capital Gains/Losses		Other Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X HCP INC	404141109			8/31/2012		2/8/2013	31,192	30,565				0	627					
2	X HOME DEPOT INC	437076102			10/29/2009		9/12/2013	20,671	7,103				0	13,568					
3	X INTEL CORP	458140100			11/3/2008		6/18/2013	43,446	27,325				0	16,121					
4	X IBM CORP	459200GNS	6 500% 10/1		10/30/2008		10/15/2013	100,000	102,611				0	-2,611					
5	X JUIT	464285105			1/1/1901		1/31/2013	21	0				0	21					
6	X JUIT	464285105			1/1/1901		2/28/2013	19	0				0	19					
7	X JUIT	464285105			1/1/1901		3/31/2013	20	0				0	20					
8	X JUIT	464285105			1/1/1901		4/30/2013	19	0				0	19					
9	X JUIT	464285105			1/1/1901		5/31/2013	18	0				0	18					
10	X ISHARES GOLD TRUST	464285105			4/3/2012		6/18/2013	40,712	50,153				0	-9,441					
11	X ISHARES GOLD TRUST	464285105			12/7/2012		6/18/2013	39,388	49,286				0	-9,898					
12	X ISHARES INC MSCI PACIFIC E	464286665			9/15/2009		6/12/2013	26,078	22,727				0	3,351					
13	X ISHARES TR MSCI EMERGING	464287234			9/13/2011		3/11/2013	18,433	16,733				0	1,700					
14	X ISHARES TR MSCI EMERGING	464287234			12/7/2012		3/11/2013	61,445	59,867				0	1,578					
15	X ISHARES TR MSCI EMERGING	464287234			11/02/2013		3/11/2013	67,809	69,139				0	-1,330					
16	X ISHARES TR MSCI EMERGING	464287234			1/15/2013		3/11/2013	53,325	53,934				0	-609					
17	X ISHARES TR MSCI EMERGING	464287234			2/6/2006		3/11/2013	87,120	65,340				0	21,780					
18	X ISHARES TR MSCI EMERGING	464287234			7/20/2012		8/15/2013	118,331	100,248				0	18,083					
19	X ISHARES S&P 500 GROWTH E	464287309			7/20/2012		8/15/2013	118,331	100,277				0	18,054					
20	X ISHARES S&P 500 GROWTH E	464287309			7/20/2012		8/15/2013	176,621	149,693				0	26,928					
21	X ISHARES RUSSELL 2000 VAL	464287630			8/1/2008		11/10/2013	39,069	33,510				0	5,559					
22	X ISHARES RUSSELL 2000 VAL	464287630			8/8/2008		11/10/2013	4,298	3,763				0	535					
23	X ISHARES RUSSELL 2000 VAL	464287630			10/29/2009		11/10/2013	26,958	18,789				0	8,169					
24	X ISHARES RUSSELL 2000 GRO	464287648			8/12/2008		11/10/2013	49,261	38,605				0	10,656					
25	X AFFILIATED MANAGERS GRO	008252108			12/7/2010		7/3/2013	6,473	5,622				0	851					
26	X AMERICAN CAMPUS CMNTYS	024835100			12/7/2010		6/5/2013	27,175	20,728				0	6,447					
27	X ASHMORE EMERG MKTS CR	044820504			8/15/2013		11/7/2013	50,209	50,138				0	71					
28	X WILLIAM BLAIR INTER SIC GR	093001188			12/20/2011		3/11/2013	118,863	95,000				0	24,863					
29	X BOSTON PROPERTIES INC CL	101121101			4/3/2012		2/14/2013	30,881	30,438				0	443					
30	X BOTTLING GROUP LLC 5.000	10139MAF2			11/12/2008		11/15/2013	100,000	100,000				0	0					
31	X CAPITAL ONE FINANCIAL CO	14040H105			2/21/2012		9/12/2013	17,985	12,932				0	5,053					
32	X CARDINAL HEALTH INC COM	14149Y108			3/17/2010		3/15/2013	41,288	35,105				0	6,183					
33	X COMPANHIA DE BEBIDAS-PR	20441W203			3/28/2011		3/15/2013	39,062	24,164				0	14,898					
34	X COMPANHIA DE BEBIDAS-PR	20441W203			5/25/2011		3/15/2013	11,285	8,096				0	3,189					
35	X WSC PROCEEDS CIA BEBIA	20441W203			1/1/2000		3/29/2013	0	0				0	0					
36	X COSTCO WHOLESALE CORP	21160K105			11/12/2012		3/15/2013	35,688	27,748				0	7,940					
37	X DIAMOND HILL LONG-SHORT	25284S833			12/7/2012		8/15/2013	23,304	20,174				0	3,130					
38	X DIGITAL RLTY TR INC	253888103			4/5/2011		5/13/2013	29,978	26,946				0	3,032					
39	X DREYFUS EMG MKT DEBT LO	26180Q494			10/8/2010		8/15/2013	115,385	125,000				0	-9,615					
40	X DREYFUS EMG MKT DEBT LO	26180Q494			8/19/2011		8/15/2013	22,824	24,917				0	-1,993					
41	X DREYFUS EMG MKT DEBT LO	26180Q494			2/21/2012		8/15/2013	66,875	69,422				0	-2,547					
42	X DREYFUS EMG MKT DEBT LO	26180Q494			9/13/2012		8/15/2013	47,650	51,107				0	-3,457					
43	X DREYFUS EMG MKT DEBT LO	26180Q494			12/7/2012		8/15/2013	87,513	96,000				0	-8,487					
44	X E I DU PONT DE NEMO 5.000	263534BU2			5/17/2008		11/26/2013	102,232	100,250				0	1,982					
45	X E M C CORP MASS	268648102			5/17/2012		11/26/2013	37,645	41,103				0	-3,458					
46	X EATON VANCE FLOATING RA	277911481			12/7/2012		11/5/2013	31,088	30,894				0	204					
47	X EATON VANCE FLOATING RA	277911481			3/11/2013		11/7/2013	22,797	22,772				0	25					
48	X FID ADV EMER MKTS INC-CL	315920702			9/13/2012		8/15/2013	36,930	40,453				0	-3,523					
49	X FID ADV EMER MKTS INC-CL	315920702			12/21/2012		8/15/2013	1,115	1,236				0	-121					
50	X FID ADV EMER MKTS INC-CL	315920702			12/21/2012		8/15/2013	2,263	2,509				0	-246					
51	X FID ADV EMER MKTS INC-CL	315920702			2/15/2013		8/15/2013	1,281	1,401				0	-120					
52	X FID ADV EMER MKTS INC-CL	315920702			2/21/2012		8/15/2013	9,773	9,976				0	-203					
53	X FID ADV EMER MKTS INC-CL	315920702			11/23/2009		11/7/2013	25,429	24,072				0	1,357					
54	X FID ADV EMER MKTS INC-CL	315920702			12/23/2009		11/7/2013	190	177				0	13					
55	X FID ADV EMER MKTS INC-CL	315920702			12/22/2010		11/7/2013	565	549				0	16					
56	X FID ADV EMER MKTS INC-CL	315920702			2/11/2011		11/7/2013	144	138				0	6					
57	X FID ADV EMER MKTS INC-CL	315920702			8/19/2011		11/7/2013	26,230	26,191				0	39					
58	X FID ADV EMER MKTS INC-CL	315920702			12/22/2011		11/7/2013	475	468				0	7					
59	X FID ADV EMER MKTS INC-CL	315920702			2/10/2012		11/7/2013	342	347				0	-5					
60	X FID ADV EMER MKTS INC-CL	315920702			2/21/2012		11/7/2013	47,408	48,487				0	-1,089					
61	X FID ADV EMER MKTS INC-CL	315920702			4/13/2009		11/7/2013	28,280	21,684				0	6,596					
62	X FIRST EAGLE OVERSEAS FO	32008F200			7/17/2010		3/11/2013	110,702	100,000				0	10,702					
63	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		2/15/2013	57	58				0	-1					
64	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		2/15/2013	57	58				0	-1					
65	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		4/15/2013	58	58				0	0					
66	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		4/15/2013	58	59				0	-1					
67	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		6/15/2013	58	59				0	-1					
68	X GNMA POOL #483489 6.000	36209WC28			10/5/1998		7/15/2013	59	59				0	0					

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss							
											Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss						
69	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		8/15/2013	59	60		4,097,570	3,745,521	0	352,049							
70	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		9/15/2013	59	60												
71	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		10/15/2013	4,744	4,802												
72	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		11/15/2013	44	45												
73	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		12/15/2013	44	45												
74	GNMA POOL #483489 6.000%	36209WC26			10/5/1998		1/15/2014	45	45												
75	GATEWAY FUND - Y #1986	367828884			12/7/2012		6/21/2013	163,165	160,000					-1							
76	GATEWAY FUND - Y #1986	367828884			1/5/2013		6/21/2013	40,211	39,590					-1							
77	GILEAD SCIENCES INC	375558103			10/24/2011		4/15/2013	50,077	20,296					-58							
78	ISHARES RUSSELL 2000 GRQ	464287848			10/29/2009		1/10/2013	20,401	12,874					-1							
79	IVT ASSET STRATEGY FUND	466001864			10/29/2009		1/15/2013	41,165	33,470					-1							
80	IVT ASSET STRATEGY FUND	466001864			10/29/2009		8/15/2013	15,345	11,679					0							
81	IVT ASSET STRATEGY FUND	466001864			9/15/2009		8/15/2013	125,610	95,118					3,165							
82	JOHNSON & JOHNSON	478160104			12/22/2000		1/29/2013	41,653	28,370					621							
83	JOHNSON & JOHNSON	478160104			5/25/2011		1/29/2013	10,041	8,973					29,781							
84	JOHNSON CONTROLS INC	478366107			11/3/2013		1/13/2013	29,461	18,894					7,527							
85	MEADWESTVACO CORP	583334107			12/17/2010		2/19/2013	46,248	29,315					10,567							
86	PIMCO HIGH YIELD FD-INST #	693390841			12/7/2012		1/15/2013	28,962	28,754					16,933							
87	PIMCO HIGH YIELD FD-INST #	693390841			12/7/2012		3/11/2013	60,933	60,619					30,482							
88	PIMCO HIGH YIELD FD-INST #	693390841			10/8/2010		3/11/2013	40,383	38,885					13,283							
89	PIMCO FOREIGN BD FD USD	693390882			2/11/2010		1/15/2013	47,215	44,551					1,068							
90	PIMCO EMERGING LOCAL BO	72201F516			8/15/2013		1/17/2013	168,398	170,282					0							
91	ISHARES INC MSCI PACIFIC E	464286665			1/15/2013		6/12/2013	60,333	65,124					-884							
92	ISHARES INC MSCI PACIFIC E	464286665			3/11/2013		6/12/2013	61,880	70,496					-4,791							
93	PLUM CREEK TIMBER CO INC	729251108			8/31/2012		10/11/2013	33,182	29,045					-8,616							
94	POWERSHARES LISTED PRN	73935X195			11/12/2009		1/15/2013	20,943	18,538					4,147							
95	POWERSHARES LISTED PRN	73935X195			9/15/2009		1/15/2013	20,943	18,538					0							
96	QUALCOMM INC	747525103			11/24/2010		8/12/2013	4,346	3,830					516							
97	SENIOR HOUSING PROP TRU	81721M109			5/13/2013		10/11/2013	27,532	19,216					8,316							
98	SENIOR HOUSING PROP TRU	81721M109			8/4/2013		10/11/2013	25,074	30,383					-5,309							
99	THERMO FISHER SCIENTIFIC	88356102			8/28/2008		8/28/2013	8,454	7,292					1,162							
100	3M COMPANY	88578EAE5			12/17/2010		1/15/2013	102,256	100,547					1,709							
101	UNION PACIFIC CORP	907818108			12/17/2010		7/3/2013	6,205	3,667					2,538							
102	UNION PACIFIC CORP	907818108			12/16/2010		7/3/2013	11,634	6,853					4,781							
103	ACCENTURE PLC	G1151C101			9/13/2011		2/25/2013	17,909	12,182					5,727							
104	ACCENTURE PLC	G1151C101			11/11/2012		2/25/2013	11,939	8,325					3,614							
105	ACE LIMITED	H0023R105			10/26/2009		9/4/2013	68,361	42,091					26,270							
106	WASATCH EMERGING MKT S	836783884			3/11/2013		11/7/2013	162,542	175,000					-12,458							
107	ACCENTURE PLC	G1151C101			9/13/2011		1/10/2013	31,449	23,096					8,353							
108	SHORT TERM LOSS FROM PA							143						-143							
109	LONG TERM LOSS FROM PA													-3,588							
110	SECTION 1256 LOSS FROM P													-17,118							

Part I, Line 11 (990-PF) - Other Income

		14,209	14,209	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	7,702	7,702	
2	OMG ROYALTY INCOME	6,507	6,507	

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

		1,132	0	0	1,132
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,132			1,132

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

		21,319	4,785	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	4,785	4,785		
2	PY EXCISE TAX DUE	4,979			
3	ESTIMATED EXCISE PAYMENTS	11,555			

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

		3,348	3,348	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	55	55		
2	OMG EXPENSES	431	431		
3	INVESTMENT EXPENSE	175	175		
4	PARTNERSHIP EXPENSES	2,687	2,687		
5					

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	
2	AFFILIATED MANAGERS GROUP INC		0	41,929	70,486
3	APACHE CORPORATION COM		0	40,163	42,970
4	APPLE COMPUTER INC COM		0	76,807	131,840
5	BOEING COMPANY		0	35,600	66,198
6	BRISTOL MYERS SQUIBB CO		0	27,970	66,438
7	CVS/CAREMARK CORPORATION		0	42,936	68,349
8	CAPITAL ONE FINANCIAL CORP		0	36,599	57,458
9	CISCO SYSTEMS INC		0	69,367	72,225
10	CUMMINS INC		0	39,893	42,996
11	WALT DISNEY CO		0	39,633	63,030
12	DUKE REALTY CORPORATION		0	31,341	29,328
13	ECOLAB INC		0	27,680	41,708
14	GILEAD SCIENCES INC		0	20,917	75,851
15	HARBOR INTERNATIONAL FD INST 2011		0	301,342	375,130
16	HOME DEPOT INC		0	13,689	43,640
17	INTERNATIONAL BUSINESS MACHS CORP		0	24,338	52,520
18	JOHNSON CONTROLS INC		0	38,717	64,125
19	MACERICH CO COM		0	22,687	30,917
20	MCDONALDS CORP		0	9,935	42,693
21	NESTLE S A REGISTERED SHARES - ADR		0	27,510	27,596
22	ORACLE CORPORATION		0	35,200	59,303
23	PIMCO HIGH YIELD FD-INST 108		0	259,875	269,694
24	PIMCO FOREIGN BD FD USD H-INST 103		0	103,122	106,358
25	PROCTER & GAMBLE CO		0	30,124	56,987
26	QUALCOMM INC		0	19,216	29,700
27	SCHLUMBERGER LTD		0	42,015	51,813
28	TJX COS INC NEW		0	38,760	54,808
29	TANGER FACTORY OUTLET CTR		0	24,821	29,779
30	THERMO FISHER SCIENTIFIC INC		0	33,773	48,994
31	TOTAL FINA ELF S A ADR		0	40,910	49,016
32	UNION PACIFIC CORP		0	45,775	78,960
33	UNITED TECHNOLOGIES CORP		0	27,677	69,987
34	WEYERHAEUSER CO		0	31,577	35,516
35	COCA COLA CO		0	39,400	52,051
36	SIMON PROPERTY GROUP INC		0	20,689	30,432
37	MCKESSON CORP		0	32,319	48,420
38	GOLDMAN SACHS GROUP INC		0	43,454	48,746
39	HSBC - ADR		0	51,894	53,476
40	EXXON MOBIL CORPORATION		0	23,251	59,708
41	TARGET CORP		0	41,512	44,605
42	UNITEDHEALTH GROUP INC		0	47,308	86,595
43	NORTH COLORADO SPRINGS LAND *PC*		0	1	641
44	AT&T INC 5.800% 2/15/19		0	100,258	114,636
45	GNMA POOL 483489 6.000% 9/15/28		0	12,732	13,984
46	1/2 INT IN CTF OF BENEF INT OF		0	4,000	4,000

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	BENEF INT 5000 IN TR PROP DESC IN		0	833	833
48	HUNTER E UND 1/3 INT IN UND 1/2 INT		0	1,400	1,400
49	"TELLER CO, CO MI"		0	1	10,623
50	FID ADV EMER MKTS INC- CL I 607		0	53,414	68,934
51	COACH INC		0	50,892	51,640
52	ISHARES RUSSELL 2000 VALUE INDEX FD		0	101,219	209,448
53	RIDGEWORTH SEIX FLOATING CL I 5203		0	250,000	250,276
54	ISHARES RUSSELL 2000 GROWTH		0	96,727	222,914
55	JPMORGAN CHASE & CO		0	48,131	86,258
56	POTASH CORP-SASKATCH 5 250% 5/15/1		0	110,844	101,716
57	US BANCORP DEL NEW		0	43,870	55,752
58	ANHEUSER-BUSCH INBEV SPN ADR		0	59,864	66,538
59	JP MORGAN ALERIAN MLP INDEX		0	100,124	123,523
60	ELI LILLY & CO 4 500% 3/15/18		0	105,290	109,234
61	ISHARES RUSSELL MIDCAP VALUE		0	181,428	380,132
62	CHEVRON CORP		0	15,544	52,462
63	VANGUARD INTL GRTH FD-ADM 581		0	301,398	393,243
64	ABERDEEN EMERG MARKETS-INST 840		0	543,921	542,668
65	ISHARES TR RUSSELL MIDCAP GROWTH		0	193,261	380,885
66	DRIEHAUS ACTIVE INCOME FUND		0	351,018	350,367
67	3M CO		0	37,038	56,100
68	ISHARES INC MSCI PACIFIC EX-JAPAN		0	113,201	158,648
69	BERSHIRE HATHAWAY INC.		0	66,418	85,363
70	PIMCO EMERGING LOCAL BOND IS 332		0	119,718	115,869
71	NEWS AMERICA INC 5 650% 8/15/20		0	111,728	112,059
72	COMCAST CORP CLASS A		0	35,872	76,648
73	EATON VANCE FLOATING RATE FD-I 924		0	247,549	250,272
74	ASG GLOBAL ALTERNATIVES-Y 1993		0	400,000	405,901
75	ISHARES TR MSCI EMERGING MARKETS		0	128,509	184,525
76	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	80,457	81,620
77	PIMCO FOREIGN BOND (UNHEDGED) 185		0	47,968	47,873
78	SABRA HEALTH CARE REIT -		0	33,651	34,113
79	GOOGLE INC		0	67,081	84,053
80	EXTRA SPACE STORAGE INC		0	29,345	36,232
81	VANGUARD REIT VIPER		0	119,523	124,601
82	TEMPLETON EMER MKT S/C-ADV 626		0	100,000	99,834
83	EQUITY LIFESTYLE PPTYS INC		0	30,250	30,977
84	AQR MANAGED FUTURES STR-I		0	210,917	233,282
85	VANGUARD PACIFIC ETF		0	150,045	165,204
86	WF ADV ULTR SHORT-TRMINCOME-I3104		0	125,000	125,147
87	COMCAST CORP 4 950% 6/15/16		0	111,505	109,193
88	EQT CORP 4 875% 11/15/21		0	105,500	102,551
89	TEMPLETON FRONTIER MARKET-AD 674		0	181,000	189,869
90	AMERICAN TOWER REIT		0	28,399	32,327
91	MONSTER BEVERAGE CORP		0	31,704	46,761
92	TARGET CORP 5 875% 7/15/16		0	99,962	112,528

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
93	POWERSHARES DB COMMODITY INDEX		0	268,009	307,535
94	ASHMORE EMERG MKTS CR DB-INS		0	49,843	49,843
95	POWERSHARES LISTED PRIVATE EQUITY		0	128,304	188,578
96	TRAVELERS COS INC		0	68,541	76,506
97	EPR PROPERTIES		0	32,716	30,971
98	CVS CAREMARK CORP 5 750% 6/01/17		0	53,899	55,571
99	EATON CORP PLC		0	37,812	55,948
100	CME GROUP INC		0	46,240	65,906
101	SPDR DJ WILSHIRE INTERNATIONAL REA		0	270,088	334,132
102	BANK OF AMERICA CORP 6 000% 9/01/17		0	106,516	114,179
103	ROBECO BP LNG/SHRT RES-INS		0	200,000	214,732
104	DIAMOND HILL LONG-SHORT FD CL I 11		0	158,060	209,384
105	VISA INC-CLASS A SHRS		0	53,125	57,897
106	IVY ASSET STRATEGY FUND CLASS I 473		0	104,882	166,284

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 AND CTF INCOME ADDITIONS	1	19,660
2	PARTNERSHIP INCOME ADJUSTMENT	2	23,378
3	COST BASIS ADJUSTMENT	3	315
4	Total	4	43,353

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

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	13,044
2	PY RETURN OF CAPITAL ADJUSTMENT	2	1,411
3	Total	3	14,455

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															21,506	
															0	
Description of Property Sold															CUSIP #	
1 HCP INC															404414109	
2 HOME DEPOT INC															437076102	
3 INTEL CORP															458140100	
4 BM CORP 6.500% 10/15/13															459200G45	
5 UIT															464285105	
6 UIT															464285105	
7 UIT															464285105	
8 UIT															464285105	
9 UIT															464285105	
10 SHARES GOLD TRUST															464285105	
11 SHARES GOLD TRUST															464285105	
12 SHARES MSCI PACIFIC EX JAPAN															464286685	
13 SHARES TR MSCI EMERGING MARKET															464287234	
14 SHARES TR MSCI EMERGING MARKET															464287234	
15 SHARES TR MSCI EMERGING MARKET															464287234	
16 SHARES TR MSCI EMERGING MARKET															464287234	
17 SHARES TR MSCI EMERGING MARKET															464287234	
18 SHARES SAP 500 GROWTH ETF															464287309	
19 SHARES SAP 500 GROWTH ETF															464287309	
20 SHARES SAP 500 GROWTH ETF															464287309	
21 SHARES RUSSELL 2000 VALUE INDEX															464287630	
22 SHARES RUSSELL 2000 VALUE INDEX															464287630	
23 SHARES RUSSELL 2000 VALUE INDEX															464287630	
24 SHARES RUSSELL 2000 GROWTH															464287648	
25 AFFILIATED MANAGERS GROUP, INC															008252108	
26 AMERICAN CAMPUS CMNTYS INC															024835100	
27 ASHMORE EMERG MKTS CR DB-INS															044820504	
28 WILLIAM BLAIR INTER SVC GR-1525															093301188	
29 BOSTON PROPERTIES INC COM															101121101	
30 BOTTLING GROUP LLC 5.000% 11/15/14															10138M472	
31 CAPITAL ONE FINANCIAL CORP															14040H105	
32 CARDINAL HEALTH INC COM															14149T108	
33 COMPANHIA DE BEBIDAS-PRF ADR															20441W203	
34 COMPANHIA DE BEBIDAS-PRF ADR															20441W203	
35 WSC PROCEEDS VIA BEBI AMBEV ADR															20441W203	
36 COSTCO WHOLESALE CORP															21260K105	
37 DIAMOND HILL LONG-SHORT FD CL #1															25284S833	
38 DIGITAL RLTY TR INC															25396H103	
39 DREYFUS EMG MKT DEBT LOC C1 #806															106R2014	
40 DREYFUS EMG MKT DEBT LOC C1 #807															261880494	
41 DREYFUS EMG MKT DEBT LOC C1 #808															261880494	
42 DREYFUS EMG MKT DEBT LOC C1 #809															261880494	
43 DREYFUS EMG MKT DEBT LOC C1 #810															261880494	
44 E1 DU PONT DE NEMO 5.000% 7/15/15															263534B12	
45 E M C CORP MASS															266648102	
46 EATON VANCE FLOATING RATE FD-1 #8															277811461	
47 EATON VANCE FLOATING RATE FD-1 #8															277811461	
48 FID ADV EMER MKTS INC-CL1 #807															315920702	
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263 FID ADV EMER MKTS INC-CL1 #807															315920702	
26																

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

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	330,543	Gain Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	21,506														
	Short Term CG Distributions	0														
85	MEADWESTVACO CORP	583334107		12/17/2010	2/19/2013	46,248			29,315	16,933					16,933	330,543
86	PIMCO HIGH YIELD FD-INST #108	8633300841		12/7/2012	1/15/2013	28,962			28,754	208					208	208
87	PIMCO HIGH YIELD FD-INST #108	8633300841		12/7/2012	3/11/2013	60,933			60,619	314					314	314
88	PIMCO HIGH YIELD FD-INST #108	8633300841		10/8/2010	3/11/2013	40,363			38,885	1,498					1,498	1,498
89	PIMCO FOREIGN BD FD USD H-INST #1	8633300842		2/11/2010	1/15/2013	47,215			44,551	2,664					2,664	2,664
90	PIMCO EMERGING LOCAL BOND IS #33	72201516		8/15/2013	1/17/2013	189,398			170,282	884					884	884
91	SHARES INC MSCI PACIFIC EX-JAPAN	484286085		1/15/2013	8/12/2013	60,333			65,124	-4,791					-4,791	-4,791
92	SHARES INC MSCI PACIFIC EX-JAPAN	484286085		3/11/2013	8/12/2013	81,880			70,496	8,616					8,616	8,616
93	PLUM CREEK TIMBER CO INC	728251108		8/31/2012	10/11/2013	33,182			29,045	4,147					4,147	4,147
94	POWERSHARES LISTED PRIVATE EQUITY	73935X195		11/12/2009	1/15/2013	20,843			18,538	2,405					2,405	2,405
95	POWERSHARES LISTED PRIVATE EQUITY	73935X195		9/15/2009	1/15/2013	4,346			3,830	516					516	516
96	QUALCOMM INC	747525103		11/24/2010	9/12/2013	27,532			19,218	8,316					8,316	8,316
97	SENIOR HOUSING PROP TRUST	81721M109		5/13/2013	10/11/2013	25,074			30,383	-5,309					-5,309	-5,309
98	SENIOR HOUSING PROP TRUST	81721M109		6/4/2013	10/11/2013	5,373			5,987	-614					-614	-614
99	THERMO FISHER SCIENTIFIC INC	88356102		3/21/2013	8/28/2013	8,454			7,282	1,162					1,162	1,162
100	3M COMPANY	88578AEE5		8/28/2008	1/15/2013	102,258			100,547	1,709					1,709	1,709
101	UNION PACIFIC CORP	907818108		12/17/2010	7/2/2013	6,205			3,687	2,538					2,538	2,538
102	UNION PACIFIC CORP	907818108		12/16/2010	7/2/2013	11,834			6,853	4,781					4,781	4,781
103	ACCENTURE PLC	G1151C01		8/13/2011	2/25/2013	17,809			12,182	5,727					5,727	5,727
104	ACE LIMITED	H0023R05		1/11/2012	2/25/2013	11,939			8,325	3,614					3,614	3,614
105	WASATCH EMERGING MKT S/C FD	G1151C01		10/28/2009	9/4/2013	68,381			42,091	26,270					26,270	26,270
106	WASATCH EMERGING MKT S/C FD	G1151C01		3/11/2013	11/7/2013	182,542			175,000	12,458					12,458	12,458
107	SHORT TERM LOSS FROM PARTNERSHIP			9/13/2011	11/7/2013	31,449			23,096	8,353					8,353	8,353
108	SHORT TERM LOSS FROM PARTNERSHIP								143	-143					-143	-143
109	LONG TERM LOSS FROM PARTNERSHIP								3,588	-3,588					-3,588	-3,588
110	SECTION 1256 LOSS FROM PARTNERSHIP								17,118	-17,118					-17,118	-17,118

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	5/7/2013	2	2,889
3 Second quarter estimated tax payment	6/10/2013	3	2,889
4 Third quarter estimated tax payment	9/9/2013	4	2,889
5 Fourth quarter estimated tax payment	12/10/2013	5	2,888
6 Other payments		6	
7 Total		7	11,555

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	255,688
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	255,688