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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

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

Name of foundation STANTON, MAY BONFILS TUW			A Employer identification number 84-6027976	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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				
Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,908,931			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	451,692	431,697		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	697,211			
b Gross sales price for all assets on line 6a 3,803,569				
7 Capital gain net income (from Part IV, line 2)		697,211		
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)	10,958	10,958		
12 Total. Add lines 1 through 11	1,159,861	1,139,866	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	98,889	74,167		24,722
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,098			1,098
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	36,597	4,702		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	5,000	5,000		
24 Total operating and administrative expenses. Add lines 13 through 23	141,584	83,869	0	25,820
25 Contributions, gifts, grants paid	642,229			642,229
26 Total expenses and disbursements. Add lines 24 and 25	783,813	83,869	0	668,049
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	376,048			
b Net investment income (if negative, enter -0-)		1,055,997		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,928	25,349	25,349
	2	Savings and temporary cash investments	539,292	237,380	237,380
	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)	14,542,722	15,200,555	17,646,199	
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)	15,083,942	15,463,284	17,908,928	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	15,083,942	15,463,284	
	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)	15,083,942	15,463,284	
	31	Total liabilities and net assets/fund balances (see instructions)	15,083,942	15,463,284	

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	15,083,942
2	Enter amount from Part I, line 27a	2	376,048
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	17,495
4	Add lines 1, 2, and 3	4	15,477,485
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	14,201
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,463,284

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	697,211
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	664,317	15,756,279	0.042162
2011	632,724	15,535,958	0.040726
2010	571,082	14,846,684	0.038465
2009	675,567	13,432,596	0.050293
2008	757,252	13,582,857	0.055751
2 Total of line 1, column (d)			2 0.227397
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 0.045479
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 16,848,493
5 Multiply line 4 by line 3			5 766,253
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,560
7 Add lines 5 and 6			7 776,813
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.			8 668,049

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	21,120	
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	21,120	
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	21,120	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,060	
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	16,060	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	5,060	
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 <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WELLS FARGO BANK N.A.</u> Telephone no ► <u>888-730-4933</u> Located at ► <u>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</u> ZIP+4 ► <u>27101-3818</u>			
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	No X

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on 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	98,889		

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	16,720,378
b	Average of monthly cash balances	1b	384,691
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	17,105,069
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	17,105,069
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	256,576
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,848,493
6	Minimum investment return. Enter 5% of line 5	6	842,425

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	842,425
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,120
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,120
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	821,305
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	821,305
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	821,305

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	668,049
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	668,049
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	668,049

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				821,305
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			268,233	
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: ► \$ <u>668,049</u>				
a Applied to 2012, but not more than line 2a			268,233	
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				399,816
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				421,489
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 Paid during the year See Attached Statement				
Total			▶ 3a	642,229
b Approved for future payment 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?**

- 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 and 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.

4/10/2014

► SVP Wells Fargo Bank N.A.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

John

Date

4/10/2014

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

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

Recipient(s) paid during the year

Name

HOLY NAME PROVINCE

Street

129 W 31ST ST

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

642,229

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										Amount		Totals				Cost, Other Basis and Expenses		Net Gain or Loss			
Short Term CG Distributions										64,307		Capital Gains/Losses				3,803,569		3,106,358		697,211	
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	FRANKLIN RESOURCES INC	354613101			3/14/2012		6/27/2013	20,165	17,858				0	2,307						
2	X	GATEWAY FUND - Y #1986	367829884			7/8/2008		9/5/2013	253,518	250,000				0	3,518						
3	X	GATEWAY FUND - Y #1986	367829884			6/12/2009		9/5/2013	236,631	200,000				0	36,631						
4	X	GILEAD SCIENCES INC	375558103			4/24/2012		6/27/2013	19,855	10,128				0	9,727						
5	X	GILEAD SCIENCES INC	375558103			4/24/2012		11/22/2013	75,302	26,100				0	49,202						
6	X	GOOGLE INC	38259P508			3/22/2012		6/27/2013	28,086	20,593				0	7,503						
7	X	HSBC HOLDINGS PLC ADR	404280604			12/31/2008		12/31/2013	62,349	47,081				0	15,268						
8	X	HOME DEPOT INC	437076102			5/30/2012		6/27/2013	19,786	12,909				0	6,877						
9	X	HOME DEPOT INC	437076102			5/30/2012		8/16/2013	61,332	40,216				0	21,116						
10	X	HOME DEPOT INC	437076102			1/19/2012		8/16/2013	80,640	47,733				0	32,907						
11	X	ING GROEP NV	456837400			5/18/2007		11/14/2013	59,513	62,675				0	-3,162						
12	X	INTERNATIONAL BUSINESS M	459200101			6/8/2012		6/27/2013	18,623	18,505				0	118						
13	X	INTERNATIONAL BUSINESS M	459200101			1/19/2012		11/22/2013	95,609	94,151				0	1,458						
14	X	INTERNATIONAL BUSINESS M	459200101			2/17/2012		11/22/2013	22,893	24,184				0	-1,291						
15	X	INTERNATIONAL BUSINESS M	459200101			6/8/2012		11/22/2013	2,758	2,922				0	-164						
16	X	JP MORGAN CHASE 7% SER	46623D200			9/18/2008		5/8/2013	80,425	61,797				0	18,628						
17	X	JP MORGAN CHASE 7% SER	46623D200			9/19/2008		5/8/2013	44,575	41,142				0	3,433						
18	X	JP MORGAN CHASE & CO	46625H100			4/24/2012		11/14/2013	27,631	22,037				0	5,594						
19	X	JP MORGAN ALERIAN MLP IN	46625H365			10/15/2010		12/31/2013	135,085	105,150				0	29,935						
20	X	JOHNSON CONTROLS INC	478366107			1/19/2012		6/27/2013	28,612	25,817				0	2,795						
21	X	JP MORGAN HIGH YIELD FUND	4812C0803			12/4/2011		7/15/2013	97,837	100,000				0	-2,163						
22	X	JP MORGAN HIGH YIELD FUND	4812C0803			7/28/2011		7/15/2013	39,419	40,000				0	-581						
23	X	JP MORGAN HIGH YIELD FUND	4812C0803			10/15/2010		7/15/2013	62,740	63,126				0	-386						
24	X	METLIFE INC	59156R108			2/17/2012		11/14/2013	19,991	15,081				0	4,910						
25	X	IBM CORP 2 100% 5/06	459200G06			12/4/2011		5/6/2013	100,000	102,295				0	-2,295						
26	X	ISHARES TR MSCI EMERGIN	464287234			6/8/2012		6/18/2013	65,643	62,518				0	3,125						
27	X	MICROSOFT CORP	594918104			11/21/989		11/14/2013	20,812	25,508				0	-4,694						
28	X	NESTLE S.A. REGISTERED SH	641069406			3/14/2012		11/14/2013	30,613	25,528				0	5,085						
29	X	NOBLE ENERGY INC	655044105			4/24/2012		6/27/2013	6,113	4,703				0	1,410						
30	X	NOBLE ENERGY INC	655044105			4/24/2012		11/14/2013	15,176	9,642				0	5,534						
31	X	PNC FINANCIAL SERVICES G	693475105			4/24/2012		11/14/2013	10,009	8,826				0	1,183						
32	X	POTASH CORP SASK	73755L107			4/24/2012		6/27/2013	7,353	8,113				0	-760						
33	X	POTASH CORP SASK	73755L107			4/24/2012		9/6/2013	36,563	51,666				0	-15,103						
34	X	POTASH CORP SASK	73755L107			5/30/2012		9/6/2013	31,426	41,090				0	-9,664						
35	X	PROCTER & GAMBLE CO	742718109			10/13/2005		2/28/2013	76,495	56,320				0	20,175						
36	X	PROCTER & GAMBLE CO	742718109			4/24/2012		2/28/2013	36,718	32,160				0	4,558						
37	X	PROCTER & GAMBLE CO	742718109			5/30/2012		2/28/2013	29,068	23,731				0	5,337						
38	X	PRUDENTIAL FINL INC	744320102			1/19/2012		6/27/2013	23,225	18,330				0	4,895						
39	X	QUALCOMM INC	747525103			3/22/2012		11/14/2013	11,023	10,237				0	786						
40	X	AVE MARIA CATHOLIC VALUE	808530208			2/27/2012		7/17/2013	50,696	45,249				0	5,447						
41	X	SPECTRA ENERGY CORP	847560109			3/22/2012		11/14/2013	9,932	9,219				0	713						
42	X	STATOIL ASA ADR	85771P102			3/14/2012		11/14/2013	10,124	12,375				0	-2,251						
43	X	STRYKER CORP	863667101			1/19/2012		11/14/2013	25,288	18,079				0	7,209						
44	X	TJX COS INC NEW	872540109			4/24/2012		6/27/2013	17,007	13,642				0	3,365						
45	X	UNITED PARCEL SERVICE-CL	911312106			3/8/2013		11/14/2013	10,105	8,445				0	1,660						
46	X	V.F. CORP	918204108			10/12/2012		11/14/2013	20,135	14,558				0	5,577						
47	X	VODAFONE GROUP PLC NEW	92857W209			4/24/2012		6/27/2013	3,972	3,891				0	81						
48	X	VODAFONE GROUP PLC NEW	92857W209			4/24/2012		10/7/2013	83,535	66,001				0	17,534						
49	X	VODAFONE GROUP PLC NEW	92857W209			5/30/2012		10/7/2013	88,811	67,998				0	20,813						
50	X	WATERS CORP	941848103			3/14/2012		6/27/2013	22,000	20,280				0	1,720						
51	X	WESTERN ASSET HIGH INCO	95766J102			5/17/2006		11/14/2013	46,085	50,330				0	-4,245						
52	X	WESTERN ASSET HIGH INCO	95766J102			7/24/2006		11/14/2013	23,042	24,825				0	-1,783						
53	X	WESTERN ASSET HIGH INCO	95766J102			7/24/2006		12/31/2013	22,395	24,825				0	-2,430						
54	X	WESTERN ASSET HIGH INCO	95766J102			3/19/2009		12/31/2013	22,395	12,963				0	9,432						
55	X	EATON CORP PLC	G29183103			12/3/2012		11/14/2013	12,374	16,409				0	-4,035						
56	X	WESTERN ASSET HIGH INCO	95766J102			3/19/2009		12/11/2013	68,138	38,890				0	29,248						
57	X	ACCENTURE PLC	G1151C101			6/8/2012		11/14/2013	10,778	8,186				0	2,592						
58	X	CAPITAL ONE FINANCIAL CO	14040H105			3/22/2012		6/27/2013	19,508	16,916				0	2,592						
59	X	CHAMBERS STREET PROPER	157842105			7/8/2013		7/8/2013	3	3				0	0						
60	X	COSTCO WHOLESALE CORP	22160K105			4/24/2012		6/27/2013	25,060	19,487				0	5,573						
61	X	CUMMINS INC	231021106			5/30/2012		6/27/2013	11,947	11,947				0	0						
62	X	DB CAPITAL FUNDING VIII	25153J204			11/15/2006		11/14/2013	48,528	50,940				0	-2,412						
63	X	WALT DISNEY CO	25468J106			5/30/2012		11/14/2013	15,700	10,192				0	5,508						
64	X	WALT DISNEY CO	25468J106			4/24/2012		11/14/2013	349	211				0	138						
65	X	DODGE & COX INCOME FD C	256210105			3/24/2003		6/24/2013	85,027	79,631				0	5,396						
66	X	DODGE & COX INCOME FD C	256210105			3/24/2003		6/24/2013	11,219	10,679				0	540						
67	X	DODGE & COX INCOME FD C	256210105			8/4/2003		6/24/2013	105,887	100,000				0	5,887						
68	X	DODGE & COX INCOME FD C	256210105			4/24/2012		6/27/2013	19,753	23,026				0	-3,273						

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Cost, Other Basis and Expenses		Net Gain or Loss				
									Capital Gains/Losses	Other sales	Gross Sales	Valuation Method		Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	64.307							3,803,569	0	3,106,358	687,211					
	Short Term CG Distributions											0					
69	X EMERSON ELECTRIC CO	291011104			6/21/964		5/23/2013	114,247	1,793			112,454					
70	X EMERSON ELECTRIC CO	291011104			3/22/2012		5/23/2013	35,695	50,377			5,318					
71	X EMERSON ELECTRIC CO	291011104			4/24/2012		5/23/2013	25,134	22,462			2,672					
72	X ACCO BRANDS CORP	000811108			10/22/2009		6/27/2013	4,224	5,204			-980					
73	X ABBOTT LABS	002824100			5/30/2012		6/27/2013	15,744	13,211			2,533					
74	X ABBVIE INC	00287Y109			5/30/2012		11/14/2013	26,280	17,545			8,735					
75	X ABBVIE INC	00287Y109			2/22/2005		11/22/2013	73,242	35,938			37,306					
76	X ABBVIE INC	00287Y109			1/19/2012		11/22/2013	65,674	38,636			27,038					
77	X ABBVIE INC	00287Y109			5/30/2012		11/22/2013	5,371	3,541			1,830					
78	X INVESCO INTL GROWTH-Y #8	008882532			3/22/2011		7/15/2013	18,046	15,011			3,035					
79	X APPLE INC	037833100			3/22/2012		11/14/2013	21,654	24,659			-3,005					
80	X BANK OF AMERICA CORP	060505724			8/1/2007		8/1/2013	125,000	125,000			0					
81	X BAXTER INTL INC	071813109			1/19/2012		5/9/2013	137,206	102,352			34,854					
82	X BAXTER INTL INC	071813109			4/24/2012		5/9/2013	23,199	16,365			7,588					
83	X SHORT TERM CTF LOSS											-16,365					
84	X COMMON TRUST FUNDS-LT 1							23,605				23,605					

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

		10,958	10,958	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	6,566	6,566	
2	OMG INTEREST INCOME	4,392	4,392	

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

		1,098	0	0	1,098
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,098			1,098

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

		36,597	4,702	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	4,702	4,702		
2	PY EXCISE TAXES PAID	15,835			
3	ESTIMATED EXCISE PAYMENTS PAID	16,060			

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

		5,000	5,000	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	193	193		
2	OMG EXPENSE	4,807	4,807		

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	CUMMINS INC		0	150,609	202,997
3	WALT DISNEY CO		0	159,331	251,356
4	E M C CORP MASS		0	160,725	153,239
5	FRANKLIN RESOURCES INC		0	90,997	137,686
6	GENERAL MILLS INC		0	145,590	185,166
7	GILEAD SCIENCES INC		0	73,727	232,434
8	HOME DEPOT INC		0	61,467	158,504
9	INTEL CORP		0	215,025	201,281
10	JOHNSON CONTROLS INC		0	39,510	64,638
11	KIMBERLY CLARK CORP COM		0	113,345	141,021
12	MEDTRONIC INC		0	187,240	244,481
13	MERGER FD SH BEN INT 260		0	300,000	297,773
14	MICROSOFT CORP		0	186,958	235,122
15	KIMBERLY-CLARK 7 500% 11/01/18		0	330,875	309,895
16	NESTLE S.A. REGISTERED SHARES - ADF		0	79,074	100,450
17	NORDSTROM INC		0	94,833	109,695
18	PNC FINANCIAL SERVICES GROUP		0	146,661	187,744
19	PRAXAIR INC COM		0	144,608	158,637
20	QUALCOMM INC		0	163,114	203,074
21	ROGERS COMMUNICATIONS INC CL B		0	158,143	165,841
22	CAPITAL ONE FINANCIAL CORP		0	179,626	262,006
23	COLGATE PALMOLIVE CO		0	117,735	164,329
24	SNAP ON INC		0	148,374	165,375
25	STRYKER CORP		0	139,391	197,994
26	TJX COS INC NEW		0	93,283	150,721
27	TWEEDY BROWNE FD GLOBAL VALUE 1		0	84,807	124,820
28	UNION PACIFIC CORP		0	183,261	197,400
29	V F CORP		0	150,163	211,956
30	WATERS CORP		0	125,904	149,000
31	MERRILL LYNCH & CO 6.875% 11/15/18		0	122,936	118,885
32	COSTCO WHOLESALE CORP		0	109,557	152,346
33	UNITED PARCEL SERVICE-CL B		0	159,067	211,211
34	METLIFE INC		0	132,161	194,112
35	TAXABLE INTERMEDIATE TERM BD FD		0	1,300,603	1,298,038
36	TAXABLE TOTAL RETURN BOND FUND		0	1,126,997	1,090,840
37	"NATRONA CO. WYOMING MI000801"		0	1	1
38	"SWEETWATER CO., WYO MI000802"		0	1	1
39	UNITED PARCEL SERVIC 3 875% 4/01/14		0	107,253	100,827
40	FED HOME LN MTG CORP 3 750% 3/27/19		0	144,374	163,496
41	JPMORGAN CHASE & CO		0	173,002	269,885
42	DOMINI INTL SOCIAL EQUITY-INV		0	84,736	123,636
43	PRUDENTIAL FINANCIAL 7.375% 6/15/19		0	324,695	306,922
44	VODAFONE GROUP PLC 5 450% 6/10/19		0	112,771	113,674
45	ACCENTURE PLC		0	164,282	235,149
46	STATOIL ASA ADR		0	157,476	153,949

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	DODGE & COX INT'L STOCK FD 1048		0	100,000	97,863
48	WESTERN ASSET EMRG MK DEBT-I 890		0	150,000	151,782
49	T ROWE PRICE INST EM MKT EQ 146		0	150,000	108,443
50	AIM INTERNATIONAL GROWTH-Y 8516		0	73,090	97,858
51	PRUDENTIAL FINL INC		0	117,409	203,806
52	AVE MARIA OPPORTUNITY FUND		0	161,000	188,488
53	ISHARES TR RUSSELL MIDCAP INDEX FD		0	315,644	596,920
54	DRIEHAUS ACTIVE INCOME FUND		0	425,000	421,495
55	NOBLE ENERGY INC		0	132,099	208,076
56	TEMPLETON GLOBAL BOND FD-ADV 616		0	106,450	105,563
57	PIMCO COMMODITY REAL RET STRAT-I45		0	100,000	58,946
58	PIMCO FOREIGN BOND (UNHEDGED) 185		0	175,000	155,075
59	PORTFOLIO 21 1203		0	56,000	73,483
60	GOOGLE INC		0	188,713	361,989
61	VANGUARD REIT VIPER		0	438,921	512,606
62	AT&T INC 2.400% 8/15/16		0	103,240	102,835
63	FED FARM CREDIT BK 4.875% 12/16/15		0	256,973	271,745
64	DIVIDEND CAPITAL TOTAL REALTY TRUS		0	206,832	184,335
65	IPATH DOW JONES-UBS COMMODITY INC		0	181,948	147,000
66	EXPRESS SCRIPTS HOLDING CO		0	182,891	232,846
67	SPECTRA ENERGY CORP		0	150,280	173,826
68	AIR PRODUCTS & CHEMI 1.200% 10/15/17		0	98,792	97,864
69	AVE MARIA CATHOLIC VALUES FUND 402		0	202,751	239,954
70	EATON CORP PLC		0	194,646	285,450
71	WF FDS TR ADV S/C VAL FD INSL 3150		0	242,528	272,955
72	SPDR DJ WILSHIRE INTERNATIONAL REA		0	178,574	172,422
73	STARBUCKS CORP 6.250% 8/15/17		0	116,085	116,520
74	AMERICAN EXPRESS 6.150% 8/28/17		0	116,399	115,369
75	CHAMBERS STREET PROPERTIES		0	129,306	141,655
76	RIDGEWORTH SEIX HY BD-I 5855		0	250,000	263,470
77	EATON CORP 5.600% 5/15/18		0	114,916	112,146
78	STATOIL ASA 1.950% 11/08/18		0	100,310	99,146
79	CITIGROUP INC 1.300% 11/15/16		0	100,025	99,651
80	NOBLE CORP PLC		0	151,169	159,622
81	ABBOTT LABORATORIES		0	111,910	154,087
82	AMERICAN EXPRESS COMPANY		0	139,739	203,235
83	APACHE CORPORATION COM		0	171,522	166,724
84	APPLE COMPUTER INC COM		0	230,294	229,457
85	BB&T CORP COM		0	133,480	163,462
86	VANGUARD EMERGING MARKETS ETF		0	65,457	67,058
87	JPMORGAN HIGH YIELD FUND SS 3580		0	136,874	133,365

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	11,449
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	1,230
3	COST BASIS ADJUSTMENT	3	4,816
4	Total	4	17,495

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	8,136
2	PY RETURN OF CAPITAL ADJUSTMENT	2	6,065
3	Total	3	14,201

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

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1	FRANKLIN RESOURCES INC	354613101			3/14/2012	6/27/2013	20,165			17,858	2,307	2,307			2,307		3,106,358		3,106,358		632,904		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		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		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		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		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		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 VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	98,889		
98,889										0	- 0	

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/7/2013	2	8,030
3 Second quarter estimated tax payment	6/10/2013	3	8,030
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	16,060

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	<u>268,233</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>268,233</u>