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

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation WHEELER FOUNDATION - AGY - MAIN		A Employer identification number 87-0503163
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 801-583-3593
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 89,196,535.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		5,000,000.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		301.	301.		STMT 1
4 Dividends and interest from securities		1,415,926.	1,385,990.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		980,839.			
b Gross sales price for all assets on line 6a		41,996,722.			
7 Capital gain net income (from Part IV, line 2)			980,839.		
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 (loss) (attach schedule)					
11 Other income (attach schedule)		312,384.	49,035.		STMT 8
12 Total. Add lines 1 through 11		7,709,450.	2,416,165.		
13 Compensation of officers, directors, trustees, etc.		NONE	NONE		NONE
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)	STMT 9	3,137.	3,137.	NONE	NONE
b Accounting fees (attach schedule)	STMT 10	6,061.	825.	NONE	5,236.
c Other professional fees (attach schedule)	STMT 11	291,310.	218,445.		72,865.
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 12	87,905.	43,506.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)	STMT 13	349,910.	375,532.		11,847.
24 Total operating and administrative expenses. Add lines 13 through 23		738,323.	641,445.	NONE	89,948.
25 Contributions, gifts, grants paid		722,225.			722,225.
26 Total expenses and disbursements Add lines 24 and 25		1,460,548.	641,445.	NONE	812,173.
27 Subtract line 26 from line 12		6,248,902.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,774,720.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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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		237,284.	4,083.	4,083.	
	2	Savings and temporary cash investments		815,244.	105,154.	105,154.	
	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 ▶	NONE				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		132,000.			
	10 a	Investments - U.S. and state government obligations (attach schedule) .		28,042,060.			
	b	Investments - corporate stock (attach schedule)		32,433,829.	49,751,914.	56,311,407.	
	c	Investments - corporate bonds (attach schedule)		14,541,479.	32,789,433.	32,192,251.	
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	229,707.	229,707.	229,707.	583,640.	
	12	Investments - mortgage loans					
	13	Investments - other (attach schedule)					
	Liabilities	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)		76,431,603.	82,880,291.	89,196,535.	
17		Accounts payable and accrued expenses					
18		Grants payable					
19		Deferred revenue					
Net Assets or Fund Balances	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)			NONE		
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ ☒	27	Capital stock, trust principal, or current funds			82,880,291.	
		28	Paid-in or capital surplus, or land, bldg. and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds . .		76,431,603.		
		30	Total net assets or fund balances (see instructions)		76,431,603.	82,880,291.	
	31	Total liabilities and net assets/fund balances (see instructions)		76,431,603.	82,880,291.		

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	76,431,603.
2	Enter amount from Part I, line 27a	2	6,248,902.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 14</u>	3	249,106.
4	Add lines 1, 2, and 3	4	82,929,611.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 15</u>	5	49,320.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	82,880,291.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(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 41,996,722.		41,015,883.	980,839.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			980,839.		
b					
c					
d					
e					
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	980,839.	
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		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	426,399.	21,976,831.	0.019402
2011	NONE	3,218,286.	NONE
2010	156,291.	3,288,561.	0.047526
2009	138,120.	2,848,376.	0.048491
2008	136,670.	2,745,950.	0.049771

2 Total of line 1, column (d)	2	0.165190
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	0.033038
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	86,538,701.
5 Multiply line 4 by line 3	5	2,859,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,747.
7 Add lines 5 and 6	7	2,876,813.
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	812,173.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	35,494.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	35,494.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	35,494.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 32,518.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 10,833.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	43,351.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,857.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 7,857. Refunded ☐		11	

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)? 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.		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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ UT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>SEE STATEMENT 16</u> Telephone no. ▶ _____			
Located at ▶ _____ ZIP+4 ▶ _____				
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			
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ _____		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
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

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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)? ☐ **5b**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? ☐ **6b** ☒

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? ☐ **7b****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
SEE STATEMENT 17				

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

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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	85,220,271.
b	Average of monthly cash balances	1b	2,052,638.
c	Fair market value of all other assets (see instructions)	1c	583,640.
d	Total (add lines 1a, b, and c)	1d	87,856,549.
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	NONE
3	Subtract line 2 from line 1d	3	87,856,549.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,317,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	86,538,701.
6	Minimum investment return. Enter 5% of line 5	6	4,326,935.

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	4,326,935.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	35,494.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,494.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,291,441.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	4,291,441.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,291,441.

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	812,173.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	812,173.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	812,173.

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				4,291,441.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			663,452.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 812,173.				
a Applied to 2012, but not more than line 2a			663,452.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				148,721.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,142,720.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

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
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization.				
(4) Gross investment income				

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).)

N/A

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.

N/A

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

SEE STATEMENT 19

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PC	GENERAL SUPPORT	722,225.
Total			3a	722,225.
b Approved for future payment				
Total			3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Employer identification number

WHEELER FOUNDATION - AGY - MAIN

87-0503163

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
WHEELER FOUNDATION - AGY - MAIN

Employer identification number
87-0503163

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DON M WHEELER REVOCABLE TRUST PO BOX 17208 SALT LAKE CITY, UT 84117-0208	\$ 5,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Tax Return Reconciliation

4 November 2014

Wheeler Foundation Agency Account

Organization	Tax ID	Grant Purpose	Payment Date	Amount
Hale Center Foundation for the Arts and Education 225 West 400 North Orem, UT 84057-4660	870665160 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	1/7/2013	\$20,000.00
Living Planet, Inc. 12033 South Lone Peak Parkway Draper, UT 84020	870572706 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	2/26/2013	\$150.00
Trustees of Columbia University in the City of New York 622 West 113th Street, MC 4523 New York, NY 10025	135598093 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	DHREAMS	4/25/2013	\$10,000.00
Crossroads Urban Center 347 South 400 East Salt Lake City, UT 84111	870295751 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$10,000.00
Habitat for Humanity International 121 Habitat Street Americus, GA 31709-3498	911914868 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$10,000.00
Hopi Outreach Inc. 900 East Carnation Drive Sandy, UT 84094-4533	010905475 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Hopi Project	4/29/2013	\$6,000.00
International Childrens Surgical P.O. Box 4594 Boise, ID 83711-4594	203696006 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$5,000.00
International Childrens Surgical P.O. Box 4594 Boise, ID 83711-4594	203696006 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
International Childrens Surgical P.O. Box 4594 Boise, ID 83711-4594	203696006 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$5,000.00
Juvenile Diabetes Research Foundation 132 SO 600 East Salt Lake City, UT 84102	231907729 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$10,000.00
Primary Childrens Medical Center P.O. Box 58249 Salt Lake City, UT 84158	870453633 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$20,000.00
Primary Childrens Medical Center P.O. Box 58249 Salt Lake City, UT 84158	870453633 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	4/29/2013	\$5,000.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	University of Utah Athletics	4/29/2013	\$15,000.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	University of Utah Music Department - College of Music Scholarships	4/29/2013	\$20,000.00
Womens Transportation Seminar Foundation P.O. Box 2684 Salt Lake City, UT 20006-1503	264058230 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Women in Engineering	4/29/2013	\$10,000.00
University of Utah - Red Butte Garden Red Butte Garden 300 Wakara Way Salt Lake City, UT 84108	87-6000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	General Operating Support	4/30/2013	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Ronald McDonald House Charities of the Intermountain Area, Inc. 935 East South Temple Salt Lake City, UT 84102-1411	742386043 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/1/2013	\$10,000.00
Alzheimers Disease & Related Disorders Association 855 East 4800 S, Suite 100 Salt Lake City, UT 84107	870397943 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
American Cancer Society, Inc. 941 East 3300 South Salt Lake City, UT 84106	131788491 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
American Heart Association, Inc. 465 South 400 East, Suite 110 Salt Lake City, UT 84111	135613797 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
American National Red Cross Post Office Box 4125 Portland, OR 97208	530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
American Red Cross - Utah Chapter 555 East 300 South, Suite 200 Salt Lake City, UT 84102	530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$10,000.00
Asian Association of Utah 155 South 300 West Salt Lake City, UT 84101	870333555 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Refugee & Immigrant Center at the Asian Association of Utah	5/10/2013	\$13,700.00
Assistance League of Salt Lake City 2060 East 3300 South Salt Lake City, UT 84109	510139592 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00

Organization	Tax ID	Grant Purpose	Payment Date	Amount
Boy Scouts of America 525 South Foothill Boulevard Salt Lake City, UT 84113-1102	870212460 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$1,500.00
Boy Scouts of America 525 South Foothill Boulevard Salt Lake City, UT 84113-1102	870212460 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	trapper trails council for camp hunt	5/10/2013	\$10,000.00
Boys & Girls Clubs of Greater Salt Lake 669 South 200 East, Suite 100 Salt Lake City, UT 84111-3847	870278627 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	5/10/2013	\$2,000.00
Boys & Girls Clubs of South Valley P.O. Box 57071 Murray, UT 84157	870304654 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
Breast Cancer Research Foundation, Inc. 610 East 56th Street, 8th Floor New York, NY 10022	13-3727250 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
Brigham Young University P.O. Box 21128 Provo, UT 84602	87-0217280 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	BYU Broadcasting	5/10/2013	\$2,000.00
Cannon Beach Library Post Office Box 486 Cannon Beach, OR 97110	93-0722363 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
Charity Global, Inc. 200 Varick Street, Suite 201 New York, NY 10014	223936753 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Cherubs The Assoc Of Congenital Diaphragmatic Hernia Research 3650 Rogers Rd. #290 Wake Forest, NC 27587	561916661 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	5/10/2013	\$1,000.00
College of Fine Arts at University of Utah University of Utah Dept of Theater 375 South 1530 East, Room 250 Salt Lake City, UT 84112	87-6000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	General operating support	5/10/2013	\$5,000.00
Cystic Fibrosis Foundation Utah and Idaho Chapter 124 South 400 East, Suite 250 Salt Lake City, UT 84111	13-1930701 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$10,000.00
Enable Utah 2640 Industrial Drive Ogden, UT 84401	870283745 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$4,000.00
Family Counseling Center 5250 Commerce Drive (320 W) Suite 250 Murray, UT 84107	870212455 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$10,000.00
Friends for Sight 661 South 200 East Salt Lake City, UT 84111	876126811 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$1,000.00
Gina Bachauer International Piano Foundation 138 West Broadway #220 Salt Lake City, UT 84101	870438290 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$2,000.00
Guadalupe Center Educational Program, Inc. 340 South Goshen Street Salt Lake City, UT 84104	870299521 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$2,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Habitat for Humanity International 121 Habitat Street Americus, GA 31709-3498	911914868 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
Huntsman Cancer Foundation 2000 Circle of Hope Drive Salt Lake City, UT 84112	870541293 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	General Operating Support	5/10/2013	\$10,000.00
Intermountain Research And Medical Foundation 5121 South Cottonwood Street P.O. Box 577000 Murray, UT 84157	237062016 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	5/10/2013	\$5,000.00
International Childrens Surgical P.O. Box 4594 Boise, ID 83711-4594	203696006 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
Juvenile Diabetes Research Foundation 132 SO 600 East Salt Lake City, UT 84102	231907729 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$10,000.00
Medical Teams International P.O. Box 10 Portland, OR 97207-0010	930878944 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$2,000.00
Moveable Feast, Inc. 901 North Milton Avenue Baltimore, MD 21205	521663825 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
National Campaign to Stop Violence, Inc. 910 17th Street NW Suite 200 Washington, DC 20006-2603	522004310 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Do the Write Thing	5/10/2013	\$7,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
National Multiple Sclerosis Society 6364 SO Highland Drive, #101 Salt Lake City, UT 84121	237150399 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$3,000.00
Odyssey House, Inc. 344 East 100 South, Suite 301 Salt Lake City, UT 84111	870292487 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
Ogden Nature Center 966 West 12th Street Ogden, UT 84404	87-0319227 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	5/10/2013	\$2,000.00
Oregon Food Bank, Inc. P.O. Box 55370 Portland, OR 97238	930785786 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$3,000.00
Oregon Health & Science University Foundation 1121 SW Salmon Street, Suite 201 Portland, OR 97205	237083114 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	General Operating Support	5/10/2013	\$2,000.00
Ouelessebougon Alliance 5278 S Pinemont Drive, #A-130 Murray, UT 84123-2711	870659627 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
Prevent Child Abuse Utah 2955 Harrison Boulevard Ogden, UT 84403-0377	742434274 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$1,000.00
Primary Childrens Medical Center P.O. Box 58249 Salt Lake City, UT 84158	870453633 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Salt Lake Community College Foundation P.O. Box 30808 Salt Lake City, UT 84130	942886220 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	General Operating Support	5/10/2013	\$4,000.00
Sarah Daft Home 737 South 1300 East Salt Lake City, UT 84102	870213532 501(c)(3) FC04-Private Nonoperating Foundation	General Operating Support	5/10/2013	\$2,000.00
Senior Charity Care Foundation P.O. Box 744 Kaysville, UT 84037	452102291 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
Slc Bike Share 175 E 400 South Suite 600 Salt Lake City, UT 84111-2329	453547978 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Green Bike program	5/10/2013	\$25,000.00
Southern Utah University 351 W University Boulevard Cedar City, UT 84720-2415	876000481 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	General operating support	5/10/2013	\$5,000.00
Special Olympics Oregon Inc 5901 SW Macadam Avenue, Suite 200 Portland, OR 97239	930752969 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	5/10/2013	\$2,000.00
Special Olympics Utah Inc 243 E 400 SO #11 Salt Lake City, UT 84111	870367185 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$2,000.00
Springville Museum Of Art Suite 1, 126 East 400 South Springville, UT 84663	870275715 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$3,000.00
The Road Home 210 SO Rio Grande Street Salt Lake City, UT 84101	870212465 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
The Womens Housing Coalition, Inc. 119 East 25th Street Baltimore, MD 21218-5232	521189812 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
This is The Place Foundation 2601 E Sunnyside Avenue Salt Lake Cty, UT 84108-1453	841426573 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$3,000.00
Tuacahn Center For The Arts 1100 Tuacahn Drive Ivins, UT 84738	870487695 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$5,000.00
University of Utah - Eccles Broadcast Center Eccles Broadcast Center 101 South Wasatch Drive #240 Salt Lake Cty, UT 84112	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	For KUER 90.1	5/10/2013	\$2,000.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	For the Babcock Theatre program	5/10/2013	\$1,500.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	art equipment	5/10/2013	\$2,775.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Pioneer Theatre Company	5/10/2013	\$2,000.00
University of Utah - Swaner Eco Center Swaner Eco Center 1258 Center Drive Park City, UT 84098	876000525 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Swaner Eco Center	5/10/2013	\$1,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Utah Food Bank 3150 South 900 West Salt Lake City, UT 84119	870212453 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/10/2013	\$3,000.00
Utah Heritage Foundation Post Office Box 28 Salt Lake City, UT 84110-0028	870272392 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$3,000.00
Utah Parent Center, Inc. 230 West 200 South Salt Lake City, UT 84101-1337	870426671 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$1,500.00
Utah Symphony & Opera 123 W South Temple Salt Lake City, UT 84104	87-6000580 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$10,000.00
Utah Valley Symphony P.O.Box 50118 Provo, UT 84605	237095075 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	sponsor 3 school concerts	5/10/2013	\$4,500.00
Utah Youth Village 5800 S Highland Drive Salt Lake City, UT 84121-1346	870301014 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
Valley Mental Health Incorporated 4460 South Highland Drive, Suite 420 Salt Lake City, UT 84124	870533564 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Carmen B. Pingree Center for Children with Autism	5/10/2013	\$5,000.00
Westminster College 1840 South 1300 East Salt Lake City, UT 84105	870212470 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	General operating support	5/10/2013	\$3,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Wheeler Farm Friends, Inc. 6351 S 900 E Salt Lake City, UT 84121-2438	942402208 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$5,000.00
Work Activity Center 1275 W 2320 S W Valley City, UT 84119-1448	870255186 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
YWCA of Greater Portland 1111 SW 10th Avenue Portland, OR 97205-2411	930386984 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	5/10/2013	\$2,000.00
YWCA of Salt Lake City 322 East 300 South Salt Lake City, UT 84111	870212467 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
YWCA of the Greater Baltimore Area, Inc. 1800 N. Charles Street Suite 904 Baltimore, MD 21201-5987	520591703 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	5/10/2013	\$2,000.00
Growlearn give 1495 North 450 East Orem, UT 84097-6218	273196398 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	to pay for five representatives to teach five different villages of women in group lessons	5/31/2013	\$10,000.00
American Bird Conservancy P.O. Box 249 The Plains, VA 20198	521501259 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$6,000.00
Bad Dog Arts 824 South 400 West Suite 8129 Salt Lake City, UT 84101	870568289 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Chesapeake Bay Foundation, Inc. 6 Herndon Avenue Annapolis, MO 21403	526065757 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$6,000.00
Fells Point Creative Alliance, Inc. The Patterson 3134 Eastern Avenue Baltimore, MD 21224	521919988 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$6,000.00
National Alliance on Mental Illness Utah 1600 West 2200 South 202 West Valley City, UT 84119	870432972 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$10,000.00
National Alliance on Mental Illness Utah 1600 West 2200 South 202 West Valley City, UT 84119	870432972 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$5,000.00
Notre Dame of Maryland University 4701 North Charles Street Baltimore, MD 21210-2404	520591641 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	The Notre Dame Fund	6/3/2013	\$6,000.00
Recreation and Habilitation Services 815 North 800 West Provo, UT 84604	870256869 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating Support	6/3/2013	\$10,000.00
The American Visionary Art Museum, Inc. 800 Key Highway Baltimore, MD 21230	521608934 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$6,000.00
Utah Chamber Artists 11640 South Littler Road Sandy, UT 84092	870511512 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$10,000.00

Organization	Tax ID	Grant Purpose	Payment Date	Amount
Village Learning Place, Inc. 2521 Saint Paul Street Baltimore, MD 21218	522109848 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	6/3/2013	\$6,000.00
Salt Lake Education Foundation 440 East 100 South Salt Lake City, UT 84111	742563849 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kids Play Rose Park Program	7/2/2013	\$10,000.00
Salt Lake Education Foundation 440 East 100 South Salt Lake City, UT 84111	742563849 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kids Play Rose Park Program	7/2/2013	\$10,000.00
Salt Lake Education Foundation 440 East 100 South Salt Lake City, UT 84111	742563849 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kids Play Rose Park Program	7/2/2013	\$10,000.00
Brigham Young University-Idaho 15 East South Temple Street, 2E Salt Lake City, UT 84150	820207699 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	BYU Idaho Pathway Program - LDS Philanthropies	10/1/2013	\$10,000.00
Childrens Theatre & School of the Arts, Inc. 3605 South State Street S Salt Lake, UT 84115-4710	260640298 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$7,000.00
Corporation of the Presiding Bishop of Church of Jesus Christ of LDS 15 East Temple Street J5MB2E Salt Lake City, UT 84150	870234341 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	General Mission Fund	10/1/2013	\$12,000.00
Kostopulos Dream Foundation Camp Kostopulos 4180 E Emigration Canyon Salt Lake City, UT 84108	876125177 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Camp Kostopulos	10/1/2013	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Maryland Food Bank, Inc. 2200 Halethorpe Farms Road Baltimore, MD 21227	521135690 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$3,000.00
Moveable Feast, Inc. 901 North Milton Avenue Baltimore, MD 21205	521663825 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$7,500.00
Odyssey House, Inc. 344 East 100 South, Suite 301 Salt Lake City, UT 84111	870292487 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$3,000.00
Oregon Food Bank, Inc. P.O. Box 55370 Portland, OR 97238	930785786 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$3,000.00
Salt Lake Alliance Church of the Christian & Missionary Alliance 7570 Sandy Woods Lane Midvale, UT 84047-4906	237187194 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Because He First Loved Me sports programs	10/1/2013	\$3,600.00
Salt Lake Community College 4600 South Redwood Road Salt Lake City, UT 84123-3145	876000448 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Scholarships	10/1/2013	\$4,000.00
Senior Charity Care Foundation P.O. Box 744 Kaysville, UT 84037	452102291 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$7,500.00
United States Fund for UNICEF 125 Maiden Lane New York, NY 10016	131760110 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Utah Food Bank 3150 South 900 West Salt Lake Cty, UT 84119	870212453 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$7,000.00
Vaccines for the Philippines 4073 Quail Ridge Drive Provo, UT 84604	421692602 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$5,000.00
Village Learning Place, Inc. 2521 Saint Paul Street Baltimore, MD 21218	522109848 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	10/1/2013	\$7,500.00
American National Red Cross P.O.Box 4002018 Des Moines, IA 50340	530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support relief efforts in response to the typhoon in the Philippines	11/27/2013	\$20,000.00
Doctors Without Borders USA, Inc. 333 Seventh Avenue, 2nd Floor New York, NY 10001	133433452 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support relief effort in the Philippines	11/27/2013	\$2,000.00
Church of Jesus Christ Latter Day Saints 15 E. South Temple, 2nd floor Salt Lake City, UT 84150	911507992 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Humanitarian Aid Fund/Philippine Recovery Aid	11/29/2013	\$10,000.00
Grand Totals (119 items)				\$722,225.00

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	301.	301.
TOTAL	301.	301.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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AFLAC INC COM	5,429.	5,429.
AFLAC INC	2,039.	2,039.
ABERDEEN EMERG MARKETS-INST #5840	14,716.	14,716.
ALLIANZ AG-ADR COM	1,928.	1,928.
AMERICAN CAMPUS CMNTYS INC	11,569.	10,333.
AMERICAN TOWER CORP	14,522.	14,522.
AMGEN INC	4,117.	4,117.
ANHEUSER-BUSCH INBEV SPN ADR	7,710.	7,710.
APACHE CORP COM RTS EXP 01/31/2006	1,999.	1,999.
APPLE COMPUTER INC COM	11,407.	11,407.
ARTISAN FDS INC INTL FD INVESTOR CLASS	18,273.	18,273.
ARTISAN INTL SMALL CAP FD-IV #1465	11,285.	11,285.
ASTRAZENECA PLC SPONSORED ADR	2,669.	2,669.
BAE SYS PLC SPONSORED ADR	1,366.	1,366.
BASF AG COM	1,753.	1,753.
BHP BILLITON PLC - ADR	1,377.	1,377.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	1,181.	1,181.
BANK MONTREAL QUE COM	1,852.	1,852.
BANK OF NOVA SCOTIA	1,642.	1,642.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,211.	1,211.
BECTON DICKINSON	7,813.	7,813.
BHP LIMITED SPONS ADR COM	4,666.	4,666.
BOEING CO COM	4,219.	4,219.
BOSTON PTYS INC COM	12,099.	12,099.
BRISTOL-MYERS SQUIBB CO COM	1,603.	1,603.
BRITISH AMERICAN TOB-SP ADR COM	2,098.	2,098.
BUNGE LIMITED FINANC 3.200% 6/15/17	8,000.	8,000.
CHAMBERS STREET PROPERTIES	13,043.	13,043.
CME GROUP INC	6,861.	6,861.
CVS CORP COM	3,744.	3,744.
CAMDEN PROPERTY TRUST	11,791.	11,791.
CANADIAN IMPERIAL BK OF COMMERCE	168.	168.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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CAPITAL ONE FINL CORP COM RTS EXP 11/29/ CATERPILLAR INC COM W/RTS EXP 12/11/2006	3,064.	3,064.
CATERPILLAR INC 1.500% 6/26/17	480.	480.
CELANESE CORP	9,451.	9,451.
CELGENE CORP 1.900% 8/15/17	1,774.	1,774.
CHAMBERS STREET PROPERTIES	1,979.	1,979.
CHEVRONTXACO CORP COM	6,450.	2,873.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP I	10,990.	10,990.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	7,129.	7,129.
COCA-COLA CO/THE 1.650% 3/14/18	3,911.	3,911.
COMCAST CORP NEW CL A	2,555.	2,555.
COMMONWEALTH BK AUS-SP ADR	5,183.	5,183.
CONOCOPHILLIPS COM	1,309.	1,309.
COSTCO WHOLESALE COR 1.125% 12/15/17	505.	505.
CUMMINS INC COM	2,453.	2,453.
JOHN DEERE CAPITAL 2.000% 1/13/17	863.	863.
DEUTSCHE BOERSE AG ADR	2,250.	2,250.
DIAGEO PLC SPONSORED ADR NEW	1,051.	1,051.
DIGITAL RLTY TR INC	5,805.	5,805.
DOMINION RES INC VA NEW COM	10,436.	10,436.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,361.	1,361.
DRIEHAUS ACTIVE INCOME FUND	34,605.	34,605.
E.I. DU PONT DE NEMO 2.800% 2/15/23	22,209.	22,209.
DUKE ENERGY HOLDING CORP. COM	2,917.	2,917.
E M C CORP MASS COM	1,815.	1,815.
ENI S P A ADR	1,313.	1,313.
EPR PROPERTIES	2,614.	2,614.
EATON VANCE FLOATING RATE FD-I #924	23,005.	16,400.
ECOLAB INC 3.000% 12/08/16	5,609.	5,609.
EXTRA SPACE STORAGE INC	7,500.	7,500.
FED HOME LN BK 2.125% 12/21/15	28,650.	22,463.
FED HOME LN BK 5.770% 3/23/18	4,722.	4,722.
FED HOME LN BK 5.250% 4/15/16	15,518.	15,518.
EPK109 5892 11/13/2014 07:41:31	2,990.	2,990.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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FED HOME LN MTG CORP 0.500% 8/28/15	653.	653.
FED NATL MTG ASSN 2.375% 7/28/15	5,839.	5,839.
FEDERATED RETAIL HOL 5.900% 12/01/16	2,745.	2,745.
FID ADV EMER MKTS INC- CL I #607	47,229.	47,229.
GENERAL ELEC CAP COR 3.150% 9/07/22	7,875.	7,875.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	440.	440.
GLAXO SMITHKLINE SPONSORED PLC ADR	1,949.	1,949.
GOLDMAN SACHS GRP INC COM	2,426.	2,426.
GOLDMAN SACHS GROUP 6.150% 4/01/18	299.	299.
GOVT NATL MTG ASSN 3.000% 6/20/38	14,837.	14,837.
GOVT NATL MTG ASSN 4.000% 10/20/39	6,473.	6,473.
HCP INC	38,346.	35,675.
HSBC HLDGS PLC SPONSORED ADR NEW	8,508.	8,508.
HARRIS CORP DEL COM	783.	783.
INTEL CORP COM	3,253.	3,253.
INTL BUSINESS MACHINES CORP COM	1,847.	1,847.
ISHARES INC MSCI AUSTRALIA INDEX FD	2,965.	2,965.
ISHARES CHINA LARGE-CAP ETF	6,324.	6,324.
ISHARES MSCI EMERGING MKTS INDEX FUND	33,565.	33,565.
ISHARES MSCI EAFE INDEX FD	53,900.	53,900.
ISHARES RUSSELL MID-CAP GROWTH	10,640.	10,640.
ISHARES MIDCAP INDEX FD	16,638.	16,638.
ISHARES RUSSELL 1000 VALUE	64,949.	64,949.
ISHARES TRUST RUSSELL 1000 GROWTH INDEX	21,663.	21,663.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	14,557.	14,557.
ISHARES SMALLCAP 600/ BARRA FD	20,978.	20,978.
ITOCHU CORP-UNSPONSORED ADR	457.	457.
JP MORGAN CHASE & CO COM	8,459.	8,459.
JPMORGAN CHASE & CO 4.250% 10/15/20	10,625.	10,625.
JOHNSON & JOHNSON COM	1,671.	1,671.
JOHNSON & JOHNSON 2.150% 5/15/16	761.	761.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	4,548.	4,548.
JPMORGAN HIGH YIELD FUND SS #3580	4,803.	4,803.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KELLOGG CO	6,432.	6,432.
KEPPEL LTD ADR	1,861.	1,861.
KIMBERLY-CLARK CORP COM	903.	903.
LAB CORP OF AMER HLD	3,010.	3,010.
LAS VEGAS SANDS CORP	448.	238.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	1,989.	1,989.
LOCKHEED MARTIN CORP COM	1,779.	1,779.
LOWE'S COMPANIES INC 1.625% 4/15/17	2,866.	2,866.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	15,366.	15,366.
MCDONALDS CORP COM	1,022.	1,022.
MCDONALD'S CORP 2.625% 1/15/22	2,990.	2,990.
MCKESSON HBOC INC COM	1,571.	1,571.
MEDTRONIC INC 1.375% 4/01/18	2,311.	2,311.
MERCK & CO INC 5.000% 6/30/19	3,333.	3,333.
MICHELIN (CGDE) ADR	883.	883.
MICROSOFT CORP COM	6,604.	6,604.
NTT DOCOMO INC SPONSORED ADR	951.	951.
NATIONAL GRID PLC ADR	1,575.	1,575.
NATIONAL OILWELL INC COM	1,633.	1,633.
ASG GLOBAL ALTERNATIVES-Y #1993	23,363.	23,363.
NESTLE S A SPONSORED ADR REPSTG REG SH	8,622.	8,622.
NISSAN MTR LTD SPONSORED ADR	375.	375.
NORTHERN TRUST CORP 3.375% 8/23/21	8,438.	8,438.
NOVARTIS AG SPONSORED ADR	1,881.	1,881.
OMV AG-BEARER SHRS ADR	967.	967.
OCCIDENTAL PETROLEUM 1.750% 2/15/17	2,358.	2,358.
ORACLE CORP COM	1,504.	1,504.
OPPENHEIMER DEVELOPING MKT-Y #788	8,480.	8,480.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	40,106.	40,106.
PIMCO FOREIGN BOND FUND-INST	21,233.	21,233.
PPL CORP COM	1,479.	1,479.
PEPSICO INC 3.125% 11/01/20	7,813.	7,813.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	2,180.	2,180.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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PHILIP MORRIS INTERNATIONAL IN	2,378.	2,378.
PIMCO FOREIGN BOND (UNHEDGED) #1853	7,185.	7,185.
PIMCO COMMODITY REAL RET STRAT-I#45	5,102.	5,102.
PRINCIPAL MIDCAP FD-IN #4749	58,979.	58,979.
PROCTER & GAMBLE CO COM	1,427.	1,427.
PRUDENTIAL PLC ADR	1,308.	1,308.
PUBLIC SVC ENTERPRISE GRP INC COM	1,451.	1,451.
RAYTHEON COMPANY 3.125% 10/15/20	7,813.	7,813.
RECKITT BENCKIS/S ADR	1,570.	1,570.
REED ELSEVIER P L C ADR	800.	800.
ROCHE HLDG LTD SPONSORED ADR	1,774.	1,774.
ROYAL DUTCH SHELL PLC SPONSORED	3,258.	3,258.
SANOFI-AVENTIS SPONSORED ADR	977.	977.
SCANA CORPORATION 4.125% 2/01/22	10,313.	10,313.
SCHLUMBERGER LTD COM	3,993.	3,993.
SENIOR HSG PPTYS TR SH BEN INT	29,497.	22,317.
SINGAPORE TELECOMMUNICATIONS LTD ADR	1,221.	1,221.
STRYKER CORP 2.000% 9/30/16	83.	83.
SUMITOMO TRUST AND BANKING ADR	1,143.	1,143.
TJX COS INC NEW COM	2,413.	2,413.
TAKEDA PHARMACEUTIC-SP ADR	878.	878.
TARGET CORP COM	6,426.	6,426.
TARGET CORP 2.900% 1/15/22	6,606.	6,606.
TELENOR ASA ADR	1,413.	1,413.
TELIASONERA AB-UNSPON ADR	2,811.	2,811.
TELSTRA LTD SPON ADR FINAL	2,455.	2,455.
TEMPLETON EMER MKT S/C-ADV #626	17,654.	17,654.
TEVA PHARMACEUTICAL INDS LTD ADR	3,906.	3,906.
THERMO ELECTRON CORP COM W/RTS ATTACHED	1,721.	1,721.
3M CO COM	5,721.	5,721.
3M COMPANY 1.375% 9/29/16	48.	48.
TORONTO DOMINION BK ONT-COM	1,053.	1,053.
TOTAL FINA ELF S A SPONSORED ADR	13,358.	13,358.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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TRANSALTA CORP COM	239.	239.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	5,587.	5,587.
UNILEVER N V NEW YORK SHS NEW	1,414.	1,414.
UNION PAC CORP COM	6,836.	6,836.
UNITED PARCEL SERVICE CL B COM	5,574.	5,574.
UNITED PARCEL SERVICE 3.125% 1/15/21	3,559.	3,559.
US BANCORP 3.000% 3/15/22	7,500.	7,500.
US TREASURY NOTE 0.750% 10/31/17	289.	289.
US TREASURY NOTE 0.625% 11/30/17	162.	162.
UNITED TECHNOLOGIES 3.100% 6/01/22	7,750.	7,750.
UNITEDHEALTH GRP INC COM	5,001.	5,001.
UNITEDHEALTH GROUP 2.750% 2/15/23	5,595.	5,595.
VANGUARD SHORT-TERM CORPORATE FD	9,362.	9,362.
VANGUARD INTERMEDIATE-TERM C	25,953.	25,953.
VERIZON COMMUNICATIONS COM	1,962.	1,962.
VIVENDI SA-UNSPON ADR	1,968.	1,968.
VODAFONE GROUP PLC SPONSORED ADR	2,821.	2,821.
WAL-MART STORES INC 4.250% 4/15/21	14,993.	14,993.
WALGREEN CO 1.800% 9/15/17	2,738.	2,738.
WF ADV SHORT-TERM BOND FUND-I#3102	1,459.	1,459.
WELLS FARGO ULT ST INC-INS	22,877.	22,877.
ZURICH INSURANCE GROUP-ADR	2,861.	2,861.
EATON CORP PLC	6,126.	3,856.
ASGI CORBIN MULTI STRATEGY FUND	24,618.	24,618.
SAMPSON INTEREST	8,000.	8,000.
	-----	-----
TOTAL	1,415,926.	1,385,990.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MUTUAL FUND - OTHER INCOME	27,319.	27,319.
SAVINGS ACCOUNT INTEREST	787.	787.
BROKERAGE ACCOUNT INCOME	282,992.	282,992.
CHECKING ACCOUNT INTEREST	1,286.	1,286.
PARTNERSHIP K-1S		-263,349.
	-----	-----
TOTALS	312,384.	49,035.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
CALLISTER NEBEKER & MCCULLOUGH	3,137.	3,137.		
TOTALS	3,137.	3,137.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
DAVIS & CO	5,236.			5,236.
PINNOCK ROBBINS POSEY & RICHIN	825.	825.		
TOTALS	6,061.	825.	NONE	5,236.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
WELLS FARGO BANK - AGENT	291,260.	218,445.	72,815.
PARSELL ACCOUNTING	50.		50.
	-----	-----	-----
TOTALS	291,310.	218,445.	72,865.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17,854.	17,854.
FEDERAL TAX PAYMENT - PRIOR YR	44,399.	
FOREIGN TAXES - QUALIFIED	13,306.	13,306.
FOREIGN TAXES - NONQUALIFIED	2,059.	2,059.
PROPERTY TAXES	10,287.	10,287.
	-----	-----
TOTALS	87,905.	43,506.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	55,116.
ROC BASIS ADJUSTMENTS	83,429.
MUTUAL FUND ADJUSTMENTS	6,516.
SALES WITH GAIN POSTING CURRENT YR; EFFECTIVE PRIOR YR	105.
DIFFERENCE IN BOOK VS. MARKET OF BROKERAGE ACCT.	103,940.

TOTAL

249,106.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	38,406.
DISALLOWED WASH SALES	2,390.
PURCHASE ACCRUED INT POSTING CURRENT YR, EFFECTIVE NEXT	7,656.
SALES WITH LOSS POSTING CURRENT YR, EFFECTIVE PRIOR YR	868.

TOTAL	49,320.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

=====

NAME: WELLS FARGO BANK NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101-4000

TELEPHONE NUMBER: (855)739-2921

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SUSAN HOLT

ADDRESS:

984 DONNER WAY

SALT LAKE CITY, UT 84108

TITLE:

TREAS/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:

ALISON W JENSEN

ADDRESS:

6261 VINECREST DRIVE

SALT LAKE CITY, UT 84121

TITLE:

SEC/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:

REBECCA DAVIS

ADDRESS:

11396 NEW RIDGE RD

PORTLAND, OR 97229

TITLE:

V.P. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:

KATHY YOUNKER

ADDRESS:

1029 SO 1200 E

SALT LAKE CITY, UT 84105

TITLE:

V.P. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

CONNIE WHEELER

ADDRESS:

3035 ABELL AVENUE

BALTIMORE, MD 21218

TITLE:

PRES. / DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

RECIPIENT NAME:

WELLS FARGO PHILANTHROPIC SERVICES

ADDRESS:

1 WEST 4TH STREET

WINSTON SALEM, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

E-MAIL ADDRESS: WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/WHEELER
FORM, INFORMATION AND MATERIALS:

APPLICATIONS MUST BE SUBMITTED THROUGH THE ONLINE GRANT APPLICATION
FORM

SUBMISSION DEADLINES:

FEBRUARY 15 AND AUGUST 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTEES MUST QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(c) (3)
OF THE INTERNAL REVENUE CODE. NO GEOGRAPHIC LIMITATIONS. NO FINANCIAL
AID OR EDUCATIONAL SCHOLARSHIPS ARE CONSIDERED.

**WELLS
FARGO**

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SECURED MARKET DEPOSIT ACCOUNT ACCOUNT NUMBER: 66757900	331,075.630		\$331,075.63	\$331,075.63	\$0.00	\$33.11	0.01%
SECURED MARKET DEPOSIT ACCOUNT ACCOUNT NUMBER: 66757901	67,456.010		67,456.01	67,456.01	0.00	6.75	0.01
SECURED MARKET DEPOSIT ACCOUNT ACCOUNT NUMBER: 66757902	38,425.350		38,425.35	38,425.35	0.00	3.84	0.01
Total Money Market			\$436,956.99	\$436,956.99	\$0.00	\$43.70	0.01%
Total Cash & Equivalents			\$436,956.99	\$436,956.99	\$0.00	\$43.70	0.01%

ASSET DESCRIPTION

Fixed Income

GOVERNMENT OBLIGATIONS

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
FED HOME LN BK DTD 04/03/06 5.250 04/15/2016 CUSIP: 3133XFAY2	500,000.000	\$110.628	\$553,140.00	\$557,395.00	-\$4,255.00	\$26,250.00	0.57%
MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902							
FED HOME LN BK DTD 08/26/10 2.000 09/09/2016 CUSIP: 313370TW8	500,000.000	103.364	516,820.00	517,310.00	-490.00	10,000.00	0.73
MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902							

Account Statement For:

WHEELER FOUNDATION - CONSOLIDATED

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**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

GOVERNMENT OBLIGATIONS *(continued)*

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
FED HOME LN BK DTD 12/14/10 2.125 12/21/2015 CUSIP: 3133725D2 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902	250,000.000	103.374	258,435.00	261,875.00	- 3,440.00	5,312.50	0.41
FED HOME LN MTG CORP DTD 07/08/11 2.000 08/25/2016 CUSIP: 3137EACW7 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902	500,000.000	103.411	517,055.00	515,521.00	1,534.00	10,000.00	0.70
FED HOME LN MTG CORP DTD 07/11/12 0.500 08/28/2015 CUSIP: 3134G3ZA1 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902	500,000.000	100.202	501,010.00	500,809.00	201.00	2,500.00	0.38
FED NATL MTG ASSN DTD 01/18/11 2.250 03/15/2016 CUSIP: 3135G0AL7 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902	500,000.000	103.709	518,545.00	519,992.00	- 1,447.00	11,250.00	0.56
FED NATL MTG ASSN DTD 06/14/10 2.375 07/28/2015 CUSIP: 31398AU34 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 66757902	500,000.000	103.161	515,805.00	524,900.00	- 9,095.00	11,875.00	0.36
Total Government Obligations			\$3,380,810.00	\$3,397,802.00	- \$16,992.00	\$77,187.50	



Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

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Consolidated Account Number: - -

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

MORTGAGE BACKED SECURITIES

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
FED HOME LN BK SER 7R-2018 CL A *0 DAY DELAY* DTD 03/08/06 5.770 03/23/2018 CUSIP: 3133XEX79 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/R ACCOUNT NUMBER: 66757902	226,038.710	\$108.446	\$245,129.94	\$248,006.84	-\$2,876.90	\$13,042.43	3.61%
GOVT NATL MTG ASSN SER 2010-158 CL HN *19 DAY DELAY* DTD 12/01/10 4.000 10/20/2039 CUSIP: 38377REX9 MOODY'S RATING: N/A STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 66757902	664,410.850	103.815	689,758.12	690,572.03	-813.91	26,576.43	3.77
GOVT NATL MTG ASSN SER 2010-73 CL LN *19 DAY DELAY* DTD 06/01/10 3.000 06/20/2038 CUSIP: 38377F2N0 MOODY'S RATING: N/A STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 66757902	908,796.830	102.924	935,370.05	951,680.67	-16,310.62	27,263.90	2.83
Total Mortgage Backed Securities			\$1,870,258.11	\$1,890,259.54	-\$20,001.43	\$66,882.76	

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**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
AFLAC INC DTD 06/10/13 3.625 06/15/2023 CUSIP: 001055AL6 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER 66757902	250,000,000	\$96.798	\$241,995.00	\$243,747.50	-\$1,752.50	\$9,062.50	4.04%
AMGEN INC DTD 05/15/12 2.125 05/15/2017 CUSIP: 031162BQ2 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER 66757902	250,000,000	101.266	253,165.00	258,147.50	-4,982.50	5,312.50	1.74
AT&T INC DTD 02/03/09 5.800 02/15/2019 CUSIP: 00206RAR3 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER 66757902	250,000,000	114.636	286,590.00	285,250.00	1,340.00	14,500.00	2.72
BECTON DICKINSON DTD 11/08/11 3.125 11/08/2021 CUSIP: 075887BA6 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A ACCOUNT NUMBER 66757902	250,000,000	96.936	242,340.00	269,645.00	-27,305.00	7,812.50	3.58
BUNGE LIMITED FINANCE CO DTD 06/15/12 3.200 06/15/2017 CUSIP: 120568AV2 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB- ACCOUNT NUMBER 66757902	250,000,000	102.847	257,117.50	262,600.00	-5,482.50	8,000.00	2.34

Account Statement For:
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**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
CATERPILLAR INC DTD 06/26/12 1.500 06/26/2017 CUSIP: 149123BZ3 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER 66757902	250,000,000	99.515	248,787.50	253,367.50	-4,580.00	3,750.00	1.64
CELGENE CORP DTD 08/09/12 1.900 08/15/2017 CUSIP: 151020AG9 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER 66757902	500,000,000	99.527	497,635.00	507,670.00	-10,035.00	9,500.00	2.04
COCA-COLA CO/THE DTD 03/14/12 1.650 03/14/2018 CUSIP: 191216AY6 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER 66757902	250,000,000	99.210	248,025.00	255,745.00	-7,720.00	4,125.00	1.85
COSTCO WHOLESALÉ CORP DTD 12/07/12 1.125 12/15/2017 CUSIP: 22160KAE5 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER 66757902	250,000,000	98.241	245,602.50	249,325.00	-3,722.50	2,812.50	1.59
E.I DU PONT DE NEMOURS DTD 02/15/13 2.800 02/15/2023 CUSIP: 263534CK3 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER 66757902	500,000,000	91.584	457,920.00	501,640.00	-43,720.00	14,000.00	3.91

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

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**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
ECOLAB INC DTD 12/08/11 3.000 12/08/2016 CUSIP: 278865AK6 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER 66757902	250,000.000	104.770	261,925.00	267,680.00	-5,755.00	7,500.00	1.34
FEDERATED RETAIL HOLDING DTD 11/29/06 5.900 12/01/2016 CUSIP: 314275AA6 MOODY'S RATING: BAA3 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER 66757902	250,000.000	112.168	280,420.00	282,580.00	-2,160.00	14,750.00	1.61
GENERAL ELEC CAP CORP DTD 09/07/12 3.150 09/07/2022 CUSIP: 36962G6F6 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER 66757902	250,000.000	96.772	241,930.00	255,815.00	-13,885.00	7,875.00	3.59
GOLDMAN SACHS GROUP INC DTD 04/01/08 6.150 04/01/2018 CUSIP: 38141GFM1 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER 66757902	250,000.000	114.668	286,670.00	285,342.50	1,327.50	15,375.00	2.49
HOME DEPOT INC DTD 09/10/13 3.750 02/15/2024 CUSIP: 437076BC5 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER 66757902	250,000.000	99.533	248,832.50	251,227.50	-2,395.00	9,375.00	3.81

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

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**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
HONEYWELL INTERNATIONAL DTD 02/20/09 5.000 02/15/2019 CUSIP: 438516AZ9 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000 000	112.364	280,910 00	284,705.00	- 3,795 00	12,500.00	2 42
JOHN DEERE CAPITAL CORP MED TERM NOTE DTD 12/02/11 2.000 01/13/2017 CUSIP: 24422ERL5 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000 000	101 695	254,237.50	258,467 50	- 4,230 00	5,000 00	1 43
JOHNSON & JOHNSON DTD 05/20/11 2.150 05/15/2016 CUSIP: 478160AY0 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA ACCOUNT NUMBER: 66757902	250,000 000	103 363	258,407 50	259,410 00	- 1,002 50	5,375 00	0 72
JPMORGAN CHASE & CO DTD 10/21/10 4.250 10/15/2020 CUSIP: 46625HHU7 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000 000	106 004	265,010 00	277,365.00	- 12,355.00	10,625.00	3 26
KELLOGG CO DTD 05/19/11 3.250 05/21/2018 CUSIP: 487836BE7 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 66757902	250,000 000	103 997	259,992 50	270,422 50	- 10,430.00	8,125 00	2 29

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

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**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS *(continued)*

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
KINDER MORGAN ENER PART DTD 08/05/13 4.150 02/01/2024 CUSIP: 494550BS4 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB ACCOUNT NUMBER: 66757902	250,000 000	96.747	241,867 50	245,005.00	- 3,137.50	10,375.00	4.56
LAB CORP OF AMER HLDGS DTD 08/23/12 2.200 08/23/2017 CUSIP: 50540RAK8 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 66757902	250,000.000	100 326	250,815 00	254,367.50	- 3,552 50	5,500 00	2 11
LOWE'S COMPANIES INC DTD 04/23/12 1 625 04/15/2017 CUSIP: 548661CY1 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 66757902	250,000 000	99.646	249,115 00	254,615 00	- 5,500.00	4,062.50	1.74
MCDONALD'S CORP DTD 09/30/11 2 625 01/15/2022 CUSIP 58013MEM2 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000 000	95 299	238,247.50	253,597 50	- 15,350.00	6,562.50	3.30
MEDTRONIC INC DTD 03/26/13 1.375 04/01/2018 CUSIP: 585055BA3 MOODY'S RATING: A2 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER 66757902	500,000 000	98.165	490,825.00	500,720.00	- 9,895.00	6,875.00	1.83

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

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**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income <i>(continued)</i>							
CORPORATE OBLIGATIONS <i>(continued)</i>							
MERCK & CO INC DTD 06/25/09 5.000 06/30/2019 CUSIP: 589331AN7 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 66757902	250,000.000	113.269	283,172.50	285,075.00	- 1,902.50	12,500.00	2.41
NORTHERN TRUST CORP DTD 08/22/11 3.375 08/23/2021 CUSIP: 665859AM6 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 66757902	250,000.000	101.475	253,687.50	272,927.50	- 19,240.00	8,437.50	3.16
OCCIDENTAL PETROLEUM COR DTD 08/18/11 1.750 02/15/2017 CUSIP: 674599CB9 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000.000	100.344	250,860.00	255,762.50	- 4,902.50	4,375.00	1.64
OMNICOM GROUP INC DTD 07/01/09 6.250 07/15/2019 CUSIP: 681919AY2 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 66757902	250,000.000	115.430	288,575.00	288,982.50	- 407.50	15,625.00	3.19
PEPSICO INC DTD 10/26/10 3.125 11/01/2020 CUSIP: 713448BR8 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 66757902	250,000.000	100.115	250,287.50	271,120.00	- 20,832.50	7,812.50	3.11

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS *(continued)*

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
PROCTER & GAMBLE CO DTD 02/06/09 4 700 02/15/2019 CUSIP: 742718DN6	250,000.000	111.694	279,235.00	283,635.00	- 4,400.00	11,750.00	2.27
MOODY'S RATING: AA3 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 66757902							
RAYTHEON COMPANY DTD 10/20/10 3 125 10/15/2020 CUSIP: 755111BT7	250,000.000	100.114	250,285.00	271,390.00	- 21,105.00	7,812.50	3.11
MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 66757902							
SCANA CORPORATION DTD 01/25/12 4.125 02/01/2022 CUSIP: 80589MAE2	250,000.000	97.113	242,782.50	262,842.50	- 20,060.00	10,312.50	4.56
MOODY'S RATING: BAA3 STANDARD & POOR'S RATING: BBB ACCOUNT NUMBER: 66757902							
STRYKER CORP DTD 09/16/11 2.000 09/30/2016 CUSIP: 863667AC5	250,000.000	102.740	256,850.00	257,562.50	- 712.50	5,000.00	0.99
MOODY'S RATING: A3 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 66757902							
TARGET CORP DTD 01/12/12 2.900 01/15/2022 CUSIP: 87612EAZ9	500,000.000	95.926	479,630.00	513,930.00	- 34,300.00	14,500.00	3.49
MOODY'S RATING: A2 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 66757902							

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS *(continued)*

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
UNITED PARCEL SERVICE DTD 11/12/10 3.125 01/15/2021 CUSIP 911312AM8 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 66757902	250,000.000	100.120	250,300.00	265,570.00	- 15,270.00	7,812.50	3.11
UNITED TECHNOLOGIES CORP DTD 06/01/12 3.100 06/01/2022 CUSIP: 913017BV0 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000.000	97.778	244,445.00	268,137.50	- 23,692.50	7,750.00	3.41
UNITEDHEALTH GROUP INC DTD 10/22/12 2.750 02/15/2023 CUSIP: 91324PBZ4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 66757902	250,000.000	91.566	228,915.00	254,092.50	- 25,177.50	6,875.00	3.86
US BANCORP MED TERM NOTE DTD 03/02/12 3.000 03/15/2022 CUSIP: 91159HHC7 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 66757902	250,000.000	96.697	241,742.50	261,490.00	- 19,747.50	7,500.00	3.47
WAL-MART STORES INC DTD 04/18/11 4.250 04/15/2021 CUSIP: 931142DD2 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 66757902	500,000.000	107.674	538,370.00	574,330.00	- 35,960.00	21,250.00	3.07

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number ,

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income <i>(continued)</i>							
CORPORATE OBLIGATIONS <i>(continued)</i>							
WALGREEN CO DTD 09/13/12 1.800 09/15/2017 CUSIP: 931422AJ8 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING BBB ACCOUNT NUMBER: 66757902	250,000.000	100.693	251,732.50	251,900.00	- 167.50	4,500.00	1.61
3M COMPANY DTD 09/29/11 1.375 09/29/2016 CUSIP: 88579YAD3 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 66757902	250,000.000	101.488	253,720.00	254,265.00	- 545.00	3,437.50	0.83
Total Corporate Obligations			\$11,932,972.50	\$12,381,470.00	-\$448,497.50	\$366,000.00	



Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

VANGUARD INTERMEDIATE-TERM C

SYMBOL: VCI CUSIP: 92206C870

ACCOUNT NUMBER: 66757900

VANGUARD SHORT-TERM INVESTMENT GRADE

ADMIRAL FUND #0539

SYMBOL: VFSUX CUSIP: 922031836

ACCOUNT NUMBER: 66757900

WELLS FARGO ADVANTAGE SHORT-TERM

BOND FUND-CLASS I #3102

SYMBOL: SSHIX CUSIP: 949917652

ACCOUNT NUMBER: 66757902

WELLS FARGO ADVANTAGE ULTRA SHORT

TERM INCOME FUND-CLASS I #3104

SYMBOL: SADIX CUSIP: 949917744

ACCOUNT NUMBER: 66757902

Total Domestic Mutual Funds

Total Fixed Income

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
VANGUARD INTERMEDIATE-TERM C	71,497.000	\$82.700	\$5,912,801.90	\$5,993,929.55	-\$81,127.65	\$192,255.43	3.25%
VANGUARD SHORT-TERM INVESTMENT GRADE	558,139.535	10.700	5,972,093.02	6,000,000.00	-27,906.98	113,860.47	1.91
WELLS FARGO ADVANTAGE SHORT-TERM	90,915.665	8.790	799,148.70	800,851.31	-1,702.61	11,455.37	1.43
WELLS FARGO ADVANTAGE ULTRA SHORT	220,984.759	8.540	1,887,209.84	1,888,163.76	-953.92	20,220.11	1.07
Total Domestic Mutual Funds			\$14,571,253.46	\$14,682,944.62	-\$111,691.16	\$337,791.38	2.32%
Total Fixed Income			\$31,755,294.07	\$32,352,476.16	-\$597,182.09	\$847,861.64	

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities

CONSUMER DISCRETIONARY

COACH INC
SYMBOL: COH CUSIP: 189754104
ACCOUNT NUMBER: 66757900

COMCAST CORP CLASS A
SYMBOL: CMCSA CUSIP: 20030N101
ACCOUNT NUMBER: 66757900

JOHNSON CONTROLS INC
SYMBOL: JCI CUSIP: 478366107
ACCOUNT NUMBER: 66757900

LAS VEGAS SANDS CORP
COM
SYMBOL: LVS CUSIP: 517834107
ACCOUNT NUMBER: 66757901

MCDONALDS CORP
SYMBOL: MCD CUSIP: 580135101
ACCOUNT NUMBER: 66757901

TARGET CORP
SYMBOL: TGT CUSIP: 87612E106
ACCOUNT NUMBER: 66757900

TJX COS INC NEW
SYMBOL: TJX CUSIP: 872540109
ACCOUNT NUMBER: 66757900

WALT DISNEY CO
SYMBOL: DIS CUSIP: 254687106
ACCOUNT NUMBER: 66757900

Total Consumer Discretionary

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,057,000	\$56.130	\$227,719.41	\$228,620.66	-\$901.25	\$5,476.95	2.40%
7,263,000	51.965	377,421.80	263,821.59	113,600.21	5,665.14	1.50
5,665,000	51.300	290,614.50	167,480.55	123,133.95	4,985.20	1.71
640,000	78.870	50,476.80	36,390.02	14,086.78	896.00	1.77
330,000	97.030	32,019.90	29,214.89	2,805.01	1,069.20	3.34
4,517,000	63.270	285,790.59	271,989.96	13,800.63	7,769.24	2.72
4,479,000	63.730	285,446.67	194,060.54	91,386.13	2,597.82	0.91
5,445,000	76.400	415,998.00	290,910.14	125,087.86	4,682.70	1.13
		\$1,965,487.67	\$1,482,488.35	\$482,999.32	\$33,142.25	1.69%

Account Statement For:

WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

CONSUMER STAPLES

CVS/CAREMARK CORPORATION
SYMBOL: CVS CUSIP: 126650100
ACCOUNT NUMBER: 66757900

KIMBERLY CLARK CORP. COM
SYMBOL: KMB CUSIP: 494368103
ACCOUNT NUMBER: 66757901

MONSTER BEVERAGE CORP
SYMBOL: MNST CUSIP: 611740101
ACCOUNT NUMBER: 66757900

PHILIP MORRIS INTERNATIONAL IN
SYMBOL: PM CUSIP: 718172109
ACCOUNT NUMBER: 66757901

PROCTER & GAMBLE CO
SYMBOL: PG CUSIP: 742718109
ACCOUNT NUMBER: 66757901

Total Consumer Staples

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,338,000	\$71.570	\$310,470.66	\$187,305.57	\$123,165.09	\$4,771.80	1.54%
270,000	104.460	28,204.20	23,233.89	4,970.31	874.80	3.10
3,066,000	67.770	207,782.82	158,911.08	48,871.74	0.00	0.00
785,000	87.130	68,397.05	69,208.27	-811.22	2,951.60	4.31
660,000	81.410	53,730.60	46,454.77	7,275.83	1,587.96	2.95
		\$668,585.33	\$485,113.58	\$183,471.75	\$10,186.16	1.52%



ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

ENERGY

APACHE CORP
SYMBOL: APA CUSIP: 037411105
ACCOUNT NUMBER: 66757900

CHEVRON CORP
SYMBOL: CVX CUSIP: 166764100
ACCOUNT NUMBER: 66757900

CHEVRON CORP
SYMBOL: CVX CUSIP: 166764100
ACCOUNT NUMBER: 66757901

DUKE ENERGY HOLDING CORP COM
SYMBOL: DUK CUSIP: 26441C204
ACCOUNT NUMBER: 66757901

NATIONAL OILWELL VARCO INC COM
SYMBOL: NOV CUSIP: 637071101
ACCOUNT NUMBER: 66757900

Total Energy

FINANCIALS

AFFILIATED MANAGERS GROUP, INC COM
SYMBOL: AMG CUSIP: 008252108
ACCOUNT NUMBER: 66757900

AFLAC INC
SYMBOL: AFL CUSIP: 001055102
ACCOUNT NUMBER: 66757900

BERKSHIRE HATHAWAY INC.
SYMBOL: BRK.B CUSIP: 084670702
ACCOUNT NUMBER: 66757900

CAPITAL ONE FINANCIAL CORP
SYMBOL: COF CUSIP: 14040H105
ACCOUNT NUMBER: 66757900

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
APACHE CORP SYMBOL: APA CUSIP: 037411105 ACCOUNT NUMBER: 66757900	2,693,000	\$85.940	\$231,436.42	\$232,307.97	-\$871.55	\$2,154.40	0.93%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 ACCOUNT NUMBER: 66757900	1,870,000	124.910	233,581.70	202,327.21	31,254.49	7,480.00	3.20
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 ACCOUNT NUMBER: 66757901	630,000	124.910	78,693.30	69,048.63	9,644.67	2,520.00	3.20
DUKE ENERGY HOLDING CORP COM SYMBOL: DUK CUSIP: 26441C204 ACCOUNT NUMBER: 66757901	590,000	69.010	40,715.90	37,900.34	2,815.56	1,840.80	4.52
NATIONAL OILWELL VARCO INC COM SYMBOL: NOV CUSIP: 637071101 ACCOUNT NUMBER: 66757900	3,140,000	79.530	249,724.20	225,228.47	24,495.73	3,265.60	1.31
Total Energy			\$834,151.52	\$766,812.62	\$67,338.90	\$17,260.80	2.07%
AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP: 008252108 ACCOUNT NUMBER: 66757900	1,411,000	\$216.880	\$306,017.68	\$160,304.78	\$145,712.90	\$0.00	0.00%
AFLAC INC SYMBOL: AFL CUSIP: 001055102 ACCOUNT NUMBER: 66757900	3,905,000	66.800	260,854.00	174,752.63	86,101.37	5,779.40	2.22
BERKSHIRE HATHAWAY INC. SYMBOL: BRK.B CUSIP: 084670702 ACCOUNT NUMBER: 66757900	3,488,000	118.560	413,537.28	322,335.96	91,201.32	0.00	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105 ACCOUNT NUMBER: 66757900	3,333,000	76.610	255,341.13	178,216.55	77,124.58	3,999.60	1.57

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

FINANCIALS *(continued)*

CME GROUP INCE
SYMBOL: CME CUSIP: 12572Q105
ACCOUNT NUMBER: 66757900

GOLDMAN SACHS GROUP INC
SYMBOL: GS CUSIP: 38141G104
ACCOUNT NUMBER: 66757900

JPMORGAN CHASE & CO
SYMBOL: JPM CUSIP: 46625H100
ACCOUNT NUMBER: 66757900

US BANCORP DEL NEW
SYMBOL: USB CUSIP: 902973304
ACCOUNT NUMBER: 66757900

Total Financials

HEALTH CARE

BAXTER INTL INC
SYMBOL: BAX CUSIP: 071813109
ACCOUNT NUMBER: 66757900

BRISTOL MYERS SQUIBB CO
SYMBOL: BMY CUSIP: 110122108
ACCOUNT NUMBER: 66757901

ELI LILLY & CO COM
SYMBOL: LLY CUSIP: 532457108
ACCOUNT NUMBER: 66757901

GILEAD SCIENCES INC
SYMBOL: GILD CUSIP: 375558103
ACCOUNT NUMBER: 66757900

JOHNSON & JOHNSON
SYMBOL: JNJ CUSIP: 478160104
ACCOUNT NUMBER: 66757901

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
3,968 000	78.460	311,329.28	229,132.69	82,196.59	7,142.40	2.29
1,228 000	177.260	217,675.28	158,234.33	59,440.95	2,701.60	1.24
6,480.000	58.480	378,950.40	235,768.31	143,182.09	9,849.60	2.60
6,812 000	40.400	275,204.80	232,604.41	42,600.39	6,267.04	2.28
		\$2,418,909.85	\$1,691,349.66	\$727,560.19	\$35,739.64	1.48%
2,471.000	\$69.550	\$171,858.05	\$176,647.10	-\$4,789.05	\$4,843.16	2.82%
1,260 000	53.150	66,969.00	42,851.36	24,117.64	1,814.40	2.71
1,020.000	51.000	52,020.00	50,925.28	1,094.72	1,999.20	3.84
4,613 000	75.100	346,436.30	100,147.99	246,288.31	0.00	0.00
650 000	91.590	59,533.50	46,863.78	12,669.72	1,716.00	2.88

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

HEALTH CARE *(continued)*

MCKESSON CORP
SYMBOL: MCK CUSIP: 58155Q103
ACCOUNT NUMBER: 66757900

PFIZER INC
SYMBOL: PFE CUSIP: 717081103
ACCOUNT NUMBER: 66757901

THERMO FISHER SCIENTIFIC INC
SYMBOL: TMO CUSIP: 883556102
ACCOUNT NUMBER: 66757900

UNITEDHEALTH GROUP INC
SYMBOL: UNH CUSIP: 91324P102
ACCOUNT NUMBER: 66757900

Total Health Care

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	2,016.000	161.400	325,382.40	196,112.63	129,269.77	1,935.36	0.59
	2,505.000	30.630	76,728.15	63,256.94	13,471.21	2,605.20	3.39
	2,047.000	111.350	227,933.45	108,150.88	119,782.57	1,228.20	0.54
	4,968.000	75.300	374,090.40	267,868.58	106,221.82	5,564.16	1.49
			\$1,700,951.25	\$1,052,824.54	\$648,126.71	\$21,705.68	1.28%

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INDUSTRIALS

BOEING CO
SYMBOL: BA CUSIP: 097023105
ACCOUNT NUMBER: 66757900

CUMMINS INC.
SYMBOL: CMI CUSIP: 231021106
ACCOUNT NUMBER: 66757900

LOCKHEED MARTIN CORP
SYMBOL: LMT CUSIP: 539830109
ACCOUNT NUMBER: 66757901

UNION PACIFIC CORP
SYMBOL: UNP CUSIP: 907818108
ACCOUNT NUMBER: 66757900

UNITED PARCEL SERVICE-CL B
SYMBOL: UPS CUSIP: 911312106
ACCOUNT NUMBER: 66757900

3M CO
COM
SYMBOL: MMM CUSIP: 88579Y101
ACCOUNT NUMBER: 66757900

Total Industrials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
2,252.000	\$136.490	\$307,375.48	\$170,805.96	\$136,569.52	\$6,575.84	2.14%
1,381.000	140.970	194,679.57	182,820.23	11,859.34	3,452.50	1.77
490.000	148.660	72,843.40	47,726.89	25,116.51	2,606.80	3.58
2,082.000	168.000	349,776.00	244,579.76	105,196.24	6,579.12	1.88
2,265.000	105.080	238,006.20	168,343.74	69,662.46	5,617.20	2.36
2,299.000	140.250	322,434.75	220,886.65	101,548.10	7,862.58	2.44
		\$1,485,115.40	\$1,035,163.23	\$449,952.17	\$32,694.04	2.20%

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INFORMATION TECHNOLOGY

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
APPLE INC SYMBOL: AAPL CUSIP: 037833100 ACCOUNT NUMBER: 66757900	1,012,000	\$561.020	\$567,752.24	\$414,537.31	\$153,214.93	\$12,346.40	2.17%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 ACCOUNT NUMBER: 66757900	14,575,000	22.430	326,917.25	278,825.03	48,092.22	9,911.00	3.03
EMC CORP MASS SYMBOL: EMC CUSIP: 268648102 ACCOUNT NUMBER: 66757900	6,566,000	25.150	165,134.90	167,236.80	-2,101.90	2,626.40	1.59
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508 ACCOUNT NUMBER: 66757900	338,000	1,120.710	378,799.98	197,740.11	181,059.87	0.00	0.00
HARRIS CORP DEL SYMBOL: HRS CUSIP: 413875105 ACCOUNT NUMBER: 66757901	500,000	69.810	34,905.00	24,024.17	10,880.83	840.00	2.41
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101 ACCOUNT NUMBER: 66757900	972,000	187.570	182,318.04	192,073.80	-9,755.76	3,693.60	2.03
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 66757900	5,773,000	37.410	215,967.93	168,338.17	47,629.76	6,465.76	2.99
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 66757901	1,270,000	37.410	47,510.70	34,634.60	12,876.10	1,422.40	2.99
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105 ACCOUNT NUMBER: 66757900	6,265,000	38.260	239,698.90	200,287.07	39,411.83	3,007.20	1.25
Total Information Technology			\$2,159,004.94	\$1,677,697.06	\$481,307.88	\$40,312.76	1.87%

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
MATERIALS							
CELANESE CORP SYMBOL· CE CUSIP: 150870103 ACCOUNT NUMBER· 66757900	3,489,000	\$55.310	\$192,976.59	\$159,851.95	\$33,124.64	\$2,512.08	1.30%
Total Materials			\$192,976.59	\$159,851.95	\$33,124.64	\$2,512.08	1.30%
TELECOMMUNICATION SERVICES							
VERIZON COMMUNICATIONS SYMBOL· VZ CUSIP: 92343V104 ACCOUNT NUMBER 66757901	1,040,000	\$49.140	\$51,105.60	\$45,198.03	\$5,907.57	\$2,204.80	4.31%
Total Telecommunication Services			\$51,105.60	\$45,198.03	\$5,907.57	\$2,204.80	4.31%
UTILITIES							
DOMINION RES INC VA SYMBOL· D CUSIP: 25746U109 ACCOUNT NUMBER 66757901	605,000	\$64.690	\$39,137.45	\$30,921.64	\$8,215.81	\$1,361.25	3.48%
PPL CORPORATION SYMBOL· PPL CUSIP: 69351T106 ACCOUNT NUMBER 66757901	1,190,000	30.090	35,807.10	35,020.43	786.67	1,749.30	4.88
PUBLIC SVC ENTERPRISE GROUP INC SYMBOL· PEG CUSIP: 744573106 ACCOUNT NUMBER 66757901	1,015,000	32.040	32,520.60	30,982.63	1,537.97	1,461.60	4.49
Total Utilities			\$107,465.15	\$96,924.70	\$10,540.45	\$4,572.15	4.25%

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES

ANHEUSER-BUSCH INBEV SPN
CUSIP: 03524A108
ACCOUNT NUMBER: 66757900

ASTRAZENECA PLC
SPONSORED ADR
CUSIP: 046353108
ACCOUNT NUMBER: 66757901

BAE SYSTEMS PLC - ADR
SPONSORED ADR
CUSIP: 05523R107
ACCOUNT NUMBER: 66757901

BANCO BILBAO VIZCAYA ARGENT- ADR
SPONSORED ADR
CUSIP: 05946K101
ACCOUNT NUMBER: 66757901

BANK MONTREAL QUE COM
CUSIP: 063671101
ACCOUNT NUMBER: 66757901

BANK N S HALIFAX
COM
CUSIP: 064149107
ACCOUNT NUMBER: 66757901

BASF AKTIENGESELLSCHAFT
LEVEL 1
SPONSORED ADR
CUSIP: 055262505
ACCOUNT NUMBER: 66757901

BHP BILLITON LIMITED - ADR
SPONSORED ADR
CUSIP: 088606108
ACCOUNT NUMBER: 66757900

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
2,741.000	\$106.460	\$291,806.86	\$198,332.81	\$93,474.05	\$6,863.46	2.35%
960.000	59.370	56,995.20	44,456.66	12,538.54	2,688.00	4.72
1,105.000	29.290	32,365.45	22,519.95	9,845.50	1,321.58	4.08
3,035.000	12.390	37,603.65	30,156.27	7,447.38	1,329.33	3.53
725.000	66.660	48,328.50	43,524.70	4,803.80	2,072.05	4.29
775.000	62.550	48,476.25	43,139.25	5,337.00	1,804.98	3.72
725.000	107.790	78,147.75	63,243.23	14,904.52	1,787.85	2.29
2,164.000	68.200	147,584.80	147,126.90	457.90	5,020.48	3.40

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
BHP BILLITON PLC SPONSORED ADR CUSIP: 05545E209 ACCOUNT NUMBER: 66757901	660.000	62.120	40,999.20	42,560.79	- 1,561.59	1,531.20	3.73
BRITISH AMERICAN TOBACCO PLC - ADR SPONSORED ADR CUSIP: 110448107 ACCOUNT NUMBER: 66757901	640.000	107.420	68,748.80	66,140.51	2,608.29	2,768.64	4.03
DEUTSCHE BOERSE AG CUSIP: 251542106 ACCOUNT NUMBER: 66757901	3,875.000	8.250	31,968.75	23,129.12	8,839.63	697.50	2.18
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 66757900	1,793.000	132.420	237,429.06	181,158.78	56,270.28	5,375.41	2.26
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 66757901	205.000	132.420	27,146.10	23,848.90	3,297.20	614.59	2.26
EATON CORP PLC CUSIP: G29183103 ACCOUNT NUMBER: 66757900	3,426.000	76.120	260,787.12	186,375.12	74,412.00	5,755.68	2.21
EATON CORP PLC CUSIP: G29183103 ACCOUNT NUMBER: 66757901	895.000	76.120	68,127.40	48,902.04	19,225.36	1,503.60	2.21
ENI SPA - ADR SPONSORED ADR CUSIP: 26874R108 ACCOUNT NUMBER: 66757901	1,065.000	48.490	51,641.85	47,135.19	4,506.66	2,461.22	4.77
GLAXOSMITHKLINE PLC - ADR SPONSORED ADR CUSIP: 37733W105 ACCOUNT NUMBER: 66757901	905.000	53.390	48,317.95	40,205.69	8,112.26	2,180.15	4.51

Account Statement For:

WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
H3BC - ADR SPONSORED ADR CUSIP: 404280406 ACCOUNT NUMBER: 66757900	4,327,000	55.130	238,547.51	234,719.32	3,828.19	10,384.80	4.35
H3BC - ADR SPONSORED ADR CUSIP: 404280406 ACCOUNT NUMBER: 66757901	1,210,000	55.130	66,707.30	66,613.51	93.79	2,904.00	4.35
ITOCHU CORP-UNSPONSORED CUSIP: 465717106 ACCOUNT NUMBER: 66757901	1,120,000	24.950	27,944.00	29,817.31	- 1,873.31	748.16	2.68
KEPPEL LTD SPONSORED ADR CUSIP: 492051305 ACCOUNT NUMBER: 66757901	1,495,000	17.780	26,581.10	26,230.75	350.35	891.02	3.35
KONINKLIJKE PHILIPS N.V. CUSIP: 500472303 ACCOUNT NUMBER: 66757901	1,116,000	36.970	41,258.52	39,594.56	1,663.96	925.16	2.24
MICHELIN (CGDE) ADR CUSIP: 59410T106 ACCOUNT NUMBER: 66757901	1,405,000	21.350	29,996.75	24,728.56	5,268.19	670.19	2.23
NATIONAL GRID PLC CUSIP: 636274300 ACCOUNT NUMBER: 66757901	585,000	65.320	38,212.20	32,043.83	6,168.37	1,841.58	4.82
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 66757900	3,289,000	73.590	242,037.51	201,178.47	40,859.04	5,972.82	2.47
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 66757901	980,000	73.590	72,118.20	64,513.39	7,604.81	1,779.68	2.47

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
NISSAN MOTOR CO., LTD. - ADR SPONSORED ADR CUSIP: 654744408 ACCOUNT NUMBER: 66757901	1,270.000	16.800	21,336.00	29,250.39	-7,914.39	590.55	2.77
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109 ACCOUNT NUMBER: 66757901	590.000	80.380	47,424.20	37,828.07	9,596.13	1,213.63	2.56
PRUDENTIAL PLC - ADR SPONSORED ADR CUSIP: 74435K204 ACCOUNT NUMBER: 66757901	1,405.000	45.000	63,225.00	39,280.82	23,944.18	1,316.49	2.08
RECKITT BENCKISER PLC CUSIP: 756255204 ACCOUNT NUMBER: 66757901	3,620.000	16.090	58,245.80	45,457.71	12,788.09	1,487.82	2.55
ROCHE HOLDINGS LTD - ADR SPONSORED ADR CUSIP: 771195104 ACCOUNT NUMBER: 66757901	925.000	70.200	64,935.00	46,510.85	18,424.15	1,502.20	2.31
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP: 780259206 ACCOUNT NUMBER: 66757901	920.000	71.270	65,568.40	62,372.91	3,195.49	2,815.20	4.29
SANOFI-AVENTIS CUSIP: 80105N105 ACCOUNT NUMBER: 66757901	545.000	53.630	29,228.35	24,253.61	4,974.74	683.98	2.34
SCHLUMBERGER LTD CUSIP: 806857108 ACCOUNT NUMBER: 66757900	3,488.000	90.110	314,303.68	258,463.01	55,840.67	4,360.00	1.39
SIEMENS AG - ADR SPONSORED ADR CUSIP: 826197501 ACCOUNT NUMBER: 66757901	300.000	138.510	41,553.00	38,371.62	3,181.38	898.80	2.16

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Account Statement For:

WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SINGAPORE TELECOMMUNICATIONS LTD CUSIP: 82929R304 ACCOUNT NUMBER 66757901	1,266.000	29.100	36,840.60	37,028.77	- 188 17	1,625.54	4.41
SUMITOMO TRUST AND BANKING COMPANY CUSIP: 86562M209 ACCOUNT NUMBER 66757901	4,635.000	10.490	48,621.15	31,518.06	17,103.09	1,056.78	2.17
TELENOR ASA - ADR SPONSORED ADR CUSIP: 87944W105 ACCOUNT NUMBER: 66757901	470.000	71.570	33,637.90	28,959.90	4,678.00	1,216.36	3.62
TELIASONERA AB CUSIP: 87960M205 ACCOUNT NUMBER: 66757901	3,205.000	16.680	53,459.40	42,294.35	11,165.05	2,249.91	4.21
TELSTRA CORPORATION LIMITED CUSIP: 87969N204 ACCOUNT NUMBER: 66757901	1,395.000	23.440	32,698.80	30,294.80	2,404.00	1,877.67	5.74
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 ACCOUNT NUMBER 66757900	3,748.000	61.270	229,639.96	195,009.04	34,630.92	9,842.25	4.29
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 ACCOUNT NUMBER: 66757901	895.000	61.270	54,836.65	44,262.85	10,573.80	2,350.27	4.29
UNILEVER N.V. - ADR SPONSORED ADR CUSIP: 904784709 ACCOUNT NUMBER: 66757901	1,380.000	40.230	55,517.40	52,324.15	3,193.25	1,636.68	2.95
ZURICH INSURANCE GROUP CUSIP: 989825104 ACCOUNT NUMBER 66757901	1,585.000	29.170	46,234.45	40,881.35	5,353.10	0.00	0.00
Total International Equities			\$3,657,183.52	\$3,055,757.87	\$601,425.65	\$108,617.26	2.97%

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Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

DOMESTIC MUTUAL FUNDS

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ISHARES RUSSELL MID-CAP ETF SYMBOL: IWR CUSIP: 464287499 ACCOUNT NUMBER: 66757900	6,901,000	\$149.980	\$1,035,011.98	\$750,796.86	\$284,215.12	\$13,601.87	1.31%
ISHARES RUSSELL MID-CAP GROWTH SYMBOL: IWP CUSIP: 464287481 ACCOUNT NUMBER: 66757900	11,993,000	84.360	1,011,729.48	753,911.23	257,818.25	8,047.30	0.79
ISHARES RUSSELL 1000 GROWTH ETF SYMBOL: IWF CUSIP: 464287614 ACCOUNT NUMBER: 66757900	12,198,000	85.950	1,048,418.10	824,419.98	223,998.12	13,515.38	1.29
ISHARES RUSSELL 2000 GROWTH ETF SYMBOL: IWO CUSIP: 464287648 ACCOUNT NUMBER: 66757900	20,239,000	135.510	2,742,586.89	2,162,221.72	580,365.17	19,611.59	0.71
ISHARES S&P SMALL-CAP 600 VALUE SYMBOL: IJS CUSIP: 464287879 ACCOUNT NUMBER: 66757900	22,092,000	111.260	2,457,955.92	2,050,681.65	407,274.27	29,095.16	1.18
PRINCIPAL MIDCAP FUND CLASS IN #4749 SYMBOL: PCBIX CUSIP: 74253Q747 ACCOUNT NUMBER: 66757900	124,166,014	20.490	2,544,161.63	2,345,000.00	199,161.63	6,245.55	0.24

Total Domestic Mutual Funds

INTERNATIONAL MUTUAL FUNDS

ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #5840 SYMBOL: ABEMX CUSIP: 003021714 ACCOUNT NUMBER: 66757900	33,934,224	\$14.470	\$491,028.22	\$505,902.01	- \$14,873.79	\$6,854.71	1.40%
ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 ACCOUNT NUMBER: 66757900	62,534,688	30.480	1,906,057.29	1,523,262.60	382,794.69	35,457.17	1.86
ARTISAN INTERNATIONAL SMALL CAP FUND - INV #1465 SYMBOL: ARTJX CUSIP: 04314H808 ACCOUNT NUMBER: 66757900	57,992,432	27.060	1,569,275.21	1,445,441.92	123,833.29	20,529.32	1.31

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL MUTUAL FUNDS (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ISHARES MSCI EAFE ETF SYMBOL: EFA CUSIP: 464287465 ACCOUNT NUMBER: 66757900	27,624,000	67.095	1,853,432.28	1,685,144.31	168,287.97	47,043.67	2.54
ISHARES MSCI EMERGING MARKETS SYMBOL: EEM CUSIP: 464287234 ACCOUNT NUMBER: 66757900	36,062,000	41.795	1,507,211.29	1,549,059.45	-41,848.16	30,941.20	2.05
OPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 ACCOUNT NUMBER: 66757900	41,588,927	37.560	1,562,080.10	1,439,373.24	122,706.86	6,779.00	0.43
TEMPLETON EMERGING MARKETS SMALL CAP FUND CLASS ADV #626 SYMBOL: TEMZX CUSIP: 88019R690 ACCOUNT NUMBER: 66757900	133,337,391	12.010	1,601,382.07	1,558,568.90	42,813.17	15,867.15	0.99
Total International Mutual Funds			\$10,490,466.46	\$9,706,752.43	\$783,714.03	\$163,472.22	1.56%
Total Equities			\$36,571,267.28	\$30,142,965.46	\$6,428,301.82	\$562,536.69	1.54%

ASSET DESCRIPTION

Complementary Strategies

HEDGE INVESTMENTS

ASGI CORBIN MULTI STRATEGY FUND ACCOUNT NUMBER: 66757900	10,429,094	\$113.267	\$1,181,272.19	\$1,100,000.00	\$81,272.19	\$0.00	0.00%
ASGI MESIROW INSIGHT FUND, LLC ACCOUNT NUMBER: 66757900	1,012,342	1,052.006	1,064,989.86	1,000,000.00	64,989.86	0.00	0.00
Total Hedge Investments			\$2,246,262.05	\$2,100,000.00	\$146,262.05	\$0.00	0.00%



Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Complementary Strategies *(continued)*

OTHER

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ASG GLOBAL ALTERNATIVES FUND CLASS Y #1993 SYMBOL: GAFYX CUSIP: 63872T885 ACCOUNT NUMBER 66757900	67,385.445	\$11.430	\$770,215.64	\$750,000.00	\$20,215.64	\$0.07	0.00%
BLUE TREND ASP FUND RESTRICTED, INTEREST CLASS I2 ACCOUNT NUMBER 66757900	1,687.315	1,101.491	1,858,562.62	2,000,000.00	-141,437.38	0.00	0.00
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855 ACCOUNT NUMBER 66757900	112,476.171	10.770	1,211,368.36	1,201,140.98	10,227.38	24,294.85	2.01
MANAGED FUTURES LEGENDS ASP FUND RESTRICTED, INTEREST CLASS I2 ACCOUNT NUMBER 66757900	2,001.108	964.549	1,930,165.91	2,000,000.00	-69,834.09	0.00	0.00
PARTNERS GROUP PRIVATE EQUITY TEI FUND ACCOUNT NUMBER 66757900	76,745.971	14.560	1,117,421.34	1,000,000.00	117,421.34	0.00	0.00
ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND CLASS INS SYMBOL: BPIX CUSIP: 74925K581 ACCOUNT NUMBER 66757900	57,959.815	14.430	836,360.13	750,000.00	86,360.13	0.00	0.00
Total Other			\$7,724,094.00	\$7,701,140.98	\$22,953.02	\$24,294.92	0.31%
Total Complementary Strategies			\$9,970,356.05	\$9,801,140.98	\$169,215.07	\$24,294.92	0.24%

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number / - -

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Real Assets

REAL ESTATE INVESTMENT TRUSTS (REITS)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AMERICAN CAMPUS CMINTYS INC COM SYMBOL: ACC CUSIP: 024835100 ACCOUNT NUMBER: 66757900	11,238 000	\$32.210	\$361,975.98	\$481,473.06	-\$119,497.08	\$16,182.72	4.47%
AMERICAN TOWER CORP SYMBOL: AMT CUSIP: 03027X100 ACCOUNT NUMBER: 66757900	17,867 000	79.820	1,426,143.94	1,301,621.94	124,522.00	20,725.72	1.45
BOSTON PROPERTIES INC COM SYMBOL: BXP CUSIP: 101121101 ACCOUNT NUMBER: 66757900	5,818.000	100.370	583,952.66	623,667.63	-39,714.97	15,126.80	2.59
CAMDEN PPTY TR SH BEN INT SYMBOL: CPT CUSIP: 133131102 ACCOUNT NUMBER: 66757900	8,707 000	56.880	495,254.16	570,468.45	-75,214.29	21,941.64	4.43
EPR PROPERTIES SYMBOL: EPR CUSIP: 26884U109 ACCOUNT NUMBER: 66757900	14,562 000	49.160	715,867.92	703,120.35	12,747.57	46,015.92	6.43
EXTRA SPACE STORAGE INC COM SYMBOL: EXR CUSIP: 30225T102 ACCOUNT NUMBER: 66757900	24,320 000	42.130	1,024,601.60	909,462.73	115,138.87	38,912.00	3.80
HCP INC SYMBOL: HCP CUSIP: 40414L109 ACCOUNT NUMBER: 66757900	27,314 000	36.320	992,044.48	1,208,860.92	-216,816.44	57,359.40	5.78
MACERICH CO COM SYMBOL: MAC CUSIP: 554382101 ACCOUNT NUMBER: 66757900	21,156.000	58.890	1,245,876.84	1,253,371.58	-7,494.74	52,466.88	4.21

Account Statement For:
WHEELER FOUNDATION - CONSOLIDATED

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number /

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Real Assets *(continued)*

REAL ESTATE INVESTMENT TRUSTS (REITS) *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
PLUM CREEK TIMBER CO INC COM SYMBOL: PCL CUSIP: 729251108 ACCOUNT NUMBER: 66757900	12,188 000	46.510	566,863.88	520,286 19	46,577 69	21,450.88	3.78
SENIOR HOUSING PROP TRUST SYMBOL: SNH CUSIP: 81721M109 ACCOUNT NUMBER: 66757900	42,002 000	22.230	933,704 46	1,000,533 50	- 66,829.04	65,523 12	7.02
WEYERHAEUSER CO SYMBOL: WY CUSIP: 962166104 ACCOUNT NUMBER: 66757900	25,916 000	31 570	818,168 12	713,630 75	104,537 37	22,806 08	2.79

Total Real Estate Investment Trusts (Reits)

\$9,164,454.04 **\$9,286,497.10** **- \$122,043.06** **\$378,511.16** **4.13%**

REAL ASSET FUNDS

E-TRACS ALERIAN MLP INFRASTRUCTURE ETN DTD 04/01/10 04/02/2040 SYMBOL: MLPI CUSIP: 902641646 ACCOUNT NUMBER: 66757900	15,352 000	\$39 430	\$605,329 36	\$521,310 42	\$84,018.94	\$27,863 88	4 60%
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Total Real Asset Funds

\$605,329.36 **\$521,310.42** **\$84,018.94** **\$27,863.88** **4.60%**

Total Real Assets

\$9,769,783.40 **\$9,807,807.52** **- \$38,024.12** **\$406,375.04** **4.16%**

TOTAL ASSETS

**ACCOUNT VALUE
AS OF 12/31/13** **\$88,503,657.79**

**UNREALIZED
GAIN/LOSS** **\$82,541,347.11**

**ESTIMATED
ANNUAL INCOME** **\$5,962,310.68** **\$1,841,111.99**