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

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

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>LINDBERG FOUNDATION</b>			A Employer identification number <b>91-6023286</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>496,569</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,376	11,119		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19,496			
	b Gross sales price for all assets on line 6a <b>190,291</b>				
	7 Capital gain net income (from Part IV, line 2)		19,496		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	30,872	30,615	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,465	5,599		1,866
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,132			1,132
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	244	244		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25			25
	24 Total operating and administrative expenses. Add lines 13 through 23	8,866	5,843	0	3,023
	25 Contributions, gifts, grants paid	22,000			22,000
26 Total expenses and disbursements. Add lines 24 and 25	30,866	5,843	0	25,023	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	6				
b Net investment income (if negative, enter -0-)		24,772			
c Adjusted net income (if negative, enter -0-)			0		

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 . . . . .	6,989	1,304	1,304	
	2	Savings and temporary cash investments . . . . .	26,598	18,306	18,306	
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) . . . . .				
	c	Investments—corporate bonds (attach schedule) . . . . .				
	11	Investments—land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments—mortgage loans . . . . .					
13	Investments—other (attach schedule) . . . . .	395,989	410,962	476,961		
14	Land, buildings, and equipment: basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	429,576	430,572	496,571		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>				
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	429,576	430,572		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	429,576	430,572		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	429,576	430,572		

## 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	429,576
2	Enter amount from Part I, line 27a . . . . .	2	6
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	3	1,787
4	Add lines 1, 2, and 3 . . . . .	4	431,369
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	5	797
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	430,572

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	19,496	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	24,732	478,217	0.051717
2011	22,596	489,888	0.046125
2010	21,108	464,707	0.045422
2009	24,700	420,141	0.058790
2008	23,603	505,385	0.046703
2 Total of line 1, column (d)			2 0.248757
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 0.049751
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 490,880
5 Multiply line 4 by line 3			5 24,422
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 248
7 Add lines 5 and 6			7 24,670
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 25,023

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		248
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		248
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		248
<b>6</b>	Credits/Payments:			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		158
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		158
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		90
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		0
<b>11</b>	Enter the amount of line 10 to be. <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

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

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

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

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

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

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

5b	N/A	
6b		X
7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4.00	7,465	

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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

<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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

<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3	▶ <b>0</b>



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	478,086
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	20,269
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	498,355
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	498,355
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	7,475
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	490,880
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	24,544

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	24,544
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	248
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	248
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	24,296
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	24,296
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	24,296

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	25,023
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	25,023
<b>5</b>	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) . . . . .	<b>5</b>	248
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	24,775

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				24,296
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			19,909	
<b>b</b> Total for prior years: 20____, 20____, 20____ . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 25,023				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			19,909	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				5,114
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				19,182
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

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

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

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

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	22,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0



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

- |   |  |    |
|---|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:   |    |
|   | (1) Cash   | 1a |
|   | (2) Other assets   | 1a |
| b | Other transactions:  |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b |
|   | (3) Rental of facilities, equipment, or other assets   | 1b |
|   | (4) Reimbursement arrangements   | 1b |
|   | (5) Loans or loan guarantees   | 1b |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1b |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | 1c |

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

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

4/14/2014  
Date

**SVP Wells Fargo Bank N.A.**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

**JOSEPH J. CASTRIANO**

Preparer's signature

*Alfred*

Date

**4/14/2014**

Check ☒ if self-employed

PTIN

**P01251603**

Firm's name ► PricewaterhouseCoopers, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

BROADWAY CENTER FOR THE PERFORMING ARTS

**Street**

901 BROADWAY, 7TH FLOOR

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,000

**Name**

BOYS &amp; GIRLS CLUB OF SOUTH PUGET SOUND

**Street**

1501 PACIFIC AVENUE #301

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,000

**Name**

YWCA OF TACOMA &amp; PIERCE COUNTY

**Street**

405 BROADWAY

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,000

**Name**

POINT DEFIANCE ZOOLOGICAL SOCIETY

**Street**

5400 NORTH PEARL STREET

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,000

**Name**

COMMUNITY HEALTH CARE

**Street**

1019 PACIFIC AVE.

City	State	Zip Code	Foreign Country
TACOMA	WA	98402	

Relationship	Foundation Status
NONE	PC

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

**Name****Street**

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

Line 6 (950-477) - Gain/Loss from Sale of Assets Other Than Inventory														
Long Term CG Distributions					Amount		Totals							
Short Term CG Distributions					1,876		Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859		7/15/2013		10/9/2013	4,534	4,705					-171
2	X	CREDIT SUISSE COMM RET S	22544R305		9/9/2011		10/9/2013	1,001	1,276					-275
3	X	CREDIT SUISSE COMM RET S	22544R305		11/20/2012		10/9/2013	283	329					-36
4	X	CREDIT SUISSE COMM RET S	22544R305		8/19/2011		10/9/2013	681	877					-196
5	X	CREDIT SUISSE COMM RET S	22544R305		2/13/2010		10/9/2013	1,912	2,346					-434
6	X	CREDIT SUISSE COMM RET S	22544R305		2/13/2013		12/20/2013	642	715					-73
7	X	DIAMOND HILL LONG-SHORT	25264S833		5/4/2010		7/11/2013	3,900	2,958					842
8	X	DREYFUS EMG MKT DEBT LO	261980494		9/9/2011		2/11/2013	3,076	2,905					171
9	X	DREYFUS EMG MKT DEBT LO	261980494		2/9/2011		2/11/2013	323	301					22
10	X	DREYFUS EMG MKT DEBT LO	261980494		9/4/2012		10/10/2013	6,773	6,931					-158
11	X	DREYFUS EMG MKT DEBT LO	261980494		9/4/2012		12/20/2013	598	582					-16
12	X	DRIEHAUS ACTIVE INCOME F	262028855		2/13/2013		12/20/2013	807	806					1
13	X	GATEWAY FUND - Y #1986	367829884		9/4/2012		7/11/2013	12,203	11,895					308
14	X	GATEWAY FUND - Y #1986	367829884		2/13/2013		7/11/2013	5,213	5,148					65
15	X	HUSSMAN STRATEGIC GROW	448108100		5/17/2009		2/11/2013	111	137					-26
16	X	HUSSMAN STRATEGIC GROW	448108100		5/17/2009		2/11/2013	2,170	2,732					-562
17	X	HUSSMAN STRATEGIC GROW	448108100		5/4/2010		2/11/2013	1,548	1,897					-349
18	X	HUSSMAN STRATEGIC GROW	448108100		2/9/2011		2/11/2013	3,061	3,500					-439
19	X	HUSSMAN STRATEGIC GROW	448108100		5/9/2011		2/11/2013	287	335					-48
20	X	HUSSMAN STRATEGIC GROW	448108100		2/17/2012		2/11/2013	1,081	1,231					-150
21	X	HUSSMAN STRATEGIC GROW	448108100		6/17/2012		2/11/2013	316	359					-43
22	X	HUSSMAN STRATEGIC GROW	448108100		7/17/2012		2/11/2013	250	275					-25
23	X	ISHARES MSCI EAFE	464287465		12/22/2008		2/11/2013	32,702	24,336					8,366
24	X	ISHARES MSCI EAFE	464287465		2/6/2009		2/11/2013	13,373	9,226					4,147
25	X	ISHARES S&P MID-CAP 400 G	464287606		7/11/2013		12/20/2013	1,776	1,820					-44
26	X	ISHARES S&P MID-CAP 400 V	464287705		2/17/2013		7/11/2013	530	482					48
27	X	ISHARES S&P MID-CAP 400 V	464287705		2/17/2013		12/20/2013	229	193					36
28	X	ISHARES S&P MID-CAP 400 V	464287705		4/30/2012		12/20/2013	802	534					268
29	X	ISHARES CORE S&P SMALL-C	464287804		2/7/2011		2/11/2013	9,054	7,634					1,420
30	X	ISHARES CORE S&P SMALL-C	464287804		6/7/2012		10/9/2013	487	356					131
31	X	ISHARES CORE S&P SMALL-C	464287804		2/7/2011		10/9/2013	584	424					160
32	X	ISHARES CORE S&P SMALL-C	464287804		2/7/2011		12/20/2013	648	424					224
33	X	LAUDUS MONDRIAN INTL FLH	51855Q655		5/9/2012		2/11/2013	1,117	1,185					-78
34	X	PIMCO FOREIGN BD FD USD	693390882		9/9/2011		2/11/2013	1,381	1,376					5
35	X	RIDGEWORTH SEIX HY BD-1#	76628T645		5/2/2012		12/20/2013	3,400	3,256					144
36	X	RIDGEWORTH SEIX HY BD-1#	76628T645		7/15/2013		12/20/2013	791	816					-25
37	X	SPDR DJ WILSHIRE INTERNA	78463X863		7/17/2013		12/20/2013	1,319	1,365					-46
38	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/2/2011		12/20/2013	200	208					-8
39	X	AMEX MATERIALS SPDR	81369Y100		4/30/2012		7/11/2013	281	257					24
40	X	AMEX MATERIALS SPDR	81369Y100		4/30/2012		7/11/2013	401	348					53
41	X	AMEX MATERIALS SPDR	81369Y100		8/30/2012		10/9/2013	1,032	888					144
42	X	AMEX HEALTH CARE SPDR	81369Y209		6/7/2012		7/11/2013	247	183					64
43	X	AMEX HEALTH CARE SPDR	81369Y209		2/17/2013		7/11/2013	1,334	1,170					164
44	X	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010		7/11/2013	1,482	941					541
45	X	CONSUMER STAPLES SECTO	81369Y308		4/30/2012		7/11/2013	124	102					22
46	X	CONSUMER STAPLES SECTO	81369Y308		6/7/2012		7/11/2013	454	373					81
47	X	CONSUMER STAPLES SECTO	81369Y308		2/13/2010		7/11/2013	1,939	1,763					176
48	X	CONSUMER STAPLES SECTO	81369Y308		4/30/2010		7/11/2013	495	335					160
49	X	AMEX CONSUMER DISCR SPl	81369Y407		4/30/2012		7/11/2013	1,065	821					244
50	X	AMEX CONSUMER DISCR SPl	81369Y407		6/7/2012		7/11/2013	592	436					156
51	X	AMEX CONSUMER DISCR SPl	81369Y407		2/17/2013		7/11/2013	2,012	1,722					290
52	X	AMEX CONSUMER DISCR SPl	81369Y407		4/30/2010		7/11/2013	592	356					236
53	X	AMEX CONSUMER DISCR SPl	81369Y407		8/30/2012		12/20/2013	1,052	728					324
54	X	AMEX ENERGY SELECT SPl	81369Y506		4/30/2012		7/11/2013	407	355					52
55	X	AMEX ENERGY SELECT SPl	81369Y506		8/30/2012		7/11/2013	407	356					51
56	X	AMEX ENERGY SELECT SPl	81369Y506		2/17/2013		7/11/2013	1,304	1,254					50
57	X	AMEX ENERGY SELECT SPl	81369Y506		4/30/2010		7/11/2013	815	605					210
58	X	FINANCIAL SELECT SECTOR	81369Y605		4/30/2010		7/11/2013	4,120	3,389					731
59	X	FINANCIAL SELECT SECTOR	81369Y605		10/9/2013		12/20/2013	497	452					45
60	X	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2012		7/11/2013	45	37					8
61	X	AMEX INDUSTRIAL SPDR	81369Y704		6/7/2012		7/11/2013	356	278					78
62	X	AMEX INDUSTRIAL SPDR	81369Y704		2/17/2013		7/11/2013	1,815	1,746					169
63	X	AMEX TECHNOLOGY SELECT	81369Y803		4/30/2012		7/11/2013	1,049	985					64
64	X	AMEX TECHNOLOGY SELECT	81369Y803		6/7/2012		7/11/2013	1,716	1,526					190
65	X	AMEX TECHNOLOGY SELECT	81369Y803		2/17/2013		7/11/2013	3,433	3,235					198
66	X	AMEX TECHNOLOGY SELECT	81369Y803		7/13/2012		10/9/2013	64	57					7
67	X	AMEX TECHNOLOGY SELECT	81369Y803		7/13/2012		10/9/2013	1,670	1,499					171



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

Part II, Line 6 (250-477) - Gain/Loss from Sale of Assets Other Than Inventory																
Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
										Capital Gains/Losses	Other sales	Gross Sales	190,291	170,795	19,496	
Long Term CG Distributions										Amount		1,876				
Short Term CG Distributions																
69	X	AMEX TECHNOLOGY SELECT	81369Y803			7/13/2012		12/20/2013	35	28					0	7
70	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		12/20/2013	490	333					0	157
71	X	VANGUARD INTERMEDIATE T	921837819			11/16/2012		2/11/2013	1,397	1,448					0	-51
72	X	VANGUARD INTERMEDIATE T	921837819			7/13/2012		2/11/2013	2,358	2,418					0	-60
73	X	VANGUARD INTERMEDIATE T	921837819			7/13/2012		7/11/2013	4,910	5,285					0	-375
74	X	VANGUARD INTERMEDIATE T	921837819			6/7/2012		7/11/2013	915	971					0	-56
75	X	VANGUARD INTERMEDIATE T	921837819			6/7/2012		12/20/2013	747	795					0	-48
76	X	VANGUARD SHORT TERM BO	921837827			11/16/2012		2/11/2013	1,456	1,465					0	-8
77	X	VANGUARD SHORT TERM BO	921837827			7/13/2012		2/11/2013	4,772	4,784					0	-22
78	X	VANGUARD SHORT TERM BO	921837827			7/13/2012		7/11/2013	2,724	2,763					0	-39
79	X	VANGUARD SHORT TERM BO	921837827			7/13/2012		12/20/2013	2,247	2,275					0	-28
80	X	VANGUARD FTSE DEVELOPE	921943858			2/11/2013		7/11/2013	2,297	2,251					0	46
81	X	VANGUARD FTSE DEVELOPE	921943858			2/11/2013		10/6/2013	3,885	3,594					0	271
82	X	VANGUARD FTSE DEVELOPE	921943858			2/11/2013		12/20/2013	1,496	1,343					0	153
83	X	VANGUARD FTSE EMERGING	922042858			2/11/2013		10/6/2013	6,922	7,467					0	-545
84	X	VANGUARD FTSE EMERGING	922042858			2/11/2013		12/20/2013	1,038	1,149					0	-111

Long Term CG Distributions  
Short Term CG Distributions

Amount  
1,876

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

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

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

		244	244	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	244	244		

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

		25	0	0	25
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	25			25

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	VANGUARD EUROPE PACIFIC ETF		0	39,422	45,264
3	DIAMOND HILL LONG-SHORT FD CL I 11		0	7,568	10,377
4	RIDGEWORTH SEIX HY BD-I 5855		0	23,413	23,555
5	CREDIT SUISSE COMM RT ST-CO 2156		0	22,818	18,935
6	MERGER FD SH BEN INT 260		0	14,130	14,306
7	PIMCO FOREIGN BD FD USD H-INST 103		0	9,664	9,468
8	CONSUMER STAPLES SECTOR SPDR TR		0	4,773	7,350
9	AMEX FINANCIAL SELECT SPDR		0	8,178	11,323
10	AMEX MATERIALS SPDR		0	1,862	2,450
11	AMEX TECHNOLOGY SELECT SPDR		0	9,186	13,974
12	AMEX ENERGY SELECT SPDR		0	4,994	7,435
13	FID ADV EMER MKTS INC- CL I 607		0	7,458	7,331
14	ISHARES TR SMALLCAP 600 INDEX FD		0	12,183	20,080
15	ISHARES S&P MIDCAP 400 VALUE		0	8,718	13,483
16	LAUDUS MONDRIAN INTL FI-INST 2940		0	10,295	9,426
17	EATON VANCE GLOBAL MACRO - I		0	4,704	4,588
18	ISHARES S&P MIDCAP 400 GROWTH		0	13,481	20,726
19	AMEX INDUSTRIAL SPDR		0	5,155	8,309
20	AMEX HEALTH CARE SPDR		0	4,391	7,762
21	AMEX CONSUMER DISCR SPDR		0	5,323	9,958
22	DREYFUS EMG MKT DEBT LOC C-I 6083		0	17,086	16,508
23	DRIEHAUS ACTIVE INCOME FUND		0	23,914	24,225
24	ASG GLOBAL ALTERNATIVES-Y 1993		0	14,553	14,439
25	VANGUARD REIT VIPER		0	8,294	16,334
26	VANGUARD EMERGING MARKETS ETF		0	24,952	32,254
27	VANGUARD BD INDEX FD INC		0	68,478	67,541
28	SPDR DJ WILSHIRE INTERNATIONAL REA		0	11,229	16,439
29	VANGUARD INTERMEDIATE TERM B		0	24,740	23,121

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

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

1	COST BASIS ADJUSTMENT	1	34
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,753
3	Total	3	1,787

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	613
2	PY RETURN OF CAPITAL ADJUSTMENT	2	184
3	Total	3	797

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

Long Term CG Distributions													1,878
Short Term CG Distributions													0

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	7,465		
7,465										0	0	



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

	Date	Amount
1 Credit from prior year return . . . . .	1	158
2 First quarter estimated tax payment . . . . .	2	
3 Second quarter estimated tax payment . . . . .	3	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	
7 Total . . . . .	7	158

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	19,909
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,909