Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: BUTLER, GWIN S MEMORIAL FUND T/U/W

A Employer identification number: 93-6018358

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041
Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town: Winston Salem
State: NC
ZIP code: 27101-3818

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 932,420

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	22,477	21,194		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	12,002			
b	Gross sales price for all assets on line 6a 346,258				
7	Capital gain net income (from Part IV, line 2)		12,002		
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	34,479	33,196	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	13,856	10,392		3,464
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,092			1,092
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	446	446		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	94			94
24	**Total operating and administrative expenses.** Add lines 13 through 23	15,488	10,838	0	4,650
25	Contributions, gifts, grants paid	37,912			37,912
26	**Total expenses and disbursements.** Add lines 24 and 25	53,400	10,838	0	42,562
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-18,921			
b	**Net investment income** (if negative, enter -0-)		22,358		
c	**Adjusted net income** (if negative, enter -0-)			0	

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SCANNED AUG 20 2014

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,602	2,511	2,511
2	Savings and temporary cash investments	26,148	8,303	8,303
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)	812,056	811,868	921,606
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)	839,806	822,682	932,420
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	839,806	822,682	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	839,806	822,682	
31	**Total liabilities and net assets/fund balances** (see instructions)	839,806	822,682	

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	839,806
2	Enter amount from Part I, line 27a	2	-18,921
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,453
4	Add lines 1, 2, and 3	4	824,338
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,656
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	822,682

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) 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	(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	12,002
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	46,076	891,107	0 051706
2011	43,840	915,699	0.047876
2010	36,776	887,085	0 041457
2009	29,293	808,883	0 036214
2008	57,152	976,293	0 058540

2	**Total** of line 1, column (d)	2	0 235793
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 047159
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	911,166
5	Multiply line 4 by line 3	5	42,970
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	224
7	Add lines 5 and 6	7	43,194
8	Enter qualifying distributions from Part XII, line 4	8	42,562

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter .... (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	447
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	447
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	447
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 146		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 525		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	671
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	224
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 224 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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	X
	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? *If "Yes" to 6b, file Form 8870*		6b	X
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	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, I	TRUSTEE 4 00	13,856		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	898,981
b	Average of monthly cash balances	1b	26,061
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	925,042
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	925,042
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	13,876
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	911,166
6	**Minimum investment return.** Enter 5% of line 5	6	45,558

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	45,558
2a	Tax on investment income for 2013 from Part VI, line 5	2a	447		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	447
3	Distributable amount before adjustments Subtract line 2c from line 1			3	45,111
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	45,111
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	45,111

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	42,562
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,562
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,562

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				45,111
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			35,166	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 42,562				
a Applied to 2012, but not more than line 2a			35,166	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				7,396
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				37,715
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . ▶ 3a				37,912
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,477	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	12,002	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		34,479	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,479

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
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(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 8/11/2014 | SVP Wells Fargo Bank N.A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		8/11/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

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

Recipient(s) paid during the year

Name	ASHLAND LODGE 944 BPOE
Street	P.O BOX 569
City	ASHLAND
State	OR
Zip Code	97520
Foreign Country	
Relationship	NONE
Foundation Status	NC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	37,912

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

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

	Amount
Long Term CG Distributions	3,570
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	346,258	334,256	12,002
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AMEX TECHNOLOGY SELECT	81369Y803			10/22/2010		10/14/2013	1,229	918				0	311
2	X	VANGUARD INTERMEDIATE T	921937819			11/23/2012		2/13/2013	2,873	2,974				0	-101
3	X	VANGUARD INTERMEDIATE T	921937819			9/18/2012		2/13/2013	4,005	4,116				0	-111
4	X	VANGUARD INTERMEDIATE T	921937819			9/18/2012		7/17/2013	9,403	10,022				0	-619
5	X	VANGUARD SHORT TERM BO	921937827			9/18/2012		2/13/2013	11,559	11,638				0	-79
6	X	VANGUARD SHORT TERM BO	921937827			9/18/2012		7/17/2013	1,365	1,384				0	-19
7	X	VANGUARD FTSE DEVELOPE	921943858			2/13/2013		7/17/2013	1,426	1,392				0	34
8	X	AMEX TECHNOLOGY SELECT	81369Y803			6/22/2011		10/14/2013	938	725				0	213
9	X	VANGUARD FTSE DEVELOPE	921943858			2/13/2013		10/14/2013	7,451	6,812				0	639
10	X	VANGUARD FTSE EMERGING	922042858			12/10/2010		10/14/2013	5,576	6,250				0	-674
11	X	VANGUARD FTSE EMERGING	922042858			6/22/2011		10/14/2013	2,915	3,260				0	-345
12	X	VANGUARD FTSE EMERGING	922042858			10/22/2010		10/14/2013	4,858	5,370				0	-512
13	X	VANGUARD REIT VIPER	922908553			11/23/2012		2/13/2013	625	569				0	56
14	X	VANGUARD REIT VIPER	922908553			5/27/2009		2/13/2013	278	123				0	155
15	X	AQR MANAGED FUTURES STI	00203H859			7/19/2013		10/14/2013	8,734	8,891				0	-157
16	X	CHAMBERS STREET PROPER	157842105			10/28/2008		7/8/2013	8	7				0	1
17	X	CHAMBERS STREET PROPER	157842105			10/28/2008		7/17/2013	18,408	18,166				0	242
18	X	CHAMBERS STREET PROPER	157842105			6/26/2009		7/17/2013	9,207	9,087				0	120
19	X	CREDIT SUISSE COMM RET S	22544R305			4/25/2011		10/14/2013	3,204	4,397				0	-1,193
20	X	CREDIT SUISSE COMM RET S	22544R305			12/14/2010		10/14/2013	4,184	5,442				0	-1,258
21	X	DIAMOND HILL LONG-SHORT	25264S833			9/13/2012		2/13/2013	514	482				0	32
22	X	DIAMOND HILL LONG-SHORT	25264S833			2/1/2011		7/17/2013	1,784	1,426				0	358
23	X	DIAMOND HILL LONG-SHORT	25264S833			9/13/2012		7/17/2013	3,336	2,920				0	416
24	X	DIAMOND HILL LONG-SHORT	25264S833			9/18/2012		7/17/2013	130	113				0	17
25	X	DIAMOND HILL LONG-SHORT	25264S833			3/17/2011		7/17/2013	784	620				0	164
26	X	DREYFUS EMG MKT DEBT LO	261980494			4/25/2011		2/13/2013	1,840	1,794				0	46
27	X	DREYFUS EMG MKT DEBT LO	261980494			8/19/2011		2/13/2013	4,435	4,310				0	125
28	X	DREYFUS EMG MKT DEBT LO	261980494			10/26/2010		10/14/2013	2,758	2,893				0	-135
29	X	DREYFUS EMG MKT DEBT LO	261980494			8/19/2011		10/14/2013	3,692	3,909				0	-217
30	X	DREYFUS EMG MKT DEBT LO	261980494			9/13/2012		10/14/2013	6,454	6,743				0	-289
31	X	GATEWAY FUND - Y #1986	367829884			9/13/2012		7/17/2013	22,015	21,655				0	360
32	X	GATEWAY FUND - Y #1986	367829884			2/15/2013		7/17/2013	9,561	9,452				0	109
33	X	HUSSMAN STRATEGIC GROW	448108100			12/10/2007		2/13/2013	3,598	5,414				0	-1,816
34	X	HUSSMAN STRATEGIC GROW	448108100			12/10/2007		2/13/2013	4,335	6,524				0	-2,189
35	X	HUSSMAN STRATEGIC GROW	448108100			12/14/2010		2/13/2013	228	276				0	-48
36	X	HUSSMAN STRATEGIC GROW	448108100			2/1/2011		2/13/2013	558	639				0	-81
37	X	HUSSMAN STRATEGIC GROW	448108100			3/17/2011		2/13/2013	513	600				0	-87
38	X	HUSSMAN STRATEGIC GROW	448108100			4/25/2011		2/13/2013	1,020	1,200				0	-180
39	X	HUSSMAN STRATEGIC GROW	448108100			6/24/2011		2/13/2013	332	400				0	-68
40	X	ISHARES MSCI EAFE	464287465			5/27/2009		2/13/2013	5,184	4,136				0	1,048
41	X	ISHARES MSCI EAFE	464287465			10/22/2010		2/13/2013	16,614	16,173				0	441
42	X	ISHARES MSCI EAFE	464287465			12/10/2010		2/13/2013	19,206	18,791				0	415
43	X	ISHARES MSCI EAFE	464287465			1/28/2011		2/13/2013	9,132	9,156				0	-24
44	X	ISHARES MSCI EAFE	464287465			3/15/2011		2/13/2013	18,735	18,126				0	609
45	X	ISHARES MSCI EAFE	464287465			6/22/2011		2/13/2013	8,071	8,029				0	42
46	X	ISHARES MSCI EAFE	464287465			11/4/2011		2/13/2013	7,541	6,645				0	896
47	X	ISHARES S&P MID-CAP 400 G	464287606			7/17/2013		10/14/2013	1,956	1,898				0	58
48	X	HUSSMAN STRATEGIC GROW	448108100			2/28/2012		2/13/2013	4,672	5,290				0	-618
49	X	HUSSMAN STRATEGIC GROW	448108100			11/27/2012		2/13/2013	1,045	1,118				0	-73
50	X	ISHARES S&P MIDCAP 400 VA	464287705			2/13/2013		7/17/2013	533	485				0	48
51	X	ISHARES S&P MID-CAP 400 V	464287705			2/13/2013		10/14/2013	877	775				0	102
52	X	ISHARES CORE S&P SMALL-C	464287804			1/28/2011		2/13/2013	8,521	6,917				0	1,604
53	X	ISHARES CORE S&P SMALL-C	464287804			3/15/2011		2/13/2013	7,002	5,761				0	1,241
54	X	ISHARES CORE S&P SMALL-C	464287804			12/10/2010		2/13/2013	1,181	955				0	226
55	X	ISHARES CORE S&P SMALL-C	464287804			7/17/2013		10/14/2013	1,510	1,444				0	66
56	X	ISHARES CORE S&P SMALL-C	464287804			12/10/2010		10/14/2013	906	614				0	292
57	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/1/2011		2/13/2013	1,920	2,062				0	-142
58	X	PIMCO FOREIGN BD FD USD	693390882			8/19/2011		2/13/2013	2,132	2,113				0	19
59	X	RIDGEWORTH SEIX HY BD-I #	76628T645			4/25/2011		2/13/2013	1,355	1,349				0	6
60	X	RIDGEWORTH SEIX HY BD-I #	76628T645			3/17/2011		2/13/2013	4,907	4,821				0	86
61	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/13/2013		10/14/2013	600	585				0	15
62	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/17/2013		10/14/2013	1,328	1,278				0	50
63	X	AMEX MATERIALS SPDR	81369Y100			2/13/2013		7/17/2013	1,119	1,105				0	14
64	X	AMEX MATERIALS SPDR	81369Y100			9/11/2012		7/17/2013	1,119	1,035				0	84
65	X	AMEX MATERIALS SPDR	81369Y100			9/11/2012		10/14/2013	1,950	1,700				0	250
66	X	AMEX HEALTH CARE SPDR	81369Y209			2/13/2013		7/17/2013	2,991	2,589				0	402
67	X	AMEX HEALTH CARE SPDR	81369Y209			1/28/2011		7/17/2013	2,144	1,367				0	777
68	X	CONSUMER STAPLES SECTO	81369Y308			3/15/2011		7/17/2013	1,698	1,201				0	497

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

	Amount
Long Term CG Distributions	3,570
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	346,258	334,256	12,002
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	CONSUMER STAPLES SECTO	81369Y308			2/13/2013		7/17/2013	2,981	2,697				0	284
70	X	CONSUMER STAPLES SECTO	81369Y308			12/10/2010		7/17/2013	290	204				0	86
71	X	CONSUMER STAPLES SECTO	81369Y308			12/10/2010		10/14/2013	282	204				0	78
72	X	AMEX CONSUMER DISCR SP	81369Y407			9/11/2012		7/17/2013	2,196	1,728				0	468
73	X	AMEX CONSUMER DISCR SP	81369Y407			2/13/2013		7/17/2013	4,096	3,511				0	585
74	X	AMEX CONSUMER DISCR SP	81369Y407			6/22/2011		7/17/2013	831	547				0	284
75	X	AMEX CONSUMER DISCR SP	81369Y407			6/22/2011		10/14/2013	181	117				0	64
76	X	AMEX CONSUMER DISCR SP	81369Y407			11/4/2011		10/14/2013	363	233				0	130
77	X	FINANCIAL SELECT SECTOR	81369Y605			2/13/2013		7/17/2013	4,115	3,600				0	515
78	X	AMEX CONSUMER DISCR SP	81369Y407			3/15/2011		10/14/2013	786	498				0	288
79	X	AMEX ENERGY SELECT SPDR	81369Y506			10/22/2010		7/17/2013	571	414				0	157
80	X	FINANCIAL SELECT SECTOR	81369Y605			10/22/2010		7/17/2013	285	205				0	80
81	X	FINANCIAL SELECT SECTOR	81369Y605			6/28/2010		7/17/2013	2,587	1,853				0	734
82	X	AMEX INDUSTRIAL SPDR	81369Y704			10/22/2010		7/17/2013	936	683				0	253
83	X	AMEX INDUSTRIAL SPDR	81369Y704			2/13/2013		7/17/2013	2,898	2,659				0	239
84	X	AMEX INDUSTRIAL SPDR	81369Y704			6/28/2010		7/17/2013	1,159	753				0	406
85	X	AMEX ENERGY SELECT SPDR	81369Y506			2/13/2013		7/17/2013	2,853	2,749				0	104
86	X	AMEX ENERGY SELECT SPDR	81369Y506			6/28/2010		7/17/2013	1,549	991				0	558
87	X	AMEX TECHNOLOGY SELECT	81369Y803			3/15/2011		7/17/2013	1,603	1,266				0	337
88	X	AMEX TECHNOLOGY SELECT	81369Y803			9/11/2012		7/17/2013	737	709				0	28
89	X	AMEX TECHNOLOGY SELECT	81369Y803			2/13/2013		7/17/2013	6,155	5,733				0	422
90	X	AMEX TECHNOLOGY SELECT	81369Y803			12/10/2010		7/17/2013	2,084	1,639				0	445
91	X	AMEX TECHNOLOGY SELECT	81369Y803			12/10/2010		10/14/2013	1,068	832				0	236

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,092	0	0	1,092
	Description				
1	TAX PREP FEES	1,092			1,092

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		446	446	0	0
1	FOREIGN TAXES WITHHELD	446	446		

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		94	0	0	94
	Description				
1	STATE AG FEES	94			94

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

			812,056	811,868	921,606
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	MERGER FD SH BEN INT 260		0	27,302	27,632
3	PIMCO FOREIGN BD FD USD H-INST 103		0	18,790	18,542
4	CONSUMER STAPLES SECTOR SPDR TR		0	9,104	13,496
5	AMEX FINANCIAL SELECT SPDR		0	15,346	22,166
6	AMEX MATERIALS SPDR		0	3,057	4,576
7	AMEX TECHNOLOGY SELECT SPDR		0	16,614	27,127
8	AMEX ENERGY SELECT SPDR		0	8,135	13,808
9	FID ADV EMER MKTS INC- CL I 607		0	14,029	13,691
10	ISHARES TR SMALLCAP 600 INDEX FD		0	23,105	38,741
11	ISHARES S&P MIDCAP 400 VALUE		0	12,534	26,036
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	19,747	18,245
13	EATON VANCE GLOBAL MACRO - I		0	9,572	9,352
14	ISHARES S&P MIDCAP 400 GROWTH		0	24,199	40,251
15	AMEX INDUSTRIAL SPDR		0	9,215	16,253
16	AMEX HEALTH CARE SPDR		0	9,215	15,634
17	AMEX CONSUMER DISCR SPDR		0	10,601	19,180
18	DREYFUS EMG MKT DEBT LOC C-I 6083		0	33,406	31,906
19	DRIEHAUS ACTIVE INCOME FUND		0	46,326	46,828
20	ASG GLOBAL ALTERNATIVES-Y 1993		0	28,132	27,745
21	VANGUARD REIT VIPER		0	16,361	31,441
22	VANGUARD EMERGING MARKETS ETF		0	65,892	62,409
23	VANGUARD BD INDEX FD INC		0	132,324	130,606
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	29,990	31,806
25	VANGUARD INTERMEDIATE TERM B		0	46,923	44,690
26	VANGUARD EUROPE PACIFIC ETF		0	76,981	87,611
27	DIAMOND HILL LONG-SHORT FD CL I 11		0	13,641	19,689
28	RIDGEWORTH SEIX HY BD-I 5855		0	46,221	45,539
29	CREDIT SUISSE COMM RT ST-CO 2156		0	45,106	36,606

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,193
2	PY REFUND	2	260
3	Total	3	3,453

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

1	COST BASIS ADJUSTMENT	1	222
2	MUTUAL FUND & CTF INCOME SUBTRACTIONS	2	1,108
3	PY RETURN OF CAPITAL ADJUSTMENT	3	326
4	Total	4	1,656

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

	Amount
Long Term CG Distributions	3,570
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						342,688	0	0	334,256	8,432	0	0	0	8,432
1	AMEX TECHNOLOGY SELECT SPDR	81369Y803		10/22/2010	10/14/2013	1,229		0	918	311	0	0	0	311
2	VANGUARD INTERMEDIATE TERM B	921937819		11/23/2012	2/13/2013	2,873		0	2,974	-101	0	0	0	-101
3	VANGUARD INTERMEDIATE TERM B	921937819		9/18/2012	2/13/2013	4,005		0	4,116	-111	0	0	0	-111
4	VANGUARD INTERMEDIATE TERM B	921937819		9/18/2012	7/17/2013	9,403		0	10,022	-619	0	0	0	-619
5	VANGUARD SHORT TERM BOND ETF	921937827		9/18/2012	2/13/2013	11,559		0	11,638	-79	0	0	0	-79
6	VANGUARD SHORT TERM BOND ETF	921937827		9/18/2012	7/17/2013	1,365		0	1,384	-19	0	0	0	-19
7	VANGUARD FTSE DEVELOPED ETF	921943858		2/13/2013	7/17/2013	1,426		0	1,392	34	0	0	0	34
8	AMEX TECHNOLOGY SELECT SPDR	81369Y803		6/22/2011	10/14/2013	938		0	725	213	0	0	0	213
9	VANGUARD FTSE DEVELOPED ETF	921943858		2/13/2013	10/14/2013	7,451		0	6,812	639	0	0	0	639
10	VANGUARD FTSE EMERGING MARKETS	922042858		12/10/2010	10/14/2013	5,576		0	6,250	-674	0	0	0	-674
11	VANGUARD FTSE EMERGING MARKETS	922042858		6/22/2011	10/14/2013	2,915		0	3,260	-345	0	0	0	-345
12	VANGUARD FTSE EMERGING MARKETS	922042858		10/22/2010	10/14/2013	4,858		0	5,370	-512	0	0	0	-512
13	VANGUARD REIT VIPER	922908553		11/23/2012	2/13/2013	625		0	569	56	0	0	0	56
14	VANGUARD REIT VIPER	922908553		5/27/2009	2/13/2013	278		0	123	155	0	0	0	155
15	AQR MANAGED FUTURES STR-I #1521	00203H859		7/19/2013	10/14/2013	8,734		0	8,891	-157	0	0	0	-157
16	CHAMBERS STREET PROPERTIES	157842105		10/28/2008	7/8/2013	8		0	7	1	0	0	0	1
17	CHAMBERS STREET PROPERTIES	157842105		10/28/2008	7/17/2013	18,408		0	18,166	242	0	0	0	242
18	CHAMBERS STREET PROPERTIES	157842105		6/26/2009	7/17/2013	9,207		0	9,087	120	0	0	0	120
19	CREDIT SUISSE COMM RET ST-I #2156	22544R305		4/25/2011	10/14/2013	3,204		0	4,397	-1,193	0	0	0	-1,193
20	CREDIT SUISSE COMM RET ST-I #2156	22544R305		12/14/2010	10/14/2013	4,184		0	5,442	-1,258	0	0	0	-1,258
21	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/13/2012	2/13/2013	514		0	482	32	0	0	0	32
22	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		2/1/2011	7/17/2013	1,784		0	1,426	358	0	0	0	358
23	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/13/2012	7/17/2013	3,336		0	2,920	416	0	0	0	416
24	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/18/2012	7/17/2013	130		0	113	17	0	0	0	17
25	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		3/17/2011	7/17/2013	784		0	620	164	0	0	0	164
26	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		4/25/2011	2/13/2013	1,840		0	1,794	46	0	0	0	46
27	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/19/2011	2/13/2013	4,435		0	4,310	125	0	0	0	125
28	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		10/26/2010	10/14/2013	2,758		0	2,893	-135	0	0	0	-135
29	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/19/2011	10/14/2013	3,692		0	3,909	-217	0	0	0	-217
30	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		9/13/2012	10/14/2013	6,454		0	6,743	-289	0	0	0	-289
31	GATEWAY FUND - Y #1988	367829884		9/13/2012	7/17/2013	22,015		0	21,655	360	0	0	0	360
32	GATEWAY FUND - Y #1988	367829884		2/15/2013	7/17/2013	9,561		0	9,452	109	0	0	0	109
33	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/10/2007	2/13/2013	3,598		0	5,414	-1,816	0	0	0	-1,816
34	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/10/2007	2/13/2013	4,335		0	6,524	-2,189	0	0	0	-2,189
35	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/14/2010	2/13/2013	228		0	276	-48	0	0	0	-48
36	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/1/2011	2/13/2013	558		0	639	-81	0	0	0	-81
37	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/17/2011	2/13/2013	513		0	600	-87	0	0	0	-87
38	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/25/2011	2/13/2013	1,020		0	1,200	-180	0	0	0	-180
39	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/24/2011	2/13/2013	332		0	400	-68	0	0	0	-68
40	ISHARES MSCI EAFE	464287465		5/27/2009	2/13/2013	5,184		0	4,136	1,048	0	0	0	1,048
41	ISHARES MSCI EAFE	464287465		10/22/2010	2/13/2013	16,614		0	16,173	441	0	0	0	441
42	ISHARES MSCI EAFE	464287465		12/10/2010	2/13/2013	19 206		0	18,791	415	0	0	0	415
43	ISHARES MSCI EAFE	464287465		1/28/2011	2/13/2013	9,132		0	9,156	-24	0	0	0	-24
44	ISHARES MSCI EAFE	464287465		3/15/2011	2/13/2013	18,735		0	18,126	609	0	0	0	609
45	ISHARES MSCI EAFE	464287465		6/22/2011	2/13/2013	8,071		0	8,029	42	0	0	0	42
46	ISHARES MSCI EAFE	464287465		11/4/2011	2/13/2013	7,541		0	6,645	896	0	0	0	896
47	ISHARES S&P MID-CAP 400 GROWTH	464287606		7/17/2013	10/14/2013	1,956		0	1,898	58	0	0	0	58
48	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/28/2012	2/13/2013	4,672		0	5,290	-618	0	0	0	-618
49	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/27/2012	2/13/2013	1,045		0	1,118	-73	0	0	0	-73
50	ISHARES S&P MIDCAP 400 VALUE	464287705		2/13/2013	7/17/2013	533		0	485	48	0	0	0	48
51	ISHARES S&P MID-CAP 400 VALUE	464287705		2/13/2013	10/14/2013	877		0	775	102	0	0	0	102
52	ISHARES CORE S&P SMALL-CAP E	464287804		1/28/2011	2/13/2013	8,521		0	6,917	1,604	0	0	0	1,604
53	ISHARES CORE S&P SMALL-CAP E	464287804		3/15/2011	2/13/2013	7,002		0	5,761	1,241	0	0	0	1,241
54	ISHARES CORE S&P SMALL-CAP E	464287804		12/10/2010	2/13/2013	1,181		0	955	226	0	0	0	226
55	ISHARES CORE S&P SMALL-CAP E	464287804		7/17/2013	10/14/2013	1,510		0	1,444	66	0	0	0	66
56	ISHARES CORE S&P SMALL-CAP E	464287804		12/10/2010	10/14/2013	906		0	614	292	0	0	0	292
57	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		2/1/2011	2/13/2013	1,920		0	2,062	-142	0	0	0	-142
58	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/19/2011	2/13/2013	2,132		0	2,113	19	0	0	0	19
59	RIDGEWORTH SEIX HY BD-I #5855	76628T645		4/25/2011	2/13/2013	1,355		0	1,349	6	0	0	0	6
60	RIDGEWORTH SEIX HY BD-I #5855	76628T645		3/17/2011	2/13/2013	4,907		0	4,821	86	0	0	0	86
61	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		2/13/2013	10/14/2013	600		0	585	15	0	0	0	15
62	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/17/2013	10/14/2013	1,328		0	1,278	50	0	0	0	50
63	AMEX MATERIALS SPDR	81369Y100		2/13/2013	7/17/2013	1,119		0	1,105	14	0	0	0	14
64	AMEX MATERIALS SPDR	81369Y100		9/11/2012	7/17/2013	1,119		0	1,035	84	0	0	0	84
65	AMEX MATERIALS SPDR	81369Y100		9/11/2012	10/14/2013	1,950		0	1,700	250	0	0	0	250
66	AMEX HEALTH CARE SPDR	81369Y209		2/13/2013	7/17/2013	2 991		0	2,589	402	0	0	0	402
67	AMEX HEALTH CARE SPDR	81369Y209		1/28/2011	7/17/2013	2,144		0	1,367	777	0	0	0	777
68	CONSUMER STAPLES SECTOR SPDR T	81369Y308		3/15/2011	7/17/2013	1,698		0	1,201	497	0	0	0	497
69	CONSUMER STAPLES SECTOR SPDR T	81369Y308		2/13/2013	7/17/2013	2,981		0	2,697	284	0	0	0	284
70	CONSUMER STAPLES SECTOR SPDR T	81369Y308		12/10/2010	7/17/2013	290		0	204	86	0	0	0	86
71	CONSUMER STAPLES SECTOR SPDR T	81369Y308		12/10/2010	10/14/2013	282		0	204	78	0	0	0	78
72	AMEX CONSUMER DISCR SPDR	81369Y407		9/11/2012	7/17/2013	2,196		0	1,728	468	0	0	0	468
73	AMEX CONSUMER DISCR SPDR	81369Y407		2/13/2013	7/17/2013	4,096		0	3,511	585	0	0	0	585
74	AMEX CONSUMER DISCR SPDR	81369Y407		6/22/2011	7/17/2013	831		0	547	284	0	0	0	284
75	AMEX CONSUMER DISCR SPDR	81369Y407		6/22/2011	10/14/2013	181		0	117	64	0	0	0	64
76	AMEX CONSUMER DISCR SPDR	81369Y407		11/4/2011	10/14/2013	363		0	233	130	0	0	0	130
77	FINANCIAL SELECT SECTOR SPDR	81369Y605		2/13/2013	7/17/2013	4,115		0	3,600	515	0	0	0	515
78	AMEX CONSUMER DISCR SPDR	81369Y407		3/15/2011	10/14/2013	786		0	498	288	0	0	0	288
79	AMEX ENERGY SELECT SPDR	81369Y506		10/22/2010	7/17/2013	571		0	414	157	0	0	0	157
80	FINANCIAL SELECT SECTOR SPDR	81369Y605		10/22/2010	7/17/2013	285		0	205	80	0	0	0	80
81	FINANCIAL SELECT SECTOR SPDR	81369Y605		6/28/2010	7/17/2013	2,587		0	1,853	734	0	0	0	734
82	AMEX INDUSTRIAL SPDR	81369Y704		10/22/2010	7/17/2013	936		0	683	253	0	0	0	253
83	AMEX INDUSTRIAL SPDR	81369Y704		2/13/2013	7/17/2013	2,898		0	2,659	239	0	0	0	239
84	AMEX INDUSTRIAL SPDR	81369Y704		6/28/2010	7/17/2013	1,159		0	753	406	0	0	0	406

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

	Amount
Long Term CG Distributions	3,570
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						342,688	0	0	334,256	8,432	0	0	0	8,432
85	AMEX ENERGY SELECT SPDR	81369Y506		2/13/2013	7/17/2013	2,853		0	2,749	104	0	0	0	104
86	AMEX ENERGY SELECT SPDR	81369Y506		6/28/2010	7/17/2013	1,549		0	991	558	0	0	0	558
87	AMEX TECHNOLOGY SELECT SPDR	81369Y803		3/15/2011	7/17/2013	1,603		0	1,266	337	0	0	0	337
88	AMEX TECHNOLOGY SELECT SPDR	81369Y803		9/11/2012	7/17/2013	737		0	709	28	0	0	0	28
89	AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/13/2013	7/17/2013	6,155		0	5,733	422	0	0	0	422
90	AMEX TECHNOLOGY SELECT SPDR	81369Y803		12/10/2010	7/17/2013	2,084		0	1,639	445	0	0	0	445
91	AMEX TECHNOLOGY SELECT SPDR	81369Y803		12/10/2010	10/14/2013	1,068		0	832	236	0	0	0	236

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										13,856	0	0
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	13,856		

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

		Date		Amount
1	Credit from prior year return		1	146
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	146

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	35,166
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	35,166

Statement B

BUTLER, GWIN S. MEMORIAL FUND T/U/W
EIN: 93-6018358
Tax Year End: 12/31/2013

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53 4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Ashland Lodge 944 BPOE Butler Fund PO Box 569 Ashland, OR 97520	$14,912	Various	Dental Program for low to very low income families with children in need of dental assistance Support for food distribution to low income families	$14,912	No	8/4/2014	8/4/2014

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BUTLER, GWIN S. MEMORIAL FUND T/U/W	Employer identification number (EIN) or 93-6018358
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Winston Salem, NC 27101-3818	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WELLS FARGO BANK N A

Telephone No ▶ (888) 730-4933 Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 447
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 146
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 525

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions