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

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation <b>CAIN, CLEMENT CHARITABLE FDN</b>			<b>A Employer identification number</b>  93-6270973	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		Room/suite	Telephone number (see instructions)  (888) 730-4933	
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		
<b>G Check all that apply</b> <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			<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>H Check type of organization</b> <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				
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> <b>926,735</b>		<b>J Accounting method.</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	<b>3</b> Dividends and interest from securities	24,684	24,724		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	20,714			
	<b>b</b> Gross sales price for all assets on line 6a    335,603				
	<b>7</b> Capital gain net income (from Part IV, line 2)		20,714		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	45,398	45,438	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	14,216	10,662		3,554
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	1,098			1,098
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	399	399		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	109	2		107
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	15,822	11,063	0	4,759
	<b>25</b> Contributions, gifts, grants paid	37,740			37,740
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	53,562	11,063	0	42,499	
<b>27 Subtract line 26 from line 12.</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-8,164				
<b>b Net investment income</b> (if negative, enter -0-)		34,375			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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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	1,361		
	2	Savings and temporary cash investments	4,877	4,161	4,161
	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)	817,178	812,496	922,577	
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)	823,416	816,657	926,738	
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	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	823,416	816,657	
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)	823,416	816,657		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	823,416	816,657		

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)	1 823,416
2	Enter amount from Part I, line 27a	2 -8,164
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 2,743
4	Add lines 1, 2, and 3	4 817,995
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 1,338
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 816,657

**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			
1b See Attached Statement			
1c See Attached Statement			
1d See Attached Statement			
1e 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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			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	20,714
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	43,042	897,364	0.047965
2011	28,145	900,405	0.031258
2010	34,069	863,118	0.039472
2009	30,786	776,169	0.039664
2008			0.000000

2 Total of line 1, column (d)	2	0.158359
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	0.039590
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	912,858
5 Multiply line 4 by line 3	5	36,140
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	344
7 Add lines 5 and 6	7	36,484
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	42,499

**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>	344	
<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>	344	
<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>	344	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	254	
<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>	254	
<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 <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<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) <input type="checkbox"/> OR		
<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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 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

<b>5b</b>	N/A	
<b>6b</b>		X
<b>7b</b>	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	14,216		

**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.)

<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>	904,942
<b>b</b>	Average of monthly cash balances	<b>1b</b>	21,817
<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>	926,759
<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>	926,759
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	13,901
<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>	912,858
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,643

**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>	45,643
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	344
<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>	344
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	45,299
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	45,299
<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>	45,299

**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>	42,499
<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>	42,499
<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>	344
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	42,155

**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				45,299
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			33,673	
<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 ▶ \$ 42,499				
<b>a</b> Applied to 2012, but not more than line 2a			33,673	
<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				8,826
<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				36,473
<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)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<p><b>Total</b></p>			▶ <b>3a</b>	<b>37,740</b>
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<p><b>Total</b></p>			▶ <b>3b</b>	<b>0</b>





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

Recipient(s) paid during the year

**Name**

SHRINERS HOSPITAL FOR CHILDREN ATTN: CHERIE J. GIRARD

**Street**

PO BOX 31356

**City**

TAMPA

**State**

FL

**Zip Code**

33631-3356

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

18,870

**Name**

OREGON HEALTH SCIENCE FOUNDATION

**Street**

1121 SW SALMON STREET, SUITE 100

**City**

PORTLAND

**State**

OR

**Zip Code**

97205-2021

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

18,870

**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		Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss				
		Long Term CG Distributions	Short Term CG Distributions	Capital Gains/Losses	Other sales	335,603	0	314,889	0	20,714	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
X	ISHARES S&P MIDCAP 400 VA	464287705			11/4/2011		5/1/2013	896	682					214
X	ISHARES S&P MIDCAP 400 VA	464287705			11/4/2011		7/17/2013	320	227					93
X	ISHARES S&P MIDCAP 400 VA	464287705			8/19/2011		7/17/2013	213	137					76
X	ISHARES CORE S&P SMALL-C	464287804			7/31/2008		2/13/2013	84	60					24
X	ISHARES CORE S&P SMALL-C	464287804			7/27/2010		2/13/2013	1,687	1,180					497
X	ISHARES CORE S&P SMALL-C	464287804			7/24/2011		2/13/2013	1,434	1,186					248
X	ISHARES CORE S&P SMALL-C	464287804			8/19/2011		2/13/2013	8,521	5,942					2,579
X	ISHARES CORE S&P SMALL-C	464287804			11/4/2011		2/13/2013	6,580	5,273					1,307
X	ISHARES CORE S&P SMALL-C	464287804			7/20/2009		2/13/2013	3,881	2,115					1,766
X	ISHARES CORE S&P SMALL-C	464287804			7/20/2009		7/17/2013	1,058	508					553
X	ISHARES CORE S&P SMALL-C	464287804			7/20/2009		10/14/2013	2,215	1,012					1,203
X	JPMORGAN CHASE & CO	466251100			2/13/2013		7/17/2013	330	294					36
X	JPMORGAN CHASE & CO	466251100			10/12/2011		7/17/2013	606	366					240
X	JOHNSON CONTROLS INC	478368107			3/18/2011		7/17/2013	857	916					-59
X	JOHNSON CONTROLS INC	478368107			3/18/2011		11/14/2013	343	279					64
X	JOHNSON CONTROLS INC	478368107			3/12/2012		11/14/2013	491	318					173
X	LAUDUS MONDRIAN INTL FHI	518550655			11/28/2010		2/13/2013	522	543					-21
X	MCKESSON CORP	581550103			2/13/2013		7/17/2013	708	631					77
X	MICROSOFT CORP	594918104			2/13/2013		7/17/2013	218	198					20
X	MICROSOFT CORP	594918104			10/12/2002		7/17/2013	290	178					114
X	MONSTER BEVERAGE CORP	811740101			1/22/2013		7/17/2013	490	387					109
X	NATIONAL OILWELL INC COM	637071101			7/5/2013		7/17/2013	384	357					27
X	NESTLE S.A. REGISTERED SH	641089406			5/18/2007		7/17/2013	408	231					177
X	NOVARTIS AG - ADR	86887V109			2/10/2009		1/29/2013	340	211					129
X	NOVARTIS AG - ADR	86887V109			5/8/2009		1/29/2013	340	190					150
X	NOVARTIS AG - ADR	86887V109			11/28/2010		1/29/2013	340	275					65
X	NOVARTIS AG - ADR	86887V109			2/24/2011		1/29/2013	340	275					65
X	MCKESSON CORP	581550103			11/7/2012		12/13/2013	157	93					64
X	MICROSOFT CORP	594918104			8/6/2002		7/17/2013	73	46					27
X	ORACLE CORPORATION	88389X105			2/24/2011		7/17/2013	32	34					-2
X	ORACLE CORPORATION	88389X105			2/13/2013		7/17/2013	225	245					-20
X	ORACLE CORPORATION	88389X105			6/4/2010		7/17/2013	321	225					96
X	PIMCO FOREIGN BD FD USD	893308882			8/23/2011		2/13/2013	1,519	1,502					17
X	RIDGEMOUNT SEIX HY BD-I #	78628T845			5/7/2007		2/13/2013	6,095	6,555					-460
X	RIDGEMOUNT SEIX HY BD-I #	78628T845			5/7/2007		2/13/2013	1,739	1,883					-144
X	SPDR DJ WILSHIRE INTERNA	78463X883			5/31/2011		2/13/2013	2,334	2,295					39
X	SPDR DJ WILSHIRE INTERNA	78463X883			5/31/2011		5/1/2013	2,533	2,254					279
X	SPDR DJ WILSHIRE INTERNA	78463X883			7/17/2013		10/14/2013	2,089	2,020					69
X	SCHLUMBERGER LTD	808451108			2/7/2012		7/17/2013	892	714					178
X	TXI COS INC NEW	872540109			8/30/2011		7/17/2013	419	213					206
X	TARGET CORP	87812E106			6/30/2011		7/17/2013	505	327					178
X	TARGET CORP	87812E106			2/13/2013		7/17/2013	360	314					46
X	TEVA PHARMACEUTICAL IND	881824209			8/27/2010		7/17/2013	394	545					-151
X	TEVA PHARMACEUTICAL IND	881824209			11/4/2009		7/17/2013	116	152					-34
X	TEVA PHARMACEUTICAL IND	881824209			11/4/2009		8/19/2013	519	657					-138
X	TEVA PHARMACEUTICAL IND	881824209			4/12/2011		8/19/2013	498	543					-45
X	TEVA PHARMACEUTICAL IND	881824209			2/13/2013		8/19/2013	240	233					7
X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		7/3/2013	425	279					146
X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		8/30/2013	89	56					33
X	THERMO FISHER SCIENTIFIC	883556102			11/4/2011		8/30/2013	355	199					156
X	TOTAL S.A. - ADR	88151E109			7/5/2012		7/17/2013	257	226					31
X	US BANCORP DEL NEW	902873304			2/13/2013		7/17/2013	221	204					17
X	US BANCORP DEL NEW	902873304			2/4/2011		7/17/2013	404	302					102
X	UNION PACIFIC CORP	902818108			5/14/2010		7/3/2013	830	450					480
X	UNITED PARCEL SERVICE-CL	91131Z106			8/12/2011		10/14/2013	451	376					75
X	UNITEDHEALTH GROUP INC	91324P102			4/4/2013		7/17/2013	537	499					38
X	UNITEDHEALTH GROUP INC	91324P102			2/13/2013		7/17/2013	269	228					41
X	VANGUARD MSCI EAFE ETF	921943858			2/13/2013		5/1/2013	1,488	1,428					60
X	VANGUARD FTSE DEVELOPE	921943858			2/13/2013		7/17/2013	3,490	3,406					84
X	VANGUARD FTSE DEVELOPE	921943858			2/13/2013		10/14/2013	2,965	2,710					255
X	VANGUARD FTSE EMERGING	922042858			2/24/2011		10/14/2013	3,717	3,989					-289
X	VANGUARD FTSE EMERGING	922042858			2/13/2013		10/14/2013	7,581	7,873					-412
X	VANGUARD REIT VIPER	922908553			7/20/2009		2/13/2013	355	238					119
X	VANGUARD REIT VIPER	922908553			7/20/2009		5/1/2013	2,099	821					1,278
X	VODAFONE GROUP PLC NEW	92857W209			3/28/2007		1/9/2013	422	448					-24
X	VODAFONE GROUP PLC NEW	92857W209			2/10/2009		1/9/2013	396	290					106
X	VODAFONE GROUP PLC NEW	92857W209			5/8/2009		1/9/2013	132	92					40
X	VODAFONE GROUP PLC NEW	92857W209			7/27/2010		1/9/2013	132	118					14

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

		Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
		3,823		Capital Gains/Losses		335,603		314,888		20,714				
		Long Term CG Distributions		Other sales		0		0		0				
		Short Term CG Distributions												
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
X	VODAFONE GROUP PLC NEW	92857WZ09			1/14/2011		1/9/2013	132	139				0	-7
X	WAL-MART STORES 4.550	931142B19			3/10/2004		5/1/2013	25,000	25,733				0	-733
X	APACHE CORP	037411105			2/7/2012		7/17/2013	410	515				0	-105
X	APACHE CORP	037411105			10/6/2009		7/17/2013	164	189				0	25
X	BERKSHIRE HATHAWAY INC.	084870752			4/19/2012		7/17/2013	943	709				0	307
X	BHP BILLITON LIMITED - ADR	098809106			4/12/2011		7/17/2013	448	341				0	117
X	CME GROUP INC	12572Q105			2/13/2013		7/17/2013	458	341				0	117
X	CME GROUP INC	12572Q105			6/7/2012		7/17/2013	382	272				0	110
X	CVS/CAREMARK CORPORATI	128550100			2/13/2013		7/17/2013	305	255				0	50
X	CVS/CAREMARK CORPORATI	001055102			6/18/2007		7/17/2013	356	317				0	39
X	AFLAC INC	001055102			7/2/2010		2/25/2013	896	384				0	502
X	AFFILIATED MANAGERS GRO	008252108			9/2/2011		7/17/2013	641	381				0	260
X	AMHUSER-BUSCH INBEV SP	03524A108			2/12/2003		7/17/2013	427	89				0	338
X	CVS/CAREMARK CORPORATI	128550100			2/24/2011		7/17/2013	200	152				0	48
X	CAPITAL ONE FINANCIAL CO	14140H105			8/31/2009		7/17/2013	133	77				0	56
X	CAPITAL ONE FINANCIAL CO	14140H105			6/13/2011		7/17/2013	331	374				0	7
X	CHEVRON CORP	166784100			10/1/2002		7/3/2013	119	35				0	84
X	CHEVRON CORP	166784100			2/7/2012		7/3/2013	595	530				0	65
X	CHEVRON CORP	166784100			12/16/2002		7/3/2013	238	69				0	169
X	CHEVRON CORP	166784100			12/16/2002		7/17/2013	623	172				0	451
X	CHEVRON CORP	166784100			2/17/2011		7/17/2013	515	373				0	142
X	CISCO SYSTEMS INC	17275R102			2/13/2013		7/17/2013	437	358				0	79
X	CISCO SYSTEMS INC	17275R102			2/17/2011		7/17/2013	77	66				0	11
X	COACH INC	189754104			1/9/2013		7/17/2013	698	700				0	-1
X	COMCAST CORP CLASS A	20030N101			10/14/2008		7/17/2013	220	91				0	129
X	COMCAST CORP CLASS A	20030N101			7/27/2010		7/17/2013	88	39				0	49
X	COMCAST CORP CLASS A	20030N101			2/13/2013		7/17/2013	308	289				0	19
X	COMCAST CORP CLASS A	20030N101			2/7/2008		7/17/2013	220	88				0	132
X	CREDIT SUISSE COMM RET S	22544R305			2/28/2011		7/17/2013	228	298				0	-70
X	CREDIT SUISSE COMM RET S	22544R305			2/28/2011		10/14/2013	3,388	4,417				0	-1,029
X	CREDIT SUISSE COMM RET S	22544R305			8/23/2011		10/14/2013	4,726	6,076				0	-1,350
X	WALT DISNEY CO	254687106			1/27/2007		7/17/2013	261	149				0	112
X	WALT DISNEY CO	254687106			12/2/2011		7/17/2013	196	110				0	86
X	WALT DISNEY CO	254687106			2/13/2013		7/17/2013	326	274				0	52
X	WALT DISNEY CO	254687106			7/27/2010		7/17/2013	131	69				0	62
X	DREYFUS EMG MKT DEBT LG	281880494			8/23/2011		2/13/2013	3,207	3,139				0	68
X	DREYFUS EMG MKT DEBT LG	281880494			10/18/2010		10/14/2013	2,744	2,916				0	-172
X	DREYFUS EMG MKT DEBT LG	281880494			8/23/2011		10/14/2013	4,695	5,007				0	-312
X	DREYFUS EMG MKT DEBT LG	281880494			10/18/2010		10/14/2013	5,937	6,280				0	-343
X	E.M.C. CORP MASS	288848102			2/13/2013		7/17/2013	152	146				0	6
X	E.M.C. CORP MASS	288848102			7/8/2004		7/17/2013	228	92				0	136
X	EATON VANCE GLOBAL MAC	277823728			7/19/2013		10/14/2013	9,007	8,152				0	855
X	FED NATL MTG ASSN 4.375	31359MRG0			7/15/2003		3/15/2013	25,000	25,208				0	-208
X	GATEWAY FUND - Y #1888	367828884			2/15/2013		7/17/2013	14,437	14,273				0	164
X	GATEWAY FUND - Y #1888	367828884			8/13/2012		7/17/2013	9,577	9,421				0	156
X	GILEAD SCIENCES INC	375558103			12/8/2011		4/4/2013	478	193				0	285
X	GILEAD SCIENCES INC	375558103			12/22/2011		7/17/2013	686	234				0	452
X	GILEAD SCIENCES INC	375558103			12/8/2011		12/13/2013	426	117				0	309
X	GOLDMAN SACHS GROUP 4	38141GDK7			3/18/2004		7/15/2013	25,000	25,301				0	-301
X	HSBC - ADR	404280406			2/25/2013		7/17/2013	276	273				0	3
X	HUSSMAN STRATEGIC GROV	448108100			2/11/2008		2/13/2013	4,188	6,272				0	-2,104
X	HUSSMAN STRATEGIC GROV	448108100			2/10/2009		2/13/2013	1,727	2,065				0	-338
X	HUSSMAN STRATEGIC GROV	448108100			5/8/2009		2/13/2013	1,084	1,320				0	-236
X	HUSSMAN STRATEGIC GROV	448108100			7/22/2009		2/13/2013	1,908	2,465				0	-559
X	HUSSMAN STRATEGIC GROV	448108100			10/14/2009		2/13/2013	2,241	2,780				0	-539
X	HUSSMAN STRATEGIC GROV	448108100			2/4/2010		2/13/2013	382	450				0	-68
X	HUSSMAN STRATEGIC GROV	448108100			5/5/2010		2/13/2013	1,213	1,500				0	-287
X	HUSSMAN STRATEGIC GROV	448108100			10/18/2010		2/13/2013	793	1,000				0	-207
X	HUSSMAN STRATEGIC GROV	448108100			11/28/2010		2/13/2013	1,518	1,900				0	-382
X	HUSSMAN STRATEGIC GROV	448108100			2/28/2011		2/13/2013	1,048	1,208				0	-160
X	HUSSMAN STRATEGIC GROV	448108100			2/11/2008		2/13/2013	3,826	5,456				0	-1,630
X	HUSSMAN STRATEGIC GROV	448108100			8/2/2011		2/13/2013	390	469				0	-79
X	INTEL CORP	458140100			7/15/2002		8/18/2013	203	147				0	56
X	INTEL CORP	458140100			10/1/2002		8/18/2013	509	281				0	228
X	INTEL CORP	458140100			2/12/2003		8/18/2013	254	154				0	100
X	INTEL CORP	458140100			2/10/2009		8/18/2013	509	285				0	224
X	INTEL CORP	458140100			5/8/2009		8/18/2013	254	159				0	95
X	INTEL CORP	458140100			2/24/2011		8/18/2013	25	21				0	4

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
									Capital Gains/Losses	Other sales	Gross Sales	335,603	314,889	20,714	
Long Term CG Distributions		Amount													
Short Term CG Distributions		3,823													
									Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
137	X INTEL CORP	458140100			2/13/2013		8/18/2013	150	127					0	26
138	X ISHARES CORE S & P 500 ETF	464287200			7/27/2010		2/13/2013	3,361	2,478					0	883
139	X ISHARES CORE S & P 500 ETF	464287200			11/4/2011		2/13/2013	456	377					0	81
140	X ISHARES CORE S & P 500 ETF	464287200			2/4/2010		2/13/2013	1,089	765					0	324
141	X ISHARES CORE S & P 500 ETF	464287200			2/4/2010		5/1/2013	1,118	765					0	353
142	X ISHARES CORE S & P 500 ETF	464287200			2/4/2010		7/17/2013	11,899	7,762					0	4,237
143	X ISHARES CORE S & P 500 ETF	464287200			10/14/2008		7/17/2013	338	210					0	128
144	X ISHARES MSCIEAFE	464287485			8/30/2008		2/13/2013	11,783	13,054					0	-1,271
145	X ISHARES MSCIEAFE	464287485			7/31/2008		2/13/2013	10,015	11,222					0	-1,207
146	X ISHARES MSCIEAFE	464287485			10/14/2008		2/13/2013	1,178	1,011					0	167
147	X ISHARES MSCIEAFE	464287485			2/10/2009		2/13/2013	10,015	6,581					0	3,434
148	X ISHARES MSCIEAFE	464287485			3/8/2008		2/13/2013	6,186	4,732					0	1,454
149	X ISHARES MSCIEAFE	464287485			2/4/2010		2/13/2013	2,357	2,111					0	246
150	X ISHARES MSCIEAFE	464287485			7/27/2010		2/13/2013	3,829	3,401					0	428
151	X ISHARES MSCIEAFE	464287485			11/26/2010		2/13/2013	6,481	6,123					0	358
152	X ISHARES MSCIEAFE	464287485			7/31/2008		2/13/2013	2,846	3,285					0	339
153	X ISHARES MSCIEAFE	464287485			11/4/2011		2/13/2013	8,304	5,555					0	2,749
154	X ISHARES S&P MIDCAP 400 GR	464287606			2/13/2013		5/1/2013	1,025	892					0	133
155	X ISHARES S&P MID-CAP 400 G	464287606			7/17/2013		10/14/2013	978	849					0	129
156	X ISHARES S&P MIDCAP 400 VA	464287705			11/4/2011		2/13/2013	1,259	985					0	274

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

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

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

		399	399	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	399	399		

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

		109	2	0	107
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR Fees	2	2		
2	State AG Fees	107			107

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

		817,178	812,496	922,577	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	AFLAC INC		0	1,029	1,804
3	AFFILIATED MANAGERS GROUP INC		0	850	3,036
4	APACHE CORPORATION COM		0	1,778	1,633
5	APPLE COMPUTER INC COM		0	1,687	6,171
6	BAXTER INTL INC COM		0	1,746	1,739
7	BOEING COMPANY		0	1,386	2,730
8	CVS/CAREMARK CORPORATION		0	394	2,219
9	CAPITAL ONE FINANCIAL CORP		0	704	1,839
10	CISCO SYSTEMS INC		0	1,646	2,243
11	CUMMINS INC		0	1,581	1,692
12	DIAGEO PLC - ADR		0	764	2,119
13	WALT DISNEY CO		0	924	2,903
14	E M C CORP MASS		0	490	1,207
15	GILEAD SCIENCES INC		0	547	2,103
16	INTERNATIONAL BUSINESS MACHS COR		0	1,848	1,688
17	JOHNSON CONTROLS INC		0	1,263	2,052
18	MERGER FD SH BEN INT 260		0	27,186	27,551
19	MICROSOFT CORP		0	832	1,534
20	NATIONAL OILWELL INC COM		0	1,560	1,750
21	NESTLE S A REGISTERED SHARES - ADR		0	774	1,619
22	ORACLE CORPORATION		0	969	1,645
23	PIMCO FOREIGN BD FD USD H-INST 103		0	42,170	41,707
24	SCHLUMBERGER LTD		0	1,700	2,163
25	TJX COS INC NEW		0	850	2,039
26	THERMO FISHER SCIENTIFIC INC		0	707	2,004
27	GOLDMAN SACHS GROUP INC		0	1,880	2,127
28	HSBC - ADR		0	1,616	1,654
29	UNITED PARCEL SERVICE-CL B		0	978	1,576
30	TARGET CORP		0	1,250	2,214
31	TOTAL FINA ELF S A ADR		0	1,220	1,654
32	UNION PACIFIC CORP		0	1,317	3,024
33	MCKESSON CORP		0	1,206	2,098
34	UNITEDHEALTH GROUP INC		0	1,202	2,711
35	FID ADV EMER MKTS INC- CL I 607		0	13,986	13,649
36	COACH INC		0	1,492	1,572
37	BHP BILLITON LIMITED		0	1,360	1,023
38	ISHARES TR SMALLCAP 600 INDEX FD		0	11,570	28,483
39	JPMORGAN CHASE & CO		0	1,117	2,690
40	US BANCORP DEL NEW		0	1,305	1,980
41	ISHARES S&P MIDCAP 400 VALUE		0	13,123	23,130
42	ISHARES S & P 500 INDEX FUND		0	6,448	13,552
43	ANHEUSER-BUSCH INBEV SPN ADR		0	1,034	2,023
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	43,709	40,906
45	EATON VANCE GLOBAL MACRO - I		0	9,558	9,321
46	ISHARES S&P MIDCAP 400 GROWTH		0	21,272	35,144

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

		817,178	812,496	922,577
Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	CHEVRON CORP	0	448	1,624
48	DREYFUS EMG MKT DEBT LOC C-I 6083	0	33,964	31,899
49	DRIEHAUS ACTIVE INCOME FUND	0	46,129	46,684
50	3M CO	0	1,731	2,805
51	BERSHIRE HATHAWAY INC	0	1,679	2,845
52	BEAR STEARNS & CO 5 700% 11/15/14	0	25,758	26,113
53	COMCAST CORP CLASS A	0	757	2,598
54	ASG GLOBAL ALTERNATIVES-Y 1993	0	18,731	18,473
55	HSBC BK USA NEW YORK 4 625% 4/01/14	0	25,033	25,258
56	GOOGLE INC	0	2,410	4,483
57	VANGUARD REIT VIPER	0	13,201	26,857
58	CELANESE CORP	0	1,029	1,272
59	VANGUARD EMERGING MARKETS ETF	0	40,357	45,213
60	MONSTER BEVERAGE CORP	0	933	1,423
61	EATON CORP PLC	0	1,396	2,055
62	VANGUARD BD INDEX FD INC	0	152,676	152,427
63	CME GROUP INC	0	1,519	2,197
64	SPDR DJ WILSHIRE INTERNATIONAL REA	0	22,763	27,192
65	VANGUARD INTERMEDIATE TERM B	0	45,559	44,690
66	VANGUARD EUROPE PACIFIC ETF	0	44,313	50,433
67	RIDGEWORTH SEIX HY BD-I 5855	0	52,862	54,503
68	GATEWAY FUND - Y 1986	0	13,719	14,370
69	CREDIT SUISSE COMM RT ST-CO 2156	0	33,501	27,442

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

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

1	Mutual Fund & CTF Income Additions	1	2,564
2	Federal Excise Tax Refund	2	179
3	Total	3	2,743

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

1	Cost Basis Adjustment	1	48
2	Mutual Fund & CTF Income Subtraction	2	1,016
3	PY Return of Capital Adjustment	3	274
4	Total	4	1,338

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

Long Term CG Distributions		Amount		Short Term CG Distributions		331,789		0		0		314,889		16,891		0		0		16,891	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22
Disposition of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gen or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain or Loss	Excess of FMV Over Adjusted Basis or Losses							
1	ISHARES S&P MIDCAP 400 VALUE	484287703	1/14/2011	7/17/2013	896	0	0	882	214	0	0	0	214	214							
2	ISHARES S&P MIDCAP 400 VALUE	484287703	1/14/2011	7/17/2013	320	0	0	227	93	0	0	0	93	93							
3	ISHARES S&P MIDCAP 400 VALUE	484287703	8/19/2011	7/17/2013	213	0	0	137	76	0	0	0	76	76							
4	ISHARES CORE S&P SMALL-CAP E	484287804	7/31/2008	2/13/2013	84	0	0	80	4	0	0	0	4	4							
5	ISHARES CORE S&P SMALL-CAP E	484287804	7/27/2010	2/13/2013	1,687	0	0	1,186	497	0	0	0	497	497							
6	ISHARES CORE S&P SMALL-CAP E	484287804	2/24/2011	2/13/2013	1,434	0	0	1,186	248	0	0	0	248	248							
7	ISHARES CORE S&P SMALL-CAP E	484287804	8/19/2011	2/13/2013	6,521	0	0	5,842	2,579	0	0	0	2,579	2,579							
8	ISHARES CORE S&P SMALL-CAP E	484287804	1/14/2011	2/13/2013	6,580	0	0	5,273	1,307	0	0	0	1,307	1,307							
9	ISHARES CORE S&P SMALL-CAP E	484287804	7/29/2009	2/13/2013	3,893	0	0	2,115	1,708	0	0	0	1,708	1,708							
10	ISHARES CORE S&P SMALL-CAP E	484287804	7/29/2009	7/17/2013	1,059	0	0	508	553	0	0	0	553	553							
11	ISHARES CORE S&P SMALL-CAP E	484287804	7/29/2009	10/4/2013	2,215	0	0	1,012	1,203	0	0	0	1,203	1,203							
12	JPMORGAN CHASE & CO	486531100	2/13/2013	7/17/2013	330	0	0	294	36	0	0	0	36	36							
13	JPMORGAN CHASE & CO	486531100	10/12/2011	7/17/2013	606	0	0	543	248	0	0	0	248	248							
14	JOHNSON CONTROLS INC	478366107	3/16/2011	7/17/2013	857	0	0	978	59	0	0	0	59	59							
15	JOHNSON CONTROLS INC	478366107	3/16/2011	11/4/2013	343	0	0	279	64	0	0	0	64	64							
16	JOHNSON CONTROLS INC	478366107	3/12/2012	11/4/2013	491	0	0	319	173	0	0	0	173	173							
17	LAUDS MONDRAM INTL FHMST #2940	18550835	1/28/2010	2/13/2013	522	0	0	543	21	0	0	0	21	21							
18	MCKESSON CORP	581850103	2/13/2013	7/17/2013	709	0	0	631	77	0	0	0	77	77							
19	MICROSOFT CORP	584918104	2/13/2013	7/17/2013	218	0	0	198	20	0	0	0	20	20							
20	MICROSOFT CORP	584918104	10/1/2002	7/17/2013	290	0	0	176	114	0	0	0	114	114							
21	MONSIEUR BERGERE GORP	811740101	1/22/2013	7/17/2013	496	0	0	381	109	0	0	0	109	109							
22	NATIONAL OILWELL INC COM	637071101	7/27/2013	7/17/2013	364	0	0	341	23	0	0	0	23	23							
23	NESTLE S.A. REGISTERED SHARES A	641099406	5/16/2007	7/17/2013	408	0	0	231	177	0	0	0	177	177							
24	NOVARTIS AG ADR	86987V109	2/10/2009	1/29/2013	340	0	0	211	129	0	0	0	129	129							
25	NOVARTIS AG ADR	86987V109	5/8/2009	1/29/2013	340	0	0	190	150	0	0	0	150	150							
26	NOVARTIS AG ADR	86987V109	11/28/2010	1/29/2013	340	0	0	278	62	0	0	0	62	62							
27	NOVARTIS AG ADR	86987V109	2/24/2011	1/29/2013	540	0	0	275	265	0	0	0	265	265							
28	MCKESSON CORP	581850103	1/17/2012	12/13/2013	157	0	0	93	64	0	0	0	64	64							
29	MICROSOFT CORP	584918104	8/6/2002	7/17/2013	73	0	0	26	27	0	0	0	27	27							
30	ORACLE CORPORATION	88389X105	2/24/2011	7/17/2013	32	0	0	30	2	0	0	0	2	2							
31	ORACLE CORPORATION	88389X105	2/13/2013	7/17/2013	225	0	0	245	20	0	0	0	20	20							
32	ORACLE CORPORATION	88389X105	8/4/2010	7/17/2013	321	0	0	225	96	0	0	0	96	96							
33	PIMCO FOREIGN BD FD USD H-INST #1	893390882	8/23/2011	2/13/2013	1,519	0	0	1,502	17	0	0	0	17	17							
34	RIDGECORP INC	78631645	5/7/2007	2/13/2013	2,099	0	0	6,355	4,256	0	0	0	4,256	4,256							
35	RIDGECORP INC	78631645	5/7/2007	2/13/2013	1,739	0	0	1,883	124	0	0	0	124	124							
36	SPDR DJ WILSHIRE INTERNATIONAL R	78483X063	5/31/2011	2/13/2013	2,334	0	0	2,295	39	0	0	0	39	39							
37	SPDR DJ WILSHIRE INTERNATIONAL R	78483X063	5/31/2011	5/7/2013	2,533	0	0	2,254	279	0	0	0	279	279							
38	SPDR DJ WILSHIRE INTERNATIONAL R	78483X063	7/17/2013	7/17/2013	2,028	0	0	2,028	0	0	0	0	0	0							
39	SCHLUMBERGER LTD	808857108	3/7/2012	7/17/2013	692	0	0	714	22	0	0	0	22	22							
40	TJX COS INC NEW	87240109	6/30/2011	7/17/2013	419	0	0	213	206	0	0	0	206	206							
41	TARGET CORP	87812E106	6/30/2011	7/17/2013	508	0	0	327	178	0	0	0	178	178							
42	TARGET CORP	87812E106	2/13/2013	7/17/2013	302	0	0	314	40	0	0	0	40	40							
43	TEVA PHARMACEUTICAL INDUSTRIES	881824209	8/27/2010	7/17/2013	304	0	0	345	151	0	0	0	151	151							
44	TEVA PHARMACEUTICAL INDUSTRIES	881824209	1/14/2009	7/17/2013	118	0	0	152	34	0	0	0	34	34							
45	TEVA PHARMACEUTICAL INDUSTRIES	881824209	1/14/2009	8/19/2013	519	0	0	657	138	0	0	0	138	138							
46	TEVA PHARMACEUTICAL INDUSTRIES	881824209	4/12/2011	8/19/2013	439	0	0	540	101	0	0	0	101	101							
47	TEVA PHARMACEUTICAL INDUSTRIES	881824209	2/13/2013	8/19/2013	240	0	0	233	7	0	0	0	7	7							
48	THERMO FISHER SCIENTIFIC INC	883586102	4/12/2011	7/3/2013	425	0	0	279	146	0	0	0	146	146							
49	THERMO FISHER SCIENTIFIC INC	883586102	4/12/2011	8/30/2013	89	0	0	86	33	0	0	0	33	33							
50	THERMO FISHER SCIENTIFIC INC	883586102	1/14/2011	8/30/2013	355	0	0	199	156	0	0	0	156	156							
51	TOTAL S.A. ADR	89151E109	1/5/2012	7/17/2013	297	0	0	228	31	0	0	0	31	31							
52	US BANCORP DEL NEW	902873304	2/13/2013	7/17/2013	221	0	0	201	17	0	0	0	17	17							
53	US BANCORP DEL NEW	902873304	2/14/2011	7/17/2013	404	0	0	302	102	0	0	0	102	102							
54	UNION PACIFIC CORP	907818108	5/14/2010	7/3/2013	630	0	0	450	180	0	0	0	180	180							
55	UNITED PARCEL SERVICE CL B	913131106	8/12/2011	10/4/2013	451	0	0	326	125	0	0	0	125	125							
56	UNITEDHEALTH GROUP INC	91324P102	4/4/2013	7/17/2013	537	0	0	498	39	0	0	0	39	39							
57	UNITEDHEALTH GROUP INC	91324P102	2/13/2013	7/17/2013	269	0	0	228	41	0	0	0	41	41							
58	VANGUARD MSCI EAFE ETF	921943858	2/13/2013	5/1/2013	1,488	0	0	1,428	60	0	0	0	60	60							
59	VANGUARD FISE DEVELOPED ETF	921943858	2/13/2013	7/17/2013	3,490	0	0	3,408	84	0	0	0	84	84							
60	VANGUARD FISE DEVELOPED ETF	921943858	2/13/2013	10/4/2013	2,865	0	0	2,710	255	0	0	0	255	255							
61	VANGUARD FISE EMERGING MARKET	922042858	2/24/2011	10/4/2013	3,717	0	0	3,986	269	0	0	0	269	269							
62	VANGUARD FISE EMERGING MARKET	922042858	2/13/2013	10/4/2013	7,861	0	0	7,973	412	0	0	0	412	412							
63	VANGUARD REIT VIPER	922908553	7/29/2009	2/13/2013	555	0	0	236	319	0	0	0	319	319							
64	VANGUARD REIT VIPER	922908553	7/29/2009	5/1/2013	2,099	0	0	821	1,278	0	0	0	1,278	1,278							
65	VODAFONE GROUP PLC NEW ADR	92857W209	3/28/2007	1/9/2013	422	0	0	446	24	0	0	0	24	24							
66	VODAFONE GROUP PLC NEW ADR	92857W209	2/10/2009	1/9/2013	396	0	0	290	106	0	0	0	106	106							
67	VODAFONE GROUP PLC NEW ADR	92857W209	5/9/2009	1/9/2013	132	0	0	82	40	0	0	0	40	40							
68	VODAFONE GROUP PLC NEW ADR	92857W209	7/27/2010	1/9/2013	132	0	0	118	14	0	0	0	14	14							
69	VODAFONE GROUP PLC NEW ADR	92857W209	1/14/2011	1/9/2013	132	0	0	139	7	0	0	0	7	7							
70	WAL MART STORES 4.550% 5/01/13	931142819	3/10/2004	5/1/2013	25,000	0	0	25,733	733	0	0	0	733	733							
71	WAL MART STORES 4.550% 5/01/13	931142819	7/7/2012	7/17/2013	410	0	0	519	105	0	0	0	105	105							
72	WAL MART STORES 4.550% 5/01/13	931142819	10/6/2009	7/17/2013	164	0	0	159	28	0	0	0	28	28							
73	BERKSHIRE HATHAWAY INC	084670702	4/10/2012	7/17/2013	843	0	0	636	307	0	0	0	307	307							
74	BHP BILLITON LIMITED ADR	088008108	4/12/2011	7/17/2013	448	0	0	709	261	0	0	0	261	261							
75	CME GROUP INC	129720105	2/13/2013	7/17/2013	458	0	0	341	117	0	0	0	117	117							
76	CME GROUP INC	129720105	6/7/2012	7/17/2013	382	0	0	272	110	0	0	0	110	110							
77	CVS/CAREMARK CORPORATION	128650100	2/13/2013	7/17/2013	305	0	0	255													

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

Amount		3,823		331,789		0		0		314,889		18,891		0		0		18,891			
Long Term CG Distributions		Short Term CG Distributions		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		FMV as of 12/31/09		Adjusted Basis as of 12/31/09		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold																	
85	CHEVRON CORP	166784100	10/1/2002	7/2/2013	119					35		84	0	0	0	0	0	0	0	0	84
86	CHEVRON CORP	166784100	2/7/2012	7/2/2013	595					530		65	0	0	0	0	0	0	0	0	65
87	CHEVRON CORP	166784100	12/18/2002	7/2/2013	234					69		169	0	0	0	0	0	0	0	0	169
88	CHEVRON CORP	166784100	12/18/2002	7/17/2013	823					172		651	0	0	0	0	0	0	0	0	651
89	CISCO SYSTEMS INC	17275R102	2/17/2011	7/17/2013	515					373		142	0	0	0	0	0	0	0	0	142
90	CISCO SYSTEMS INC	17275R102	2/13/2013	7/17/2013	437					358		79	0	0	0	0	0	0	0	0	79
91	CISCO SYSTEMS INC	17275R102	2/17/2011	7/17/2013	77					56		21	0	0	0	0	0	0	0	0	21
92	COACH INC	189754104	1/9/2013	7/17/2013	689					700		1	0	0	0	0	0	0	0	0	1
93	COMCAST CORP CLASS A	20030N101	10/1/2008	7/17/2013	220					91		129	0	0	0	0	0	0	0	0	129
94	COMCAST CORP CLASS A	20030N101	7/27/2010	7/17/2013	88					30		58	0	0	0	0	0	0	0	0	58
95	COMCAST CORP CLASS A	20030N101	2/13/2013	7/17/2013	308					289		19	0	0	0	0	0	0	0	0	19
96	COMCAST CORP CLASS A	20030N101	2/7/2008	7/17/2013	220					88		132	0	0	0	0	0	0	0	0	132
97	CREDIT SUISSE COMM RET ST I #2156	22544R305	2/28/2011	7/17/2013	428					268		160	0	0	0	0	0	0	0	0	160
98	CREDIT SUISSE COMM RET ST I #2156	22544R305	2/28/2011	10/1/2013	3,395					4,417		1,028	0	0	0	0	0	0	0	0	1,028
99	CREDIT SUISSE COMM RET ST I #2156	22544R305	8/23/2011	10/1/2013	4,706					8,076		3,370	0	0	0	0	0	0	0	0	3,370
100	WALT DISNEY CO	254687106	1/22/2007	7/17/2013	261					140		121	0	0	0	0	0	0	0	0	121
101	WALT DISNEY CO	254687106	1/22/2011	7/17/2013	106					86		20	0	0	0	0	0	0	0	0	20
102	WALT DISNEY CO	254687106	2/11/2013	7/17/2013	325					274		51	0	0	0	0	0	0	0	0	51
103	WALT DISNEY CO	254687106	7/27/2010	7/17/2013	131					69		62	0	0	0	0	0	0	0	0	62
104	DREYFUS EMG MKT DEBT LOC C-I #603	261860494	8/23/2011	2/13/2013	3,207					3,139		68	0	0	0	0	0	0	0	0	68
105	DREYFUS EMG MKT DEBT LOC C-I #603	261860494	10/18/2010	10/1/2013	2,744					2,916		172	0	0	0	0	0	0	0	0	172
106	DREYFUS EMG MKT DEBT LOC C-I #603	261860494	8/23/2011	10/1/2013	4,695					5,207		512	0	0	0	0	0	0	0	0	512
107	DREYFUS EMG MKT DEBT LOC C-I #603	261860494	10/18/2010	10/1/2013	5,937					6,290		353	0	0	0	0	0	0	0	0	353
108	E M C CORP MASS	265648102	2/13/2013	7/17/2013	152					146		6	0	0	0	0	0	0	0	0	6
109	E M C CORP MASS	265648102	7/8/2004	7/17/2013	228					92		136	0	0	0	0	0	0	0	0	136
110	EATON VANCE GLOBAL MACRO 1 #200	31350MARGO	7/19/2013	10/1/2013	5,203					5,153		50	0	0	0	0	0	0	0	0	50
111	FED NATL MTG ASSN 4.375% 3/15/13	31350MARGO	7/15/2003	3/15/2013	25,000					25,208		208	0	0	0	0	0	0	0	0	208
112	GATEWAY FUND Y #1986	367826884	2/15/2013	7/17/2013	14,437					14,273		164	0	0	0	0	0	0	0	0	164
113	GATEWAY FUND Y #1986	367826884	8/13/2012	7/17/2013	9,577					9,421		156	0	0	0	0	0	0	0	0	156
114	GILEAD SCIENCES INC	375558103	12/8/2011	4/4/2013	475					496		21	0	0	0	0	0	0	0	0	21
115	GILEAD SCIENCES INC	375558103	12/8/2011	7/17/2013	866					855		11	0	0	0	0	0	0	0	0	11
116	GILEAD SCIENCES INC	375558103	12/8/2011	12/13/2013	426					117		309	0	0	0	0	0	0	0	0	309
117	GOLDMAN SACHS GROUP 4.750% 7/15/14	38141GDKY	3/18/2004	7/15/2013	25,000					25,301		301	0	0	0	0	0	0	0	0	301
118	HSBC_ADR	404260408	2/25/2013	7/17/2013	276					273		3	0	0	0	0	0	0	0	0	3
119	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/11/2009	2/13/2013	4,195					6,272		2,104	0	0	0	0	0	0	0	0	2,104
120	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/19/2009	2/13/2013	1,727					2,065		338	0	0	0	0	0	0	0	0	338
121	HUSSMAN STRATEGIC GROWTH FUND	448108100	5/8/2009	2/13/2013	1,084					1,320		236	0	0	0	0	0	0	0	0	236
122	HUSSMAN STRATEGIC GROWTH FUND	448108100	7/22/2009	2/13/2013	1,806					2,465		659	0	0	0	0	0	0	0	0	659
123	HUSSMAN STRATEGIC GROWTH FUND	448108100	10/14/2009	2/13/2013	2,241					2,780		539	0	0	0	0	0	0	0	0	539
124	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/4/2010	2/13/2013	362					450		88	0	0	0	0	0	0	0	0	88
125	HUSSMAN STRATEGIC GROWTH FUND	448108100	5/5/2010	2/13/2013	1,213					1,500		287	0	0	0	0	0	0	0	0	287
126	HUSSMAN STRATEGIC GROWTH FUND	448108100	10/18/2010	2/13/2013	793					1,000		207	0	0	0	0	0	0	0	0	207
127	HUSSMAN STRATEGIC GROWTH FUND	448108100	11/28/2010	2/13/2013	1,518					1,900		382	0	0	0	0	0	0	0	0	382
128	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/28/2011	2/13/2013	1,048					1,208		160	0	0	0	0	0	0	0	0	160
129	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/11/2008	2/13/2013	3,626					5,456		1,830	0	0	0	0	0	0	0	0	1,830
130	HUSSMAN STRATEGIC GROWTH FUND	448108100	6/2/2011	2/13/2013	390					465		75	0	0	0	0	0	0	0	0	75
131	INTEL CORP	458140100	7/15/2002	6/18/2013	203					147		56	0	0	0	0	0	0	0	0	56
132	INTEL CORP	458140100	10/1/2002	6/18/2013	509					281		228	0	0	0	0	0	0	0	0	228
133	INTEL CORP	458140100	2/12/2003	6/18/2013	254					154		100	0	0	0	0	0	0	0	0	100
134	INTEL CORP	458140100	2/19/2009	6/18/2013	509					285		224	0	0	0	0	0	0	0	0	224
135	INTEL CORP	458140100	5/8/2009	6/18/2013	254					159		95	0	0	0	0	0	0	0	0	95
136	INTEL CORP	458140100	2/24/2011	6/18/2013	25					4		21	0	0	0	0	0	0	0	0	21
137	INTEL CORP	458140100	2/13/2013	6/18/2013	153					127		26	0	0	0	0	0	0	0	0	26
138	ISHARES CORE S & P 500 ETF	464287200	7/27/2010	2/13/2013	3,361					2,478		883	0	0	0	0	0	0	0	0	883
139	ISHARES CORE S & P 500 ETF	464287200	1/14/2011	2/13/2013	458					377		81	0	0	0	0	0	0	0	0	81
140	ISHARES CORE S & P 500 ETF	464287200	2/4/2010	2/13/2013	1,089					765		324	0	0	0	0	0	0	0	0	324
141	ISHARES CORE S & P 500 ETF	464287200	2/4/2010	5/7/2013	1,118					765		353	0	0	0	0	0	0	0	0	353
142	ISHARES CORE S & P 500 ETF	464287200	2/4/2010	7/17/2013	11,999					7,762		4,237	0	0	0	0	0	0	0	0	4,237
143	ISHARES CORE S & P 500 ETF	464287200	10/14/2008	7/17/2013	338					710		372	0	0	0	0	0	0	0	0	372
144	ISHARES MSCI EAFE	464287485	6/20/2008	2/13/2013	11,783					13,054		1,271	0	0	0	0	0	0	0	0	1,271
145	ISHARES MSCI EAFE	464287485	7/31/2008	2/13/2013	10,015					11,222		1,207	0	0	0	0	0	0	0	0	1,207
146	ISHARES MSCI EAFE	464287485	10/14/2008	2/13/2013	1,178					1,011		167	0	0	0	0	0	0	0	0	167
147	ISHARES MSCI EAFE	464287485	2/19/2009	2/13/2013	10,015					6,581		3,434	0	0	0	0	0	0	0	0	3,434
148	ISHARES MSCI EAFE	464287485	6/9/2009	2/13/2013	6,186					4,732		1,454	0	0	0	0	0	0	0	0	1,454
149	ISHARES MSCI EAFE	464287485	2/4/2010	2/13/2013	2,357					2,111		246	0	0	0	0	0	0	0	0	246
150	ISHARES MSCI EAFE	464287485	7/27/2010	2/13/2013	3,829					3,401		428	0	0	0	0	0	0	0	0	428
151	ISHARES MSCI EAFE	464287485	11/26/2010	2/13/2013	6,481					6,123		358	0	0	0	0	0	0	0	0	358
152	ISHARES MSCI EAFE	464287485	7/31/2008	2/13/2013	2,946					3,265		319	0	0	0	0	0	0	0	0	319
153	ISHARES MSCI EAFE	464287485	1/14/2011	2/13/2013	6,304					5,555		749	0	0	0	0	0	0	0	0	749
154	ISHARES S&P MIDCAP 400 GROWTH	464287606	2/13/2013	5/1/2013	1,025					992		33	0								

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

											14,216	0	0
	Name	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	14,216			

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

	Date		Amount
1 Credit from prior year return . . . . .	12/31/2012	1	254
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	254

**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	33,673
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	33,673