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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation CEREGHINO, JOSEPH T/U/W			A Employer identification number 95-6026006	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name Foreign province/state/country Foreign postal code				
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,225,551			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			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 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	50,586	49,490		
	4a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,643			
	b Gross sales price for all assets on line 6a 978,554				
	7 Capital gain net income (from Part IV, line 2)		109,643		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	160,229	159,133	0	
	13 Compensation of officers, directors, trustees, etc	28,965	21,724		7,241
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,131			1,131
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,969	1,605		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	54	44		10
	24 Total operating and administrative expenses. Add lines 13 through 23	33,119	23,373	0	8,382
	25 Contributions, gifts, grants paid	98,313			98,313
	26 Total expenses and disbursements. Add lines 24 and 25	131,432	23,373	0	106,695
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	28,797			
	b Net investment income (if negative, enter -0-)		135,760		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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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	2,034	6,382	6,382
	2 Savings and temporary cash investments	69,161	18,312	18,312
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,720,509	1,787,225	2,200,857
	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)	1,791,704	1,811,919	2,225,551
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds	1,791,704	1,811,919	
	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)	1,791,704	1,811,919	
	31 Total liabilities and net assets/fund balances (see instructions)	1,791,704	1,811,919	

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	1,791,704
2	Enter amount from Part I, line 27a	2	28,797
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	6,427
4	Add lines 1, 2, and 3	4	1,826,928
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	15,009
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,811,919

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	109,643
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	91,395	2,012,973	0.045403
2011	105,856	2,089,554	0.050660
2010	84,872	1,975,879	0.042954
2009	83,323	1,739,442	0.047902
2008	126,736	2,184,722	0.058010

2	Total of line 1, column (d)	2	0.244929
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	0.048986
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,144,579
5	Multiply line 4 by line 3	5	105,054
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,358
7	Add lines 5 and 6	7	106,412
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	106,695

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	1,358	
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	1,358	
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	1,358	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,006	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,006	
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	352	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► 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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	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? ☐ 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	28,965		

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	2,108,267
b	Average of monthly cash balances	1b	68,971
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,177,238
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	2,177,238
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,659
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,144,579
6	Minimum investment return. Enter 5% of line 5	6	107,229

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	107,229
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,358
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,358
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	105,871
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	105,871
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	105,871

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	106,695
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	106,695
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	1,358
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,337

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				105,871
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			56,269	
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 $\blacktriangleright$ \$ 106,695				
a Applied to 2012, but not more than line 2a			56,269	
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				50,426
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				55,445
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(i)(3) or ☐ 4942(i)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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					

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	98,313
b Approved for future payment NONE				
Total			3b	0

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

Recipient(s) paid during the year

Name

GRACE TO YOU

Street

28001 HARRISON PKWY

City

VALENCIA

State

CA

Zip Code

91355

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

CARE USA INC

Street

151 ELLIS ST NE

City

ATLANTA

State

GA

Zip Code

30303-2440

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,950

Name

SALESIAN MISSIONS

Street

PO BOX 30

City

NEW ROCHELLE

State

NY

Zip Code

10802-0030

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

ST ANTHONY'S GUILD

Street

144 WEST 32ND ST

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,933

Name

JUVENILE DIABETES RESEARCH FDN.

Street

26 BROADWAY 14TH FLOOR

City

NEW YORK

State

NY

Zip Code

10004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

FATHER FLANAGANS BOYS HOME

Street

PO BOX 145

City

BOYS TOWN

State

NE

Zip Code

68010

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

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

Recipient(s) paid during the year

Name

ORAL ROBERTS EVANGELISTIC ASSOC

Street

PO BOX 2187

City

TULSA

State

OK

Zip Code

74102-2187

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

CATHOLIC COUNSELING SERVICE

Street

9461 LBJ FREEWAY, SUITE 100

City

DALLAS

State

TX

Zip Code

75243

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

CARMEL OF MARIA REGINA

Street

87609 GREEN HILL RD

City

EUGENE

State

OR

Zip Code

97402-9108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,949

Name

AMERICAN CANCER SOCIETY INC

Street

PO BOX 720366

City

OKLAHOMA CITY

State

OK

Zip Code

73162

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

GOODWILL INDUSTRIES OF S CALIFORNIA

Street

342 SAN FERNANDO ROAD

City

LOS ANGELES

State

CA

Zip Code

90031

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

UNIVERSITY OF SOUTHERN CALIFORNIA

Street

3551 TROUSDALE PKWY, ADM 352

City

LOS ANGELES

State

CA

Zip Code

90089-5013

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

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

Recipient(s) paid during the year

Name

YMCA OF METROPOLITAN LOS ANGELES

Street

625 S NEW HAMPSHIRE AVE

City

LOS ANGELES

State

CA

Zip Code

90005

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

MIDNIGHT MISSION

Street

601 S SAN PEDRO ST

City

LOS ANGELES

State

CA

Zip Code

90014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,899

Name

UNION RESCUE MISSION

Street

545 S SAN PEDRO ST

City

LOS ANGELES

State

CA

Zip Code

90013-2101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

FOUNDATION FOR THE JUNIOR BLIND

Street

5300 ANGELES VISTA BLVD

City

LOS ANGELES

State

CA

Zip Code

90043-1648

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

CITY OF HOPE

Street

1500 E DUARTE RD

City

DUARTE

State

CA

Zip Code

91010

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,950

Name

SOUL CLINIC INTERNATIONAL

Street

PO BOX 12345

City

COVINA

State

CA

Zip Code

91722-5115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

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

Recipient(s) paid during the year

Name

CRIPPLED CHILDREN'S GUILD OFFICES

Street

2400 S FLOWER ST

City

LOS ANGELES

State

CA

Zip Code

90007-2629

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

Name

THE SALVATION ARMY

Street

180 E OCEAN BLVD, 9TH FLOOR

City

LONG BEACH

State

CA

Zip Code

90802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,882

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

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

Long Term CG Distributions										Amount		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	Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
								Gross Sales Price	Capital Gains/Losses Other sales				
1	X	AQR MANAGED FUTURES ST	00203H859		7/15/2013		10/9/2013	17,943	18,610			-667	
2	X	AFFILIATED MANAGERS GRO	008252108		2/8/2013		2/25/2013	1,147	1,175			-28	
3	X	AFFILIATED MANAGERS GRO	008252108		7/2/2010		2/25/2013	2,007	850			1,157	
4	X	AFFILIATED MANAGERS GRO	008252108		7/2/2010		7/11/2013	1,849	688			1,181	
5	X	ANHEUSER-BUSCH INBEV SF	03524A108		9/2/2011		7/11/2013	1,211	1,116			95	
6	X	ANHEUSER-BUSCH INBEV SF	03524A108		12/9/2013		7/11/2013	745	436			309	
7	X	APPLE INC	037833100		7/8/2011		12/31/2013	3,364	3,669			-285	
8	X	APPLE INC	037833100		7/8/2011		7/11/2013	1,119	917			202	
9	X	BERKSHIRE HATHAWAY INC	084670702		2/8/2013		7/11/2013	579	383			196	
10	X	BERKSHIRE HATHAWAY INC	084670702		3/18/2011		7/11/2013	926	633			293	
11	X	BERKSHIRE HATHAWAY INC	084670702		2/5/2010		7/11/2013	1,171	762			409	
12	X	BOEING CO	097023105		11/23/2010		2/8/2013	3,182	4,015			-833	
13	X	HUSSMAN STRATEGIC GRO	448108100		2/19/2011		2/8/2013	4,907	5,772			-1,165	
14	X	HUSSMAN STRATEGIC GRO	448108100		4/28/2011		2/8/2013	4,040	4,600			-560	
15	X	HUSSMAN STRATEGIC GRO	448108100		5/11/2012		2/8/2013	1,994	2,322			-328	
16	X	HUSSMAN STRATEGIC GRO	448108100		11/27/2002		2/8/2013	4,892	16,422			-1,838	
17	X	HUSSMAN STRATEGIC GRO	448108100		5/3/2004		2/8/2013	5,019	4,220			-358	
18	X	HUSSMAN STRATEGIC GRO	448108100		7/2/2010		6/17/2013	402	419			-17	
19	X	INTEL CORP	458140100		7/2/2010		7/11/2013	402	346			56	
20	X	INTEL CORP	458140100		6/30/2009		7/11/2013	51,648	28,330			23,318	
21	X	ISHARES CORE S & P 500 ETF	464287200		2/15/2006		12/31/2013	2,220	1,104			1,116	
22	X	ISHARES CORE S & P 500 ETF	464287200		8/30/2009		12/31/2013	48,813	51,570			-2,757	
23	X	ISHARES MSCI EAFE	464287465		8/30/2012		10/9/2013	1,088	818			270	
24	X	CME GROUP INC	125720105		5/19/2003		12/31/2013	1,427	254			1,173	
25	X	CYS/CAREMARK CORPORATI	128650100		8/31/2009		12/31/2013	1,147	542			605	
26	X	CAPITAL ONE FINANCIAL CO	14040H105		2/8/2013		7/11/2013	1,485	1,360			105	
27	X	CHEVRON CORP	166784100		5/15/2008		7/11/2013	3,960	3,149			811	
28	X	CHEVRON CORP	166784100		2/17/2011		7/11/2013	1,598	1,156			430	
29	X	CISCO SYSTEMS INC	17275R102		1/27/2011		7/11/2013	1,279	932			347	
30	X	CISCO SYSTEMS INC	17275R102		2/18/2013		7/11/2013	1,775	1,748			26	
31	X	COACH INC	189754104		2/8/2013		7/11/2013	1,391	1,243			148	
32	X	COMCAST CORP CLASS A	20030N101		7/19/2008		7/11/2013	1,043	448			595	
33	X	COMCAST CORP CLASS A	20030N101		8/11/2011		10/9/2013	6,236	7,804			-1,568	
34	X	CREDIT SUISSE COMM RET S	22544R305		11/20/2012		10/9/2013	4,738	5,320			-582	
35	X	CREDIT SUISSE COMM RET S	22544R305		10/8/2010		12/31/2013	4,793	5,893			-1,100	
36	X	CREDIT SUISSE COMM RET S	22544R305		6/30/2009		7/11/2013	2,530	3,150			620	
37	X	DIAGEO PLC - ADR	25243Q205		7/11/2013		7/11/2013	1,581	745			836	
38	X	DIAMOND HILL LONG-SHORT	25264S833		5/3/2010		7/11/2013	53,208	40,636			12,570	
39	X	WALT DISNEY CO	254687108		2/8/2013		7/11/2013	1,846	1,360			486	
40	X	DREYFUS EMG MKT DEBT LO	261980494		12/1/2011		7/11/2013	1,251	686			565	
41	X	DREYFUS EMG MKT DEBT LO	261980494		10/8/2010		2/8/2013	19,188	18,654			544	
42	X	DREYFUS EMG MKT DEBT LO	261980494		8/11/2011		10/9/2013	17,585	18,714			-1,129	
43	X	DREYFUS EMG MKT DEBT LO	261980494		8/11/2011		10/9/2013	10,783	11,318			-535	
44	X	DREYFUS EMG MKT DEBT LO	261980494		7/23/2009		12/31/2013	2,205	2,384			-159	
45	X	DREYFUS EMG MKT DEBT LO	261980494		10/19/2009		12/31/2013	2,208	2,198			10	
46	X	DRIEHAUS ACTIVE INCOME F	262028855		8/13/2012		7/11/2013	50,740	49,440			1,300	
47	X	GATEWAY FUND - Y #1888	367829884		2/12/2013		7/11/2013	36,182	35,705			477	
48	X	GATEWAY FUND - Y #1888	367829884		12/9/2011		4/2/2013	433	175			258	
49	X	GILEAD SCIENCES INC	375558103		5/15/2008		12/31/2013	1,198	1,196			2	
50	X	AFLAC INC	001055102		12/8/2011		7/11/2013	1,845	643			1,202	
51	X	GILEAD SCIENCES INC	375558103		12/8/2011		12/12/2013	1,831	507			1,324	
52	X	GILEAD SCIENCES INC	375558103		12/8/2011		12/31/2013	1,239	1,133			108	
53	X	GOLDMAN SACHS GROUP INC	38141G104		2/8/2013		7/11/2013	1,828	1,560			268	
54	X	GOOGLE INC	38259P508		7/2/2009		2/8/2013	2,528	3,169			-843	
55	X	HUSSMAN STRATEGIC GRO	448108100		7/23/2009		2/8/2013	2,000	2,968			-568	
56	X	HUSSMAN STRATEGIC GRO	448108100		10/19/2009		2/8/2013	10,722	13,217			-2,495	
57	X	HUSSMAN STRATEGIC GRO	448108100		6/30/2009		2/8/2013	145,621	114,063			31,558	
58	X	ISHARES MSCI EAFE	464287465		2/3/2010		2/8/2013	5,088	4,712			374	
59	X	ISHARES MSCI EAFE	464287465		7/21/2010		2/8/2013	7,015	6,034			981	
60	X	ISHARES MSCI EAFE	464287465		11/19/2010		2/8/2013	24,845	24,302			543	
61	X	ISHARES MSCI EAFE	464287465		10/21/2012		2/8/2013	18,288	16,180			2,118	
62	X	ISHARES MSCI EAFE	464287465		5/9/2012		2/8/2013	5,354	4,844			510	
63	X	ISHARES MSCI EAFE	464287465		2/8/2013		7/11/2013	6,070	5,573			497	
64	X	ISHARES S&P MIDCAP 400 GF	464287606		6/17/2008		1/29/2013	3,928	2,904			1,025	
65	X	NOVARTIS AG - ADR	66987V109		6/30/2009		1/29/2013	542	325			217	

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
Short Term CG Distributions										8,238		Capital Gains/Losses		978,554		868,911		109,643																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
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																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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Part I, Line 16b (990-PF) - Accounting Fees

		1,131	0	0	1,131
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,131			1,131

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

		2,969	1,605	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,605	1,605		
2	PY EXCISE TAX DUE	358			
3	ESTIMATED EXCISE PAYMENTS	1,006			

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

		54	44	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	9	9		
2	STATE AG FEES	10			10
3	OMG ROYALTY EXPENSES	35	35		
4					

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

		1,720,509		1,787,225		2,200,857	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0			
2	ASG GLOBAL ALTERNATIVES-Y 1993		0	84,730		84,069	
3	GOOGLE INC		0	5,466		10,086	
4	VANGUARD REIT VIPER		0	38,329		80,184	
5	AQR MANAGED FUTURES STR-I		0	22,462		23,321	
6	CELANESE CORP		0	4,292		5,642	
7	VANGUARD EMERGING MARKETS ETF		0	212,617		227,916	
8	MONSTER BEVERAGE CORP		0	3,854		5,422	
9	EATON CORP PLC		0	4,806		7,079	
10	VANGUARD BD INDEX FD INC		0	154,479		155,384	
11	CME GROUP INC		0	5,153		7,532	
12	SPDR DJ WILSHIRE INTERNATIONAL REA		0	73,007		85,037	
13	VANGUARD INTERMEDIATE TERM B		0	61,505		62,419	
14	VANGUARD EUROPE PACIFIC ETF		0	220,601		252,956	
15	ROBECO BP LNG/SHRT RES-INS		0	63,094		68,454	
16	DIAMOND HILL LONG-SHORT FD CLI 11		0	34,309		45,256	
17	RIDGEWORTH SEIX HY BD-I 5855		0	98,235		107,695	
18	CREDIT SUISSE COMM RT ST-CO 2156		0	103,692		86,559	
19	AFLAC INC		0	5,961		7,415	
20	AFFILIATED MANAGERS GROUP INC		0	2,124		7,591	
21	APACHE CORPORATION COM		0	7,231		6,617	
22	APPLE COMPUTER INC COM		0	4,329		14,587	
23	BAXTER INTL INC COM		0	6,356		6,329	
24	BOEING COMPANY		0	3,881		7,643	
25	CVS/CAREMARK CORPORATION		0	1,589		8,946	
26	CAPITAL ONE FINANCIAL CORP		0	3,091		7,278	
27	CISCO SYSTEMS INC		0	6,211		8,120	
28	DIAGEO PLC - ADR		0	2,520		5,826	
29	WALT DISNEY CO		0	4,233		10,390	
30	E M C CORP MASS		0	2,407		4,778	
31	GILEAD SCIENCES INC		0	1,793		6,909	
32	INTERNATIONAL BUSINESS MACHS CORP		0	5,908		5,440	
33	JOHNSON CONTROLS INC		0	7,019		10,516	
34	MERGER FD SH BEN INT 260		0	41,004		41,654	
35	MICROSOFT CORP		0	4,070		6,397	
36	NATIONAL OILWELL INC COM		0	1,720		1,750	
37	NESTLE S A REGISTERED SHARES - ADR		0	4,302		6,770	
38	ORACLE CORPORATION		0	3,990		6,772	
39	PIMCO FOREIGN BD FD USD H-INST 103		0	10,482		10,383	
40	SCHLUMBERGER LTD		0	5,215		7,840	
41	TJX COS INC NEW		0	3,333		8,157	
42	THERMO FISHER SCIENTIFIC INC		0	1,985		5,790	
43	TOTAL FINA ELF S A ADR		0	4,920		6,678	
44	UNION PACIFIC CORP		0	3,757		8,904	
45	MCKESSON CORP		0	4,171		7,102	
46	GOLDMAN SACHS GROUP INC		0	5,561		6,381	

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	HSBC - ADR		0	3,983	4,024
48	UNITED PARCEL SERVICE-CL B		0	4,378	7,040
49	TARGET CORP		0	3,609	7,276
50	UNITEDHEALTH GROUP INC		0	3,408	9,337
51	"LOS ANGELES, CO."		0	3,623	1
52	FID ADV EMER MKTS INC- CL I 607		0	33,005	32,446
53	COACH INC		0	5,524	5,669
54	BHP BILLITON LIMITED		0	5,376	4,024
55	ISHARES TR SMALLCAP 600 INDEX FD		0	61,256	134,994
56	JPMORGAN CHASE & CO		0	5,502	9,474
57	US BANCORP DEL NEW		0	5,296	7,918
58	ISHARES S&P MIDCAP 400 VALUE		0	40,511	70,203
59	ISHARES S & P 500 INDEX FUND		0	27,410	55,324
60	ANHEUSER-BUSCH INBEV SPN ADR		0	3,649	7,133
61	LAUDUS MONDRIAN INTL FI-INST 2940		0	10,943	10,304
62	ISHARES S&P MIDCAP 400 GROWTH		0	56,535	102,279
63	CHEVRON CORP		0	4,625	5,871
64	DREYFUS EMG MKT DEBT LOC C-I 6083		0	78,603	75,465
65	DRIEHAUS ACTIVE INCOME FUND		0	66,107	66,438
66	3M CO		0	4,934	7,994
67	BERSHIRE HATHAWAY INC		0	5,948	10,315
68	COMCAST CORP CLASS A		0	3,206	9,354

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	6,427
2	Total	2	6,427

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

1	Cost Basis Adjustment	1	74
2	Mutual Fund & CTF Income Subtraction	2	2,779
3	PY Return of Capital Adjustment	3	873
4	Gain on CY Sales Not Settled at Year End	4	11,283
5	Total	5	15,009

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

Long Term CG Distributions										8,238		Amount					
Short Term CG Distributions										0							
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	1,214	870,125	101,405	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	101,405
85	VODAFONE GROUP PLC NEW ADR	928572M209		6/30/2009	1/9/2013	1,421			0	1,037		384	384	0	0	0	364
86	VODAFONE GROUP PLC NEW ADR	928572M209		10/6/2010	1/9/2013	318			0	311		5	5	0	0	0	5
87	ISHARES CORE S&P SMALL-CAP E	484287804		7/16/2008	2/8/2013	11,168			0	7,772		3,396	3,396	0	0	0	3,396
88	ISHARES CORE S&P SMALL-CAP E	484287804		7/16/2008	10/9/2013	3,212			0	1,928		1,284	1,284	0	0	0	1,284
89	ISHARES CORE S&P SMALL-CAP E	484287804		7/16/2008	12/31/2013	3,932			0	2,104		1,828	1,828	0	0	0	1,828
90	JPMORGAN CHASE & CO	48625H100		2/8/2013	7/11/2013	1,507			0	1,307		200	200	0	0	0	200
91	JPMORGAN CHASE & CO	48625H100		9/30/2009	7/11/2013	1,284			0	786		498	498	0	0	0	498
92	JOHNSON CONTROLS INC	478366107		4/26/2011	7/11/2013	182			0	202		-20	-20	0	0	0	-20
93	JOHNSON CONTROLS INC	478366107		7/8/2011	7/11/2013	729			0	843		-114	-114	0	0	0	-114
94	JOHNSON CONTROLS INC	478366107		3/16/2011	7/11/2013	1,384			0	1,513		-129	-129	0	0	0	-129
95	TEVA PHARMACEUTICAL INDUSTRIES	881624208		10/6/2010	8/19/2013	238			0	318		-80	-80	0	0	0	-80
96	TEVA PHARMACEUTICAL INDUSTRIES	881624208		4/12/2011	8/19/2013	1,825			0	2,258		-433	-433	0	0	0	-433
97	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	7/11/2013	2,306			0	1,453		853	853	0	0	0	853
98	THERMO FISHER SCIENTIFIC INC	883556102		7/9/2009	8/29/2013	1,341			0	573		768	768	0	0	0	768
99	3M CO	88578Y101		12/15/2010	7/11/2013	1,144			0	866		278	278	0	0	0	278
100	TOTAL S.A. - ADR	89151E109		7/6/2012	12/31/2013	1,163			0	858		305	305	0	0	0	305
101	US BANCORP DEL NEW	902973304		2/4/2011	12/31/2013	1,330			0	905		424	424	0	0	0	424
102	UNION PACIFIC CORP	907618108		5/14/2010	7/11/2013	3,169			0	1,499		1,670	1,670	0	0	0	1,670
103	UNION PACIFIC CORP	907618108		2/8/2013	7/11/2013	1,902			0	1,589		313	313	0	0	0	313
104	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	7/11/2013	23,218			0	22,767		451	451	0	0	0	451
105	VANGUARD INTERMEDIATE TERM B	921937819		10/9/2013	12/31/2013	2,204			0	2,251		-47	-47	0	0	0	-47
106	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	2/8/2013	3,478			0	3,492		-14	-14	0	0	0	-14
107	VANGUARD SHORT TERM BOND ETF	921937827		11/16/2012	2/8/2013	10,675			0	10,744		-69	-69	0	0	0	-69
108	VANGUARD SHORT TERM BOND ETF	921937827		6/30/2008	2/8/2013	13,891			0	13,700		291	291	0	0	0	291
109	VANGUARD SHORT TERM BOND ETF	921937827		6/30/2008	7/11/2013	15,063			0	14,888		175	175	0	0	0	175
110	VANGUARD SHORT TERM BOND ETF	921937827		10/9/2013	12/31/2013	4,554		24	0	4,578		0	0	0	0	0	0
111	VANGUARD FISE DEVELOPED ETF	921943558		2/8/2013	7/11/2013	7,408			0	7,270		138	138	0	0	0	138
112	VANGUARD FISE DEVELOPED ETF	921943558		2/8/2013	10/9/2013	17,897			0	18,466		-569	-569	0	0	0	-569
113	VANGUARD FISE DEVELOPED ETF	921943558		2/8/2013	12/31/2013	7,426			0	6,710		716	716	0	0	0	716
114	VANGUARD FISE EMERGING MARKET	922042558		2/8/2013	10/9/2013	31,212			0	33,733		-2,521	-2,521	0	0	0	-2,521
115	VANGUARD FISE EMERGING MARKET	922042558		2/8/2013	12/31/2013	6,670		546	0	2,716		0	0	0	0	0	0
116	VODAFONE GROUP PLC NEW ADR	928572M209		6/17/2008	1/9/2013	2,422			0	2,743		-321	-321	0	0	0	-321
117	JOHNSON CONTROLS INC	478366107		3/16/2011	12/31/2013	3,655			0	2,788		797	797	0	0	0	797
118	LAUDUS MONDRIAN INTL FHINT #284	51855Q655		7/23/2010	7/11/2013	5,923			0	5,944		-21	-21	0	0	0	-21
119	MCKESSON CORP	58155Q103		11/7/2012	12/12/2013	1,727			0	1,043		684	684	0	0	0	684
120	MERGER FD SH BEN INT #280	58509108		5/11/2012	7/11/2013	4,096			0	4,047		49	49	0	0	0	49
121	MERGER FD SH BEN INT #280	58509108		5/3/2010	7/11/2013	18,188			0	18,845		323	323	0	0	0	323
122	MICROSOFT CORP	594818104		8/19/2003	12/31/2013	187			0	126		61	61	0	0	0	61
123	MICROSOFT CORP	594818104		9/30/2009	12/31/2013	1,992			0	689		393	393	0	0	0	393
124	NESTLE S.A. REGISTERED SHARES - A	841069408		6/17/2008	12/31/2013	1,108			0	716		300	300	0	0	0	300
125	ISHARES S&P MID-CAP 400 GROWTH	464287808		2/8/2013	10/9/2013	3,395			0	3,096		299	299	0	0	0	299
126	ISHARES S&P MID-CAP 400 GROWTH	464287808		8/9/2012	12/31/2013	2,850			0	2,063		787	787	0	0	0	787
127	ISHARES S&P MID-CAP 400 GROWTH	464287808		10/21/2011	12/31/2013	1,501			0	98		52	52	0	0	0	52
128	ISHARES S&P MID-CAP 400 GROWTH	464287808		2/8/2013	7/11/2013	2,958			0	2,693		275	275	0	0	0	275
129	ISHARES S&P MID-CAP 400 GROWTH	464287808		10/21/2011	7/11/2013	9,116			0	6,289		2,827	2,827	0	0	0	2,827
130	ISHARES S&P MID-CAP 400 GROWTH	464287808		10/21/2011	12/31/2013	3,483			0	2,194		1,289	1,289	0	0	0	1,289
131	ISHARES CORE S&P SMALL-CAP E	484287804		8/9/2011	2/8/2013	17,717			0	12,847		4,870	4,870	0	0	0	4,870
132	ISHARES CORE S&P SMALL-CAP E	484287804		10/21/2011	2/8/2013	5,710			0	4,377		1,333	1,333	0	0	0	1,333

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	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	28,965		
										28,965	0	0

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/7/2013	2	251
3 Second quarter estimated tax payment	6/10/2013	3	252
4 Third quarter estimated tax payment	9/9/2013	4	251
5 Fourth quarter estimated tax payment	12/10/2013	5	252
6 Other payments		6	
7 Total		7	1,006

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	56,269
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	56,269