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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 KEOWN, ROBERT J T/U/W #3307230-000		A Employer identification number 95-6226284			
Number and street (or P O box number if mail is not delivered to street address) 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/county	Foreign postal code		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,312,206		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))					
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	30,471	29,846		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	77,796			
b	Gross sales price for all assets on line 6a	578,328			
7	Capital gain net income (from Part IV, line 2)		77,796		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	108,267	107,642	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	16,445	12,334	4,111	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,096		1,096	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,354	816		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10		10	
24	Total operating and administrative expenses.	18,905	13,150	0	5,217
25	Contributions, gifts, grants paid	57,000			57,000
26	Total expenses and disbursements. Add lines 24 and 25	75,905	13,150	0	62,217
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	32,362			
b	Net investment income (if negative, enter -0-)		94,492		
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
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	26,280	49,742
	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)	1,039,994	1,048,120	
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)	1,066,274	1,097,862	
			1,308,454	
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 ►)	0	0
23	Total liabilities (add lines 17 through 22)			
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	1,066,274	1,097,862
	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)	1,066,274	1,097,862
	31	Total liabilities and net assets/fund balances (see instructions)	1,066,274	1,097,862
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	1,066,274	
2	Enter amount from Part I, line 27a	2	32,362	
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	5,900	
4	Add lines 1, 2, and 3	4	1,104,536	
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	6,674	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,097,862	

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) 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	77,796	
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	58,059	1,218,089	0.047664
2011	84,048	1,248,385	0.067325
2010	64,411	1,094,012	0.058876
2009	104,748	1,045,046	0.100233
2008	77,590	1,337,376	0.058017

2 Total of line 1, column (d) 2 0.332115

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 0.066423

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 1,278,768

5 Multiply line 4 by line 3 5 84,940

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 945

7 Add lines 5 and 6 7 85,885

8 Enter qualifying distributions from Part XII, line 4 8 62,217

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1 2 3 4 5 6 7 8 9 10 11	1,890
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1,890
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
3	Add lines 1 and 2		1,890
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		1,890
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013		650
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	650	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	1,240	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	Refunded	
		►	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 <i>General Instruction G</i> ? If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

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 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 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 X No

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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 ►	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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	16,445		

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	1,234,486
b	Average of monthly cash balances	1b	63,756
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,298,242
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	1,298,242
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,474
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,278,768
6	Minimum investment return. Enter 5% of line 5	6	63,938

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	63,938
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,890
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,890
3	Distributable amount before adjustments Subtract line 2c from line 1	3	62,048
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	62,048
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	62,048

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	62,217
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	62,217
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	62,217
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				62,048
2 Undistributed income, if any, as of the end of 2013			55,363	
a Enter amount for 2012 only				
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 ► \$ 62,217			55,363	
a Applied to 2012, but not more than line 2a				
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				6,854
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:	0	0	0	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	
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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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					0
	Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
(1)	Value of all assets					0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c	"Support" alternative test—enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3)	Largest amount of support from an exempt organization					0
(4)	Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	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)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 57,000
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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

Recipient(s) paid during the year

Name

ELDERLY COMPANION ANIMAL RESCUE & ADOPTION PROGRAM

Street

170 SOUTH OLIVE STREET

City ORANGE	State CA	Zip Code 92866	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
--	-----------------

Name

CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER

Street

6801 LONG BEACH BLVD

City LONG BEACH	State CA	Zip Code 90805	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 22,500
--	------------------

Name

HUNTINGTON MEMORIAL HOSPITAL

Street

100 W CALIFORNIA BLVD

City PASADENA	State CA	Zip Code 91105	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 22,500
--	------------------

Name

MEALS ON WHEELS WEST

Street

1823 MICHIGAN AVENUE

City SANTA MONICA	State CA	Zip Code 90404	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,000
--	-----------------

Name**Street**

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
4,725		0		0		0		578,228		500,532		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	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss
						7/17/2013		10/14/2013	11,678	-	11,865	-	0	-187
1 X	ADR MANAGED FUTURES ST	00203H859	-			7/26/2010		7/15/2013	28,862	-	21,128	-	0	-7,734
2 X	DIAMOND HILL LONG-SHORT	25664S833	-			8/17/2011		10/14/2013	11,044	-	10,838	-	0	206
3 X	DREYFUS EMG MKT DEBT LO	261980494	-			8/17/2011		10/14/2013	7,253	-	7,155	-	0	-462
4 X	DREYFUS EMG MKT DEBT LO	261980494	-			8/17/2012		10/14/2013	6,452	-	6,364	-	0	-112
5 X	DREYFUS EMG MKT DEBT LO	261980494	-			2/9/2011		10/14/2013	5,158	-	5,223	-	0	-65
6 X	DREYFUS EMG MKT DEBT LO	261980494	-			2/7/2013		7/15/2013	9,543	-	9,109	-	0	-434
7 X	CORE EQUITY FUND	140985127	-			10/21/2011		7/15/2013	3,95	-	3,330	-	0	65
8 X	CORE EQUITY FUND	140985127	-			10/21/2011		12/31/2013	3,719	-	3,030	-	0	689
9 X	CREDIT SUISSE COMM RET S	22444R305	-			8/17/2011		10/14/2013	8,090	-	10,419	-	0	-2,104
10 X	GATEWAY FUND - Y #1986	367829884	-			8/17/2012		7/15/2013	31,083	-	30,419	-	0	664
11 X	GATEWAY FUND - Y #1986	367829884	-			2/1/2013		7/15/2013	19,641	-	19,315	-	0	268
12 X	HUSSMAN STRATEGIC GROW	448108100	-			5/1/2009		2/7/2013	-	-	684	-	0	-154
13 X	HUSSMAN STRATEGIC GROW	448108100	-			11/23/2010		10/14/2013	3,807	-	4,632	-	0	-825
14 X	CREDIT SUISSE COMM RET S	22444R305	-			22/08/2010		8/17/2012	10,608	-	10,608	-	0	277
15 X	DIAMOND HILL LONG-SHORT	25664S833	-			8/1/2009		2/7/2013	15,635	-	19,608	-	0	-3,973
16 X	HUSSMAN STRATEGIC GROW	448108100	-			2/24/2010		2/7/2013	146	-	179	-	0	-33
17 X	HUSSMAN STRATEGIC GROW	448108100	-			2/9/2011		2/7/2013	7,287	-	8,300	-	0	-1,013
18 X	HUSSMAN STRATEGIC GROW	448108100	-			5/3/2011		10/14/2013	871	-	1,014	-	0	-143
19 X	HUSSMAN STRATEGIC GROW	448108100	-			2/17/2012		2/7/2013	3,917	-	4,505	-	0	-533
20 X	HUSSMAN STRATEGIC GROW	448108100	-			12/22/2008	X	2/7/2013	84,491	-	63,187	-	0	-21,304
21 X	ISHARES MSCI EAFFE	461281495	-			4/6/2009		2/7/2013	29,482	-	20,426	-	0	9,036
22 X	ISHARES MSCI EAFFE	461281495	-			7/22/2010		2/7/2013	29,171	-	25,385	-	0	3,789
23 X	ISHARES MSCI EAFFE	461281495	-			2/17/2013		7/15/2013	-	4,16	4,144	-	0	-432
24 X	ISHARES S&P MID-CAP 400 GF	462481606	-			8/15/2012		12/20/2013	7,155	-	7,155	-	0	1,094
25 X	ISHARES S&P MID-CAP 400 G	462481706	-			8/15/2011		7/15/2013	4,861	-	4,861	-	0	294
26 X	ISHARES S&P MID-CAP 400 VA	462481705	-			8/15/2011		12/20/2013	687	-	687	-	0	252
27 X	ISHARES S&P MID-CAP 400 V	462481705	-			8/15/2011		7/22/2010	802	-	472	-	0	330
28 X	ISHARES S&P MID-CAP 400 V	462481705	-			2/7/2011		12/20/2013	19,934	-	16,894	-	0	3,040
29 X	ISHARES CORE S&P SMALL-C	462481704	-			2/7/2011		10/14/2013	1,912	-	1,343	-	0	569
30 X	ISHARES CORE S&P SMALL-C	462481704	-			2/7/2011		12/20/2013	5,836	-	3,817	-	0	2,019
31 X	ISHARES CORE S&P SMALL-C	462481704	-			2/9/2011		7/15/2013	447	-	446	-	0	1
32 X	MERGER FD SH BEN INT #265	588509108	-			8/17/2012		7/15/2013	848	-	842	-	0	-4
33 X	MERGER FD SH BEN INT #265	588509108	-			7/26/2010		7/15/2013	11,643	-	11,440	-	0	203
34 X	ASG GLOBAL ALTERNATIVES	638721885	-			10/17/2013		12/20/2013	1,924	-	1,924	-	0	-56
35 X	ASG GLOBAL ALTERNATIVES	6387217885	-			7/17/2013		12/20/2013	424	-	410	-	0	-14
36 X	PIMCO FOREIGN BD FD USD	693390882	-			8/17/2011		7/22/2013	2,557	-	2,552	-	0	-35
37 X	PIMCO FOREIGN BD FD USD	693390882	-			7/22/2011		7/22/2013	2,103	-	2,103	-	0	-119
38 X	AMEX MATERIALS SPDR	813689100	-			7/17/2011		7/15/2013	1,682	-	1,632	-	0	-10
39 X	AMEX MATERIALS SPDR	813689100	-			2/7/2013		12/20/2013	3,125	-	3,069	-	0	-56
40 X	AMEX MATERIALS SPDR	813689100	-			7/22/2010		7/15/2013	2,114	-	1,849	-	0	265
41 X	AMEX MATERIALS SPDR	813689100	-			8/15/2012		7/22/2010	180	-	125	-	0	55
42 X	AMEX HEALTH CARE SPDR	813689209	-			8/15/2012		2/7/2013	734	-	660	-	0	74
43 X	AMEX HEALTH CARE SPDR	813689209	-			7/22/2010		7/22/2013	4,684	-	3,030	-	0	1,574
44 X	AMEX HEALTH CARE SPDR	813689209	-			7/22/2010		7/15/2013	5,627	-	3,233	-	0	2,394
45 X	AMEX MATERIALS SECTO	813689306	-			2/7/2013		7/15/2013	2,236	-	2,016	-	0	220
46 X	AMEX MATERIALS SECTO	813689306	-			7/22/2010		7/15/2013	5,177	-	3,336	-	0	1,821
47 X	AMEX CONSUMER DISCR SP	813689407	-			2/7/2013		7/15/2013	6,683	-	5,632	-	0	1,031
48 X	AMEX CONSUMER DISCR SP	813689407	-			7/22/2010		7/15/2013	3,163	-	1,829	-	0	1,334
49 X	AMEX CONSUMER DISCR SP	813689407	-			7/22/2010		12/20/2013	2,103	-	984	-	0	1,119
50 X	AMEX ENERGY SELECT SPDF	813689506	-			7/22/2013		7/15/2013	3,518	-	3,366	-	0	-162
51 X	AMEX ENERGY SELECT SPDF	813689506	-			7/22/2010		7/15/2013	4,081	-	3,609	-	0	1,432
52 X	AMEX FINANCIAL SELECT SP	813689605	-			7/22/2010		2/7/2013	3,010	-	2,438	-	0	572
53 X	AMEX FINANCIAL SELECT SP	813689605	-			7/22/2010		7/15/2013	6,619	-	4,634	-	0	1,986
54 X	AMEX INDUSTRIAL SPDR	813689704	-			7/22/2013		7/15/2013	1,426	-	1,299	-	0	-127
55 X	AMEX TECHNOLOGY SELECT	813689704	-			7/22/2013		7/22/2010	4,545	-	2,976	-	0	1,569
56 X	AMEX TECHNOLOGY SELECT	813689704	-			2/7/2013		7/15/2013	9,201	-	8,527	-	0	679
57 X	AMEX TECHNOLOGY SELECT	813689704	-			7/22/2010		7/15/2013	8,147	-	5,571	-	0	2,576
58 X	AMEX TECHNOLOGY SELECT	813689704	-			7/22/2010		10/14/2013	2,688	-	1,813	-	0	876
59 X	AMEX TECHNOLOGY SELECT	813689704	-			7/22/2010		12/20/2013	2,273	-	1,420	-	0	853
60 X	VANGUARD FTSE DEVELOPE	921943858	-			2/7/2013		7/15/2013	7,652	-	5,489	-	0	-174
61 X	VANGUARD FTSE DEVELOPE	921943858	-			2/7/2013		12/20/2013	7,652	-	6,663	-	0	-57
62 X	VANGUARD FTSE EMERGING	921943858	-			2/7/2013		7/15/2013	4,811	-	4,207	-	0	514
63 X	VANGUARD RET VIFER	922908553	-			2/7/2013		10/14/2013	20,486	-	21,328	-	0	-842
64 X	WELLS FARGO ADV INTL BON	943650582	-			8/7/2013		7/15/2013	1,783	-	917	-	0	868
65 X	WELLS FARGO ADV INTL BON	943650582	-			2/7/2013		2/7/2013	2,947	-	2,929	-	0	-18
66 X	WELLS FARGO ADV INTL BON	943650582	-			2/7/2013		7/15/2013	1,281	-	1,338	-	0	-57
67 X	WELLS FARGO ADV INTL BON	943650582	-			2/7/2013		2/7/2013	7,868	-	7,822	-	0	46
68 X	WELLS FARGO ADV INTL BON	943650582	-			2/7/2013		2/7/2013	1,345	-	1,321	-	0	24

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

Amount		Long Term CG Distributions		Short Term CG Distributions		Capital Gains/Losses		Other sales		Cost, Other Basis and Expenses		Gross Sales		578,528		500,532		0		Net Gain or Loss		77,796	
Check "X" to include in Part IV	Description	ClUSIP #	Purchaser	Check "X" if Purchaser is a Business		Date Acquired	Acquisition Method	Date Sold		Gross Sales	Cost or Other Basis	Cost or Other Basis	Valuation Method	Depreciation	Expense of Sales and Cost of Improvements	Depreciation	Adjustments			Net Gain or Loss		Net Gain or Loss	
69	X WELLS FARGO ADV HI INC-INT	943917538	-	-	-	8/17/2012		2/7/2013	-	1,885	-	-	1,849	-	-	-	-	0	-	-	36	-	
70	X TAXABLE TOTAL RETURN BO	991263912	-	-	-	2/15/2006		2/7/2013	-	5,689	-	-	5,591	-	-	-	-	0	-	-	-2	-	
71	X TAXABLE TOTAL RETURN BO	991263912	-	-	-	2/15/2006		2/7/2013	-	4,722	-	-	4,420	-	-	-	-	0	-	-	302	-	
72	X TAXABLE TOTAL RETURN BO	991263912	-	-	-	2/15/2006		7/15/2013	-	6,828	-	-	6,654	-	-	-	-	0	-	-	164	-	
73	X TAXABLE SHORT-TERM BOND	998612906	-	-	-	4/7/2004		7/15/2013	-	1,543	-	-	1,579	-	-	-	-	0	-	-	-36	-	
74	X TAXABLE SHORT-TERM BOND	998612906	-	-	-	4/7/2004		7/15/2013	-	244	-	-	249	-	-	-	-	0	-	-	5	-	
75	X TAXABLE SHORT-TERM BOND	998612906	-	-	-	10/14/2005		7/15/2013	-	132	-	-	134	-	-	-	-	0	-	-	-2	-	
76	X TAXABLE SHORT-TERM BOND	998612906	-	-	-	7/15/2005		7/15/2013	-	2,039	-	-	2,081	-	-	-	-	0	-	-	-42	-	
77	X TAXABLE INTERMEDIATE TER	998708902	-	-	-	4/29/2011		2/7/2013	-	10,364	-	-	10,550	-	-	-	-	0	-	-	229	-	
78	X TAXABLE INTERMEDIATE TER	998708902	-	-	-	2/15/2006		2/7/2013	-	523	-	-	504	-	-	-	-	0	-	-	19	-	
79	X TAXABLE INTERMEDIATE TER	998708902	-	-	-	2/15/2006		7/15/2013	-	8,608	-	-	8,530	-	-	-	-	0	-	-	78	-	
80	X SHORT TERM CTF LOSS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,481	-	-	4,481	-	
81	X LONG TERM CTF GAIN	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,604	-	-	9,604	-	

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

	1,096	0	0	1,096
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,096			1,096

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

	1,354	816	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	816	816		
2 ESTIMATED EXCISE PAYMENTS	538			

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

	Description	10 Revenue and Expenses per Books	0 Net Investment Income	0 Adjusted Net Income	10 Disbursements for Charitable Purposes
1	STATE AG FEES	10			10

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

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0
2 MERGER FD SH BEN INT 260		0	24,715	25,129
3 PIMCO FOREIGN BD FD USD H-INST 103		0	6,309	6,238
4 CONSUMER STAPLES SECTOR SPDR TR		0	8,834	14,140
5 AMEX FINANCIAL SELECT SPDR		0	16,309	23,784
6 AMEX MATERIALS SPDR		0	2,834	4,206
7 AMEX TECHNOLOGY SELECT SPDR		0	15,555	25,447
8 AMEX ENERGY SELECT SPDR		0	7,764	12,922
9 TAXABLE SHORT-TERM BOND FUND		0	31,006	30,725
10 TAXABLE INTERMEDIATE TERM BD FD		0	47,992	48,577
11 TAXABLE TOTAL RETURN BOND FUND		0	47,058	48,450
12 FID ADV EMER MKTS INC- CL 1607		0	19,252	18,787
13 ISHARES TR SMALLCAP 600 INDEX FD		0	46,151	73,554
14 ISHARES S&P MIDCAP 400 VALUE		0	22,386	38,588
15 ISHARES S&P MIDCAP 400 GROWTH		0	32,227	56,471
16 AMEX INDUSTRIAL SPDR		0	9,030	16,201
17 AMEX HEALTH CARE SPDR		0	8,039	15,579
18 AMEX CONSUMER DISCR SPDR		0	8,239	17,977
19 CAPITAL PARTNERS CORE EQUITY FUND		0	55,701	73,150
20 DREYFUS EMG MKT DEBT LOC C-I 6083		0	45,382	43,839
21 DRIEHAUS ACTIVE INCOME FUND		0	38,543	38,700
22 ASG GLOBAL ALTERNATIVES-Y 1993		0	49,650	49,219
23 WELLS FARGO INTL ADV FUND-IS 4705		0	6,664	6,274
24 VANGUARD REIT VIPER		0	26,988	50,034
25 AQR MANAGED FUTURES STR-I		0	13,160	13,731
26 VANGUARD EMERGING MARKETS ETF		0	119,427	130,907
27 SPDR DJ WILSHIRE INTERNATIONAL REA		0	35,281	50,429
28 VANGUARD EUROPE PACIFIC ETF		0	125,629	145,005
29 ROBECO BP LNG/SHRT RES-INS		0	37,547	40,676
30 DIAMOND HILL LONG-SHORT FD CL 11		0	19,556	26,910
31 WELLS FARGO ADV HI INC-INS 3110		0	60,696	62,715
32 CREDIT SUISSE COMM RT ST-CO 2156		0	60,196	50,348

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	5,015
2	GAIN ON PY SALES SETTLED IN CY	2	885
3	Total	3	5,900

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

1	COST BASIS ADJUSTMENT	1	649
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	1,760
3	PY RETURN OF CAPITAL ADJUSTMENT	3	541
4	GAIN ON CY SALES NOT SETTLED AT YEAR END	4	689
5	UNDISTRIBUTED CTF CAPITAL LOSS	5	3,035
6	Total	6	6,674

come

Amount	Long Term CG Distributions										Short Term CG Distributions										73,071
	4,725					573,603					0					0					73,071
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	0	Cost of Other Basis Plus	F M V as of 12/31/69	Excess of FMV Over Adjusted Basis or Losses	0	0	Adjusted Basis as of 12/31/69	0	0	0	0	0	73,071	
1 DOW MANAGED FUTURES STRATEGY #1521500220H4559	2264.SS33	7/27/2013	10/14/2013	11,678	28,682	21,128	-	11,665	-	-107	-	0	0	0	0	0	0	0	0	0	
2 DIAMOND HILL LONG-TERM SHORT FUND CL #	2264.SS33	7/27/2013	7/15/2013	-	11,044	10,419	-	7,715	-	7,734	-	0	0	0	0	0	0	0	0	0	
3 DREYFUS EMG MKT DEBT LOC C1 #806	261.S804.94	8/17/2011	10/14/2013	7,253	-	-	-	-	20,886	206	-462	0	0	0	0	0	0	0	0	0	
4 DREYFUS EMG MKT DEBT LOC C1 #806	261.S804.94	8/17/2011	10/14/2013	6,452	-	-	-	6,564	-	-112	0	0	0	0	0	0	0	0	0	0	
5 DREYFUS EMG MKT DEBT LOC C1 #806	261.S804.94	8/17/2012	10/14/2013	5,123	-	-	-	5,223	-	-65	0	0	0	0	0	0	0	0	0	0	
6 DREYFUS EMG MKT DEBT LOC C1 #806	261.S804.94	2/11/2013	10/14/2013	5,158	-	-	-	9,109	-	434	0	0	0	0	0	0	0	0	0	0	
7 CORE EQUITY FUND	140995127	7/15/2013	7/15/2013	9,543	-	-	-	0	3,030	65	-	0	0	0	0	0	0	0	0	0	
8 CORE EQUITY FUND	140995127	10/21/2011	12/31/2013	3,719	-	-	-	0	10,194	-2	104	0	0	0	0	0	0	0	0	0	
9 CORE EQUITY FUND	140995127	8/17/2011	10/14/2013	8,050	-	-	-	0	30,419	-	664	0	0	0	0	0	0	0	0	0	
10 CREDIT SUISSE COMM RET ST#12158	2254.R305	8/17/2012	10/14/2013	31,083	-	-	-	0	19,608	-3,973	0	0	0	0	0	0	0	0	0	0	
11 GETWEY FUND Y #1986	361.S82984	2/11/2013	7/15/2013	19,641	-	-	-	0	19,755	265	-266	0	0	0	0	0	0	0	0	0	
12 GETWEY FUND Y #1986	361.S82984	2/11/2013	7/15/2013	6,844	-	-	-	0	8,832	-154	0	0	0	0	0	0	0	0	0	0	
13 HUSSMAN STRATEGIC GROWTH FUND	2254.R305	11/23/2010	10/14/2013	3,807	-	-	-	0	4,632	-825	0	0	0	0	0	0	0	0	0	0	
14 HUSSMAN STRATEGIC GROWTH FUND	2254.R305	8/17/2012	10/14/2013	3,208	-	-	-	0	2,931	-277	0	0	0	0	0	0	0	0	0	0	
15 DIAMOND HILL LONG-TERM SHORT FUND CL #	2526.SS33	8/17/2012	10/14/2013	15,635	-	-	-	0	19,608	-3,973	0	0	0	0	0	0	0	0	0	0	
16 HUSSMAN STRATEGIC GROWTH FUND	4481.081.00	8/17/2008	2/17/2013	1,146	-	-	-	0	178	-33	0	0	0	0	0	0	0	0	0	0	
17 HUSSMAN STRATEGIC GROWTH FUND	4481.081.00	2/24/2010	2/17/2013	7,267	-	-	-	0	8,300	-1,013	0	0	0	0	0	0	0	0	0	0	
18 HUSSMAN STRATEGIC GROWTH FUND	4481.081.00	2/16/2011	2/17/2013	871	-	-	-	0	1,014	-143	0	0	0	0	0	0	0	0	0	0	
19 HUSSMAN STRATEGIC GROWTH FUND	4481.081.00	2/17/2012	2/17/2013	3,975	-	-	-	0	4,505	-533	0	0	0	0	0	0	0	0	0	0	
20 HUSSMAN STRATEGIC GROWTH FUND	4481.081.00	12/22/2008	2/17/2013	84,491	-	-	-	0	63,187	21,304	0	0	0	0	0	0	0	0	0	0	
21 ISHARES MSCI EAFFE	464.287.065	2/26/2008	2/17/2013	28,462	-	-	-	0	20,426	-9,036	0	0	0	0	0	0	0	0	0	0	
22 ISHARES MSCI EAFFE	464.287.065	4/6/2015	2/17/2013	29,178	-	-	-	0	25,385	-3,786	0	0	0	0	0	0	0	0	0	0	
23 ISHARES MSCI EAFFE	464.287.065	2/27/2013	2/17/2013	4,616	-	-	-	0	4,184	-432	0	0	0	0	0	0	0	0	0	0	
24 ISHARES MID-CAP 400 GROWTH	464.287.065	8/15/2012	12/20/2013	4,144	-	-	-	0	3,050	1,084	0	0	0	0	0	0	0	0	0	0	
25 ISHARES MID-CAP 400 GROWTH	464.287.065	8/15/2011	7/15/2013	7,155	-	-	-	0	4,861	2,284	0	0	0	0	0	0	0	0	0	0	
26 ISHARES MID-CAP 400 VALUE	464.287.065	8/15/2011	12/20/2013	6,87	-	-	-	0	4,35	-252	0	0	0	0	0	0	0	0	0	0	
27 ISHARES MID-CAP 400 VALUE	464.287.065	7/22/2010	7/15/2013	802	-	-	-	0	472	-359	0	0	0	0	0	0	0	0	0	0	
28 ISHARES CORE S&P SMALL-CAP E	464.287.064	2/27/2011	2/17/2013	19,934	-	-	-	0	16,894	-3,040	0	0	0	0	0	0	0	0	0	0	
29 ISHARES CORE S&P SMALL-CAP E	464.287.064	2/27/2011	10/14/2013	1,812	-	-	-	0	1,343	568	0	0	0	0	0	0	0	0	0	0	
30 ISHARES CORE S&P SMALL-CAP E	464.287.064	2/27/2011	12/20/2013	5,836	-	-	-	0	3,817	2,019	0	0	0	0	0	0	0	0	0	0	
31 HUSSMAN CORE S&P SMALL-CAP E	464.287.064	2/27/2011	7/15/2013	447	-	-	-	0	446	-10	0	0	0	0	0	0	0	0	0	0	
32 MERGER FD SH BEN INT #260	588509.108	2/17/2011	7/15/2013	946	-	-	-	0	842	4	203	0	0	0	0	0	0	0	0	0	
33 MERGER FD SH BEN INT #260	588509.108	2/17/2012	7/15/2013	11,943	-	-	-	0	11,440	-56	0	0	0	0	0	0	0	0	0	0	
34 MERGER FD SH BEN INT #260	588509.108	7/22/2010	7/15/2013	180	-	-	-	0	125	55	0	0	0	0	0	0	0	0	0	0	
35 AGG GLOBAL ALTERNATIVES Y #19833	634727.885	7/17/2013	12/20/2013	1,923	-	-	-	0	660	74	0	0	0	0	0	0	0	0	0	0	
36 AGG GLOBAL ALTERNATIVES Y #19833	634727.885	7/17/2013	2/17/2013	424	-	-	-	0	410	14	0	0	0	0	0	0	0	0	0	0	
37 PIMCO FOREIGN BDF USD HANST #1	693.339.0852	8/17/2011	7/15/2013	2,557	-	-	-	0	2,522	35	0	0	0	0	0	0	0	0	0	0	
38 PIMCO FOREIGN BDF USD HANST #1	693.339.0852	8/17/2011	7/15/2013	5,627	-	-	-	0	3,820	2,394	0	0	0	0	0	0	0	0	0	0	
39 ARIEX MATERIALS SPDR	8113639.100	2/27/2013	7/15/2013	1,682	-	-	-	0	1,682	-10	0	0	0	0	0	0	0	0	0	0	
40 ARIEX MATERIALS SPDR	8113639.100	2/27/2013	7/15/2013	3,223	-	-	-	0	3,069	56	0	0	0	0	0	0	0	0	0	0	
41 ARIEX MATERIALS SPDR	8113639.100	2/27/2013	7/15/2013	5,177	-	-	-	0	3,356	1,821	0	0	0	0	0	0	0	0	0	0	
42 ARIEX CONSUMER DISCR SPDR	8113639.407	7/22/2010	7/15/2013	1,161	-	-	-	0	1,628	1,031	0	0	0	0	0	0	0	0	0	0	
43 ARIEX HEALTH CARE SPDR	8113639.209	7/22/2010	7/15/2013	4,664	-	-	-	0	3,090	1,519	0	0	0	0	0	0	0	0	0	0	
44 ARIEX HEALTH CARE SPDR	8113639.209	7/22/2010	7/15/2013	5,627	-	-	-	0	3,233	2,334	0	0	0	0	0	0	0	0	0	0	
45 ARIEX ENERGY SELECT SPDR	8113639.506	7/22/2010	7/15/2013	2,236	-	-	-	0	2,016	-220	0	0	0	0	0	0	0	0	0	0	
46 CONSUMER STAPLES SECTOR SPDR	8113639.605	2/27/2013	7/15/2013	2,114	-	-	-	0	1,849	265	0	0	0	0	0	0	0	0	0	0	
47 ARIEX CONSUMER DISCR SPDR	8113639.407	7/22/2010	7/15/2013	6,683	-	-	-	0	6,652	1,031	0	0	0	0	0	0	0	0	0	0	
48 ARIEX CONSUMER DISCR SPDR	8113639.407	7/22/2010	7/15/2013	3,161	-	-	-	0	1,628	1,534	0	0	0	0	0	0	0	0	0	0	
49 ARIEX INDUSTRIAL SPDR	8113639.704	7/22/2010	7/15/2013	4,945	-	-	-	0	3,984	1,119	0	0	0	0	0	0	0	0	0	0	
50 ARIEX TECHNOLOGY SELECT SPDR	8113639.506	2/27/2013	7/15/2013	3,118	-	-	-	0	3,356	162	0	0	0	0	0	0	0	0	0	0	
51 ARIEX ENERGY SELECT SPDR	8113639.506	7/22/2010	7/15/2013	4,091	-	-	-	0	2,659	1,432	0	0	0	0	0	0	0	0	0	0	
52 ARIEX FINANCIAL SELECT SPDR	8113639.605	7/22/2010	7/15/2013	6,019	-	-	-	0	5,272	572	0	0	0	0	0	0	0	0	0	0	
53 ARIEX FINANCIAL SELECT SPDR	8113639.605	7/22/2010	7/15/2013	6,619	-	-	-	0	4,634	1,985	0	0	0	0	0	0	0	0	0	0	
54 ARIEX INDUSTRIAL SPDR	8113639.704	7/22/2010	7/15/2013	1,428	-	-	-	0	1,298	127	0	0	0	0	0	0	0	0	0	0	
55 ARIEX INDUSTRIAL SPDR	8113639.704	7/22/2010	7/15/2013	1,161	-	-	-	0	8,916	1,589	0	0	0	0	0	0	0	0	0	0	
56 ARIEX TECHNOLOGY SELECT SPDR	8113639.803	2/27/2013	7/15/2013	8,147	-	-	-	0	8,522	-347	0	0	0	0	0	0	0	0	0	0	
57 ARIEX TECHNOLOGY SELECT SPDR	8113639.803	8/17/2008	7/15/2013	8,147	-	-	-	0	917	866	0	0	0	0	0	0	0	0	0	0	
58 WELLS FARGO ADV INTL BONDS #4	904.988.552	7/22/2010	7/15/2013	2,273	-	-	-	0	1,813	-876	0	0	0	0	0	0	0	0	0	0	
59 WELLS FARGO ADV INTL BONDS #4	904.988.552	7/22/2010	7/15/2013	1,621	-	-	-	0	2,438	-676	0	0	0	0	0	0	0	0	0	0	
60 VANGUARD FUND DEVELOPED EFT	92194.385	2/27/2013	7/15/2013	7,652	-	-	-	0	5,489	-51	0	0	0	0	0	0	0	0	0	0	
61 VANGUARD FUND DEVELOPED EFT	92194.385	5/23/2011	7/15/2013	1,345	-	-	-	0	6,859	-755	0	0	0	0	0	0	0	0	0	0	
62 VANGUARD FUND DEVELOPED EFT	92204.285	2/27/2013	7/15/2013	4,811	-	-	-	0	4,287	514	0	0	0	0	0	0	0	0	0	0	
63 VANGUARD FUND DEVELOPED EFT	92204.285	7/27/2011	7/15/2013	1,085	-	-	-	0	21,328	-347	0	0	0	0	0	0	0	0	0	0	
64 VANGUARD FUND DEVELOPED EFT	92204																				

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N A Trust Tax	X	1 W 4th St 4th Floor MAC D4000-0401 Winston Salem	N.C.	27101-3818			TRUSTEE	400	16,445		0

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

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

	Date	Amount
1	1	112
2	5/7/2013	50
3	6/10/2013	163
4	9/9/2013	162
5	12/10/2013	163
6		
7		650

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	55,363
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	55,363