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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

- 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**

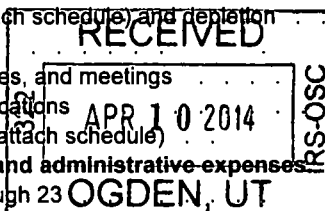
Name of foundation FIELDS, LILLIAN T/U/A			A Employer identification number 95-6945334	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name		Foreign province/state/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) ► \$ 1,385,525		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,483	31,822		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	49,286			
	b Gross sales price for all assets on line 6a 627,576				
	7 Capital gain net income (from Part IV, line 2)		49,286		
	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	81,769	81,108	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	17,885	13,414		4,471
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,143			1,143
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	871	871		
	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. Add lines 13 through 23	19,909	14,285	0	5,624
	25 Contributions, gifts, grants paid	58,985			58,985
26 Total expenses and disbursements. Add lines 24 and 25	78,894	14,285	0	64,609	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,875				
b Net investment income (if negative, enter -0-)		66,823			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	318	4,024	4,024
	2 Savings and temporary cash investments	35,097	43,961	43,961
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,151,591	1,145,218	1,337,543
	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)	1,187,006	1,193,203	1,385,528
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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 ▶ <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	1,187,006	1,193,203	
	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)	1,187,006	1,193,203	
	31 Total liabilities and net assets/fund balances (see instructions)	1,187,006	1,193,203	

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	1,187,006
2 Enter amount from Part I, line 27a	2	2,875
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,761
4 Add lines 1, 2, and 3	4	1,195,642
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,439
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,193,203

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	49,286
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	54,062	1,253,945	0.043114
2011	63,817	1,296,425	0.049225
2010	48,080	1,229,876	0.039093
2009	59,088	1,081,073	0.054657
2008	66,543	1,359,185	0.048958

2	Total of line 1, column (d)	2	0.235047
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	0.047009
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,340,396
5	Multiply line 4 by line 3	5	63,011
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	668
7	Add lines 5 and 6	7	63,679
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	64,609

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	668	
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	668	
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	668	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	538	
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	538	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	130	
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
1b 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
1c 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
4b 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		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

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

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

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

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

5b

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	17,885		

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	1,317,599
b	Average of monthly cash balances	1b	43,209
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,360,808
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	1,360,808
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,412
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,340,396
6	Minimum investment return. Enter 5% of line 5	6	67,020

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	67,020
2a	Tax on investment income for 2013 from Part VI, line 5	2a	668
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	668
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,352
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	66,352
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	66,352

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	64,609
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	64,609
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	668
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,941

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				66,352
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			36,554	
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: ► \$ 64,609				
a Applied to 2012, but not more than line 2a			36,554	
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				28,055
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				38,297
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	58,985
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	32,483	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	49,286	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		81,769	0
13	Total. Add line 12, columns (b), (d), and (e)				81,769	81,769

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

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

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

Recipient(s) paid during the year

Name

AMERICAN RED CROSS

Street

2025 E STREET NW

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,655

Name

THE FOUNDATION FOR AIDS RESEARCH

Street

120 WALL STREET FL 13

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

24,591

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

6,148

Name

UNIVERSITY OF CALIFORNIA

Street

PO BOX 60000

City

SAN FRANCISCO

State

CA

Zip Code

94160-3706

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

24,591

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

Check "X" to include in Part IV		Amount		Totals		Capital Gains/Losses		Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Long Term CG Distributions	Short Term CG Distributions	4,997						627,576		578,280		49,286	
		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		2/7/2013	6,224	6,360				0	-136
2	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		7/15/2013	918	964				0	-46
3	X	TAXABLE INTERMEDIATE TER	999708902			10/20/2008		7/15/2013	8,305	8,296				9	9
4	X	AOR MANAGED FUTURES STI	00203H859			7/17/2013		10/14/2013	12,478	12,677				0	-199
5	X	TAXABLE TOTAL RETURN BO	891283912			2/7/2011		2/7/2013	8,922	8,926				0	-4
6	X	CORE EQUITY FUND	140995127			2/7/2013		7/15/2013	10,650	10,166				0	484
7	X	CORE EQUITY FUND	140995127			2/7/2013		12/13/2013	1,540	1,468				0	72
8	X	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		7/15/2013	6,634	6,915				0	-281
9	X	CORE EQUITY FUND	140995127			4/30/2010		12/13/2013	3,321	2,775				0	546
10	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2008		7/15/2013	679	674				0	5
11	X	TAXABLE SHORT-TERM BOND	999612906			4/30/2010		7/15/2013	3,452	3,559				0	-107
12	X	TAXABLE INTERMEDIATE TER	999708902			2/15/2012		2/7/2013	337	344				0	-7
13	X	TAXABLE INTERMEDIATE TER	999708902			3/7/2012		2/7/2013	3,420	3,486				0	-66
14	X	CREDIT SUISSE COMM RET S	22544R305			9/9/2011		10/14/2013	4,942	4,942				0	-1,306
15	X	CREDIT SUISSE COMM RET S	22544R305			11/23/2010		10/14/2013	7,176	8,731				0	-1,555
16	X	DIAMOND HILL LONG-SHORT	25264S833			8/17/2012		7/15/2013	1,889	1,726				0	163
17	X	DIAMOND HILL LONG-SHORT	25264S833			5/4/2010		7/15/2013	30,851	23,313				0	7,538
18	X	DREYFUS EMG MKT DEBT LO	261980494			9/9/2011		2/7/2013	12,485	11,816				0	669
19	X	DREYFUS EMG MKT DEBT LO	261980494			9/9/2011		10/14/2013	9,073	9,308				0	-235
20	X	DREYFUS EMG MKT DEBT LO	261980494			3/2/2012		10/14/2013	2,620	2,663				0	-43
21	X	DREYFUS EMG MKT DEBT LO	261980494			8/17/2012		10/14/2013	5,446	5,541				0	-95
22	X	DREYFUS EMG MKT DEBT LO	261980494			2/9/2011		10/14/2013	3,010	3,048				0	-38
23	X	GATEWAY FUND - Y #1986	367829884			8/17/2012		7/15/2013	32,314	31,624				0	690
24	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/15/2013	21,875	21,579				0	296
25	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2009		2/7/2013	517	633				0	-116
26	X	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		2/7/2013	12,304	15,430				0	-3,126
27	X	HUSSMAN STRATEGIC GROW	448108100			2/9/2011		2/7/2013	8,779	10,000				0	-1,221
28	X	HUSSMAN STRATEGIC GROW	448108100			5/3/2011		2/7/2013	921	1,072				0	-151
29	X	HUSSMAN STRATEGIC GROW	448108100			2/17/2012		2/7/2013	3,930	4,457				0	-527
30	X	HUSSMAN STRATEGIC GROW	448108100			3/2/2012		2/7/2013	3,291	3,692				0	-401
31	X	ISHARES MSCI EAFE	464287465			5/7/2009		2/7/2013	2,082	1,626				0	456
32	X	ISHARES MSCI EAFE	464287465			12/31/2009		2/7/2013	68,511	65,946				0	2,565
33	X	ISHARES MSCI EAFE	464287465			2/22/2010		2/7/2013	72,172	66,194				0	5,978
34	X	ISHARES MSCI EAFE	464287465			4/30/2010		2/7/2013	20,571	19,520				0	1,051
35	X	ISHARES S&P MIDCAP 400 GF	464287606			2/7/2013		7/15/2013	5,024	4,553				0	471
36	X	ISHARES S&P MIDCAP 400 G	464287606			3/2/2012		12/6/2013	2,926	2,219				0	707
37	X	ISHARES S&P MIDCAP 400 G	464287606			8/15/2012		12/6/2013	1,170	871				0	299
38	X	ISHARES S&P MIDCAP 400 VA	464287705			9/7/2011		7/15/2013	6,407	4,377				0	2,030
39	X	ISHARES S&P MIDCAP 400 VI	464287705			9/7/2011		7/15/2013	2,282	1,459				0	823
40	X	MERGER FD SH BEN INT #260	589509108			2/9/2011		7/15/2013	337	336				0	1
41	X	ISHARES CORE S&P SMALL-C	464287804			2/7/2011		12/6/2013	22,436	19,014				0	3,422
42	X	ISHARES CORE S&P SMALL-C	464287804			2/7/2012		10/14/2013	2,113	1,549				0	564
43	X	ISHARES CORE S&P SMALL-C	464287804			3/2/2012		12/6/2013	3,744	2,582				0	1,162
44	X	MERGER FD SH BEN INT #260	589509108			3/2/2012		7/15/2013	1,873	1,840				0	33
45	X	MERGER FD SH BEN INT #260	589509108			5/4/2010		7/15/2013	11,623	11,398				0	225
46	X	ASG GLOBAL ALTERNATIVES	638721885			10/17/2013		12/6/2013	2,042	1,993				0	49
47	X	ASG GLOBAL ALTERNATIVES	638721885			7/17/2013		12/6/2013	163	158				0	5
48	X	PIMCO FOREIGN BD FD USD	693390882			9/9/2011		7/15/2013	2,439	2,430				0	9
49	X	PIMCO FOREIGN BD FD USD	693390882			9/9/2011		7/15/2013	1,788	1,817				0	-29
50	X	AMX MATERIALS SPDR	81369Y100			2/7/2013		7/15/2013	3,325	3,266				0	59
51	X	AMX MATERIALS SPDR	81369Y100			2/7/2013		12/6/2013	2,299	2,046				0	253
52	X	AMX HEALTH CARE SPDR	81369Y209			8/15/2012		2/7/2013	1,771	1,592				0	179
53	X	AMX HEALTH CARE SPDR	81369Y209			4/30/2010		2/7/2013	3,412	2,478				0	934
54	X	AMX HEALTH CARE SPDR	81369Y209			4/30/2010		7/15/2013	6,025	3,795				0	2,230
55	X	CONSUMER STAPLES SECTO	81369Y308			2/7/2013		7/15/2013	2,940	2,851				0	89
56	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		7/15/2013	5,011	3,377				0	1,634
57	X	AMX CONSUMER DISCR SPT	81369Y407			2/7/2013		7/15/2013	7,758	6,561				0	1,197
58	X	AMX CONSUMER DISCR SPT	81369Y407			4/30/2010		7/15/2013	2,745	1,636				0	1,109
59	X	AMX CONSUMER DISCR SPT	81369Y407			4/30/2010		12/6/2013	2,018	1,103				0	915
60	X	AMX ENERGY SELECT SPDR	81369Y506			2/7/2013		7/15/2013	4,255	4,059				0	196
61	X	AMX ENERGY SELECT SPDR	81369Y506			4/30/2010		7/15/2013	3,846	2,843				0	1,003
62	X	AMX FINANCIAL SELECT SPDR	81369Y605			4/30/2010		7/15/2013	4,771	4,480				0	291
63	X	AMX FINANCIAL SELECT SPDR	81369Y605			10/15/2013		7/15/2013	1,623	1,545				0	78
64	X	AMX INDUSTRIAL SPDR	81369Y704			2/7/2013		7/15/2013	2,050	1,867				0	183
65	X	AMX INDUSTRIAL SPDR	81369Y704			4/30/2010		7/15/2013	4,367	3,271				0	1,096
66	X	AMX TECHNOLOGY SELECT	81369Y803			8/15/2012		7/15/2013	3,323	3,141				0	182

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 Base and Expenses		Net Gain or Loss	
Short Term CG Distributions										4,997		Capital Gains/Losses		627,576		578,290		49,286	
												Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
69	X AMEX TECHNOLOGY SELECT	81369Y803			2/7/2013		7/15/2013	10,830	10,031				0	799					
70	X AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		7/15/2013	4,345	3,239				0	1,106					
71	X AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		10/14/2013	2,884	2,120				0	764					
72	X AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		12/6/2013	2,298	1,572				0	726					
73	X VANGUARD FTSE DEVELOPE	921943858			2/7/2013		7/15/2013	6,110	5,922				0	188					
74	X VANGUARD FTSE DEVELOPE	921943858			2/7/2013		10/14/2013	8,173	7,367				0	806					
75	X VANGUARD FTSE DEVELOPE	921943858			2/7/2013		12/6/2013	4,052	3,611				0	441					
76	X VANGUARD FTSE EMERGING	922042858			2/23/2011		10/14/2013	2,746	3,113				0	-367					
77	X VANGUARD FTSE EMERGING	922042858			2/7/2013		10/14/2013	19,092	19,877				0	-785					
78	X WELLS FARGO ADV INTL BON	94985D582			2/9/2011		2/7/2013	2,843	2,826				0	17					
79	X WELLS FARGO ADV INTL BON	94985D582			2/9/2011		7/15/2013	1,369	1,430				0	-61					
80	X WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		2/7/2013	12,754	12,687				0	67					
81	X WELLS FARGO ADV HI INC-IN	949917538			2/9/2011		2/7/2013	1,441	1,400				0	41					
82	X WELLS FARGO ADV HI INC-IN	949917538			5/3/2011		2/7/2013	1,428	1,402				0	26					
83	X WELLS FARGO ADV HI INC-IN	949917538			8/17/2012		2/7/2013	857	841				0	16					
84	X WELLS FARGO ADV HI INC-IN	949917538			7/17/2013		12/6/2013	1,442	1,440				0	2					
85	X TAXABLE TOTAL RETURN BO	991283912			3/7/2012		2/7/2013	567	581				0	-14					
86	X CTF SHORT TERM LOSS								4,769					-4,769					
87	X CTF LONG TERM GAIN							10,246						10,246					

Long Term CG Distributions
Short Term CG Distributions

Amount

4,997

Capital Gains/Losses

Other sales

Gross Sales

627,576

Cost, Other Basis and Expenses

578,290

Net Gain or Loss

49,286

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

		1,143	0	0	1,143
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,143			1,143

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

		871	871	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	871	871		

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

		10	0	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	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	SEE ATTACHED		1,151,591	1,145,218	1,337,543
2	MERGER FD SH BEN INT 260		0	26,364	26,827
3	PIMCO FOREIGN BD FD USD H-INST 103		0	6,806	6,668
4	CONSUMER STAPLES SECTOR SPDR TR		0	9,796	15,086
5	AMEX FINANCIAL SELECT SPDR		0	17,107	23,718
6	AMEX MATERIALS SPDR		0	3,483	4,622
7	AMEX TECHNOLOGY SELECT SPDR		0	17,853	27,305
8	AMEX ENERGY SELECT SPDR		0	9,203	13,808
9	TAXABLE SHORT-TERM BOND FUND		0	33,238	32,811
10	TAXABLE INTERMEDIATE TERM BD FD		0	51,705	51,867
11	TAXABLE TOTAL RETURN BOND FUND		0	50,767	51,733
12	FID ADV EMER MKTS INC- CL I 607		0	20,549	20,053
13	ISHARES TR SMALLCAP 600 INDEX FD		0	49,230	78,464
14	ISHARES S&P MIDCAP 400 VALUE		0	23,532	40,564
15	ISHARES S&P MIDCAP 400 GROWTH		0	34,808	60,527
16	AMEX INDUSTRIAL SPDR		0	10,595	17,298
17	AMEX HEALTH CARE SPDR		0	9,409	16,632
18	AMEX CONSUMER DISCR SPDR		0	9,820	19,448
19	CAPITAL PARTNERS CORE EQUITY FUND		0	58,705	73,088
20	DREYFUS EMG MKT DEBT LOC C-I 6083		0	48,517	46,804
21	DRIEHAUS ACTIVE INCOME FUND		0	41,155	41,322
22	ASG GLOBAL ALTERNATIVES-Y 1993		0	53,302	52,840
23	WELLS FARGO INTL ADV FUND-IS 4705		0	7,111	6,697
24	VANGUARD REIT VIPER		0	38,587	53,456
25	AQR MANAGED FUTURES STR-I		0	14,052	14,661
26	VANGUARD EMERGING MARKETS ETF		0	128,550	139,794
27	SPDR DJ WILSHIRE INTERNATIONAL REA		0	46,222	53,972
28	VANGUARD EUROPE PACIFIC ETF		0	135,126	155,967
29	ROBECO BP LNG/SHRT RES-INS		0	40,087	43,427
30	DIAMOND HILL LONG-SHORT FD CL I 11		0	21,607	28,742
31	WELLS FARGO ADV HI INC-INS 3110		0	63,713	65,581
32	CREDIT SUISSE COMM RT ST-CO 2156		0	64,219	53,761

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

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

1	COST BASIS ADJUSTMENT	1	85
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,216
3	FEDERAL EXCISE TAX REFUND	3	460
4	Total	4	5,761

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,874
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	2
3	PY RETURN OF CAPITAL ADJUSTMENT	3	563
4	Total	4	2,439

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

Long Term CG Distributions		Amount	4,997	0	622,579		0	578,290		44,289	0	F M V as of 12/31/09		Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	0	44,289		0	Gains Minus Excess of FMV Over Adjusted Basis of Losses		44,289
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis of Losses		44,289	0	Gains Minus Excess of FMV Over Adjusted Basis of Losses		44,289	
1	TAXABLE INTERMEDIATE TERM BD FD	989708602		4/28/2011	2/7/2013	6,224			6,360	-136					-136							
2	TAXABLE INTERMEDIATE TERM BD FD	989708602		4/28/2011	2/7/2013	8,18			8,24	-6					-6							
3	TAXABLE INTERMEDIATE TERM BD FD	989708602		10/20/2008	7/15/2013	8,305			8,236	69					69							
4	FOR MANAGED FUTURES STRI #1521300203H59			7/17/2011	10/14/2013	12,478			12,877	-199					-199							
5	TAXABLE TOTAL RETURN BOND FUND	981283912		2/7/2011	2/7/2013	8,922			8,925	-3					-3							
6	CORE EQUITY FUND	140955121		2/7/2013	2/7/2013	10,650			10,156	494					494							
7	CORE EQUITY FUND	140955121		2/7/2013	2/7/2013	1,540			1,468	72					72							
8	TAXABLE TOTAL RETURN BOND FUND	981283912		2/7/2011	7/15/2013	6,534			6,915	-281					-281							
9	TAXABLE TOTAL RETURN BOND FUND	140955121		4/30/2010	12/13/2013	3,321			2,775	546					546							
10	TAXABLE SHORT-TERM BOND FUND	981283912		2/7/2011	7/15/2013	6,719			6,714	5					5							
11	TAXABLE INTERMEDIATE TERM BD FD	989708602		4/30/2010	7/15/2013	3,452			3,559	-107					-107							
12	TAXABLE INTERMEDIATE TERM BD FD	989708602		2/7/2012	2/7/2013	337			344	-7					-7							
13	CREDIT SUISSE COMM RET ST-#715822544R305			9/9/2011	2/7/2013	3,420			3,488	-68					-68							
14	CREDIT SUISSE COMM RET ST-#715822544R305			9/9/2011	10/14/2013	4,942			4,248	694					694							
15	DIAMOND HILL LONG-SHORT FD CL I #25264S533			11/23/2010	10/14/2013	7,176			8,731	-1,555					-1,555							
16	DIAMOND HILL LONG-SHORT FD CL I #25264S533			5/4/2010	2/7/2013	1,889			1,728	163					163							
17	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		9/9/2011	7/15/2013	30,851			23,313	7,538					7,538							
18	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		9/9/2011	2/7/2013	12,485			11,816	669					669							
19	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		9/9/2011	10/14/2013	9,073			8,308	765					765							
20	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		3/2/2012	10/14/2013	2,620			2,653	-33					-33							
21	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		8/17/2012	10/14/2013	5,448			5,541	-93					-93							
22	DREYFUS EMG MKT DEBT LOC C1-#608	281980494		2/6/2011	10/14/2013	3,010			3,048	-38					-38							
23	GATEWAY FUND - Y #1988	387829884		8/17/2012	7/15/2013	32,314			31,624	690					690							
24	GATEWAY FUND - Y #1988	387829884		2/1/2013	7/15/2013	21,875			21,579	296					296							
25	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/1/2009	2/7/2013	517			633	-116					-116							
26	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/1/2009	2/7/2013	12,304			15,430	-3,126					-3,126							
27	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/6/2011	2/7/2013	8,778			10,000	-1,221					-1,221							
28	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/3/2011	2/7/2013	921			1,072	-151					-151							
29	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/2/2012	2/7/2013	3,930			4,457	-527					-527							
30	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/2/2012	2/7/2013	3,291			3,692	-401					-401							
31	ISHARES MSCI EAFE	464287465		1/23/2009	2/7/2013	2,092			1,628	464					464							
32	ISHARES MSCI EAFE	464287465		2/2/2010	2/7/2013	88,511			65,546	22,965					22,965							
33	ISHARES MSCI EAFE	464287465		4/30/2010	2/7/2013	72,172			66,194	5,978					5,978							
34	ISHARES MSCI EAFE	464287465		2/7/2012	7/15/2013	5,024			19,520	-14,496					-14,496							
35	ISHARES S&P MID-CAP 400 GROWTH	464287606		3/2/2012	12/6/2013	2,928			4,553	-1,625					-1,625							
36	ISHARES S&P MID-CAP 400 GROWTH	464287606		8/15/2012	12/6/2013	1,170			2,219	-1,049					-1,049							
37	ISHARES S&P MID-CAP 400 GROWTH	464287606		9/7/2011	7/15/2013	6,407			4,377	2,030					2,030							
38	ISHARES S&P MID-CAP 400 VALUE	464287705		2/6/2011	12/6/2013	2,282			1,459	823					823							
39	MERGER FD SH BEN INT #260	589509108		2/6/2011	7/15/2013	337			336	1					1							
40	ISHARES CORE S&P SMALL-CAP E	464287804		2/7/2011	2/7/2013	22,438			19,014	3,422					3,422							
41	ISHARES CORE S&P SMALL-CAP E	464287804		2/7/2011	12/6/2013	2,460			1,626	834					834							
42	ISHARES CORE S&P SMALL-CAP E	464287804		3/2/2012	10/14/2013	2,113			1,549	564					564							
43	ISHARES CORE S&P SMALL-CAP E	464287804		3/2/2012	12/6/2013	3,744			2,582	1,162					1,162							
44	ISHARES CORE S&P SMALL-CAP E	464287804		3/2/2012	7/15/2013	1,873			1,840	33					33							
45	MERGER FD SH BEN INT #260	589509108		5/4/2012	7/15/2013	11,623			11,398	225					225							
46	MERGER FD SH BEN INT #260	589509108		10/17/2013	12/6/2013	2,042			1,993	49					49							
47	ASG GLOBAL ALTERNATIVES-Y #1993	638771855		7/17/2013	12/6/2013	163			158	5					5							
48	ASG GLOBAL ALTERNATIVES-Y #1993	638771855		9/9/2011	7/15/2013	2,439			2,430	9					9							
49	PIMCO FOREIGN BD FD USD H-INST #1	683390862		9/9/2011	7/15/2013	1,788			1,817	-29					-29							
50	PIMCO FOREIGN BD FD USD H-INST #1	683390862		2/7/2013	7/15/2013	3,325			3,266	59					59							
51	AMEX MATERIALS SPDR	81369Y100		2/7/2013	12/6/2013	2,289			2,046	253					253							
52	AMEX MATERIALS SPDR	81369Y100		8/15/2012	2/7/2013	1,771			1,592	179					179							
53	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	2/7/2013	3,412			2,785	627					627							
54	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	7/15/2013	6,025			2,651	3,374					3,374							
55	AMEX HEALTH CARE SPDR	81369Y209		2/7/2013	7/15/2013	5,011			3,377	1,634					1,634							
56	CONSUMER STAPLES SECTOR SPDR	81369Y308		4/30/2010	7/15/2013	7,588			6,561	1,027					1,027							
57	CONSUMER STAPLES SECTOR SPDR	81369Y308		2/7/2013	7/15/2013	2,745			1,938	807					807							
58	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	7/15/2013	2,018			1,103	915					915							
59	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	12/6/2013	4,255			4,059	196					196							
60	AMEX CONSUMER DISCR SPDR	81369Y407		2/7/2013	7/15/2013	3,846			2,843	1,003					1,003							
61	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	7/15/2013	4,771			4,480	291					291							
62	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	7/15/2013	7,087			5,752	1,335					1,335							
63	AMEX FINANCIAL SELECT SPDR	81369Y605		10/15/2013	12/6/2013	1,623			1,545	78					78							
64	AMEX FINANCIAL SELECT SPDR	81369Y605		2/7/2013	7/15/2013	2,050			1,967	83					83							
65	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	7/15/2013	4,367			3,271	1,096					1,096							
66	AMEX INDUSTRIAL SPDR	81369Y704		2/7/2013	7/15/2013	3,323			3,141	182					182							
67	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	7/15/2013	10,830			10,031	799					799							
68	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	7/15/2013	4,345			3,239	1,106					1,106							
69	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	12/6/2013	2,884			2,120	764					764							
70	AMEX TECHNOLOGY SELECT SPDR	81369Y803		4/30/2010	12/6/2013	2,298			1,572	726					726							
71	AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/7/2013	7/15/2013	6,110			5,922	188					188							
72	VANGUARD FTSE DEVELOPED ETF	921843558		2/7/2013	10/14/2013	8,173			7,367	806					806							
73	VANGUARD FTSE DEVELOPED ETF	921843558		2/7/2013	12/6/2013	4,052			3,811	241					241							
74	VANGUARD FTSE DEVELOPED ETF	921843558		2/23/2011	10/14/2013	2,746			3,113	-367					-367							
75	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	10/14/2013	19,092																

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Long Term CG Distributions		Short Term CG Distributions		Amount		4,997		0		622,579		0		578,290		44,289		0		0		Gain Minus Excess of FMV Over Basis or Losses		44,289	

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
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-04	Winston Salem	NC	27101-3818		TRUSTEE	4 00	17,885		
17,885										0	0	

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

	Date		Amount
1 Credit from prior year return		1	538
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	538

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	36,554
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	36,554