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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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

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 2/1/2013, and ending 1/31/2014

Name of foundation
BROOK TROUT CHARITABLE TRUST

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

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

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

A Employer identification number
25-6612896

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

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
line 16) **\$** 2,566,135 (Part I, column (d) must be on cash basis) ☐ 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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,709	46,372		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,722			
	b Gross sales price for all assets on line 6a 1,364,304				
	7 Capital gain net income (from Part IV, line 2)		62,722		
	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	110,431	109,094	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	32,727	24,545		8,182
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,026	1,026		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	34,353	25,571	0	8,782
	25 Contributions, gifts, grants paid	104,000			104,000
26 Total expenses and disbursements. Add lines 24 and 25	138,353	25,571	0	112,782	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-27,922				
b Net investment income (if negative, enter -0-)		83,523			
c Adjusted net income (if negative, enter -0-)			0		

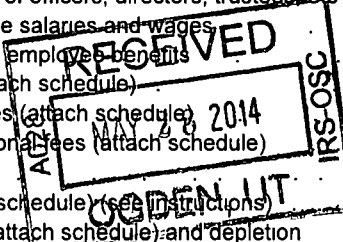
For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

HTA

POSTMARK DATE MAY 23 2014

SCANNED MAY 28 2014



1/10/12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	85,515	344,562	344,562
	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)	2,200,763	1,914,412	2,221,573
	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)	2,286,278	2,258,974	2,566,135
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	2,286,278	2,258,974	
	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)	2,286,278	2,258,974	
	31 Total liabilities and net assets/fund balances (see instructions)	2,286,278	2,258,974	

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	2,286,278
2 Enter amount from Part I, line 27a	2	-27,922
3 Other increases not included in line 2 (itemize) ▶ Federal Excise Tax Refund	3	2,678
4 Add lines 1, 2, and 3	4	2,261,034
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,060
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,258,974

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	62,722
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	112,571	2,372,140	0.047455
	2011	109,963	2,400,239	0.045813
	2010	103,699	2,315,199	0.044791
	2009	111,015	2,053,670	0.054057
	2008	124,428	2,254,801	0.055184

2 Total of line 1, column (d)	2	0.247300
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	0.049460
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,512,001
5 Multiply line 4 by line 3	5	124,244
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	835
7 Add lines 5 and 6	7	125,079
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	112,782

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		1,670
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		1,670
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1,670
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,881	
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		2,881
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,211
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,211 Refunded 0	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) PA		
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 General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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

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

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	32,727		

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,455,172
b	Average of monthly cash balances	1b	95,083
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,550,255
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,550,255
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	38,254
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,512,001
6	Minimum investment return. Enter 5% of line 5	6	125,600

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	125,600
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,670
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,670
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,930
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	123,930
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	123,930

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	112,782
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	112,782
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,782

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				123,930
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			104,809	
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 ▶ \$ <u>112,782</u>				
a Applied to 2012, but not more than line 2a			104,809	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				7,973
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				115,957
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 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	104,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					
		Unrelated business income		Excluded by section 512, 513, or 514	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
		(e) Related or exempt function income (See instructions)			
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	47,709
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	62,722
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		110,431
13	Total. Add line 12, columns (b), (d), and (e)				13
					110,431

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|---|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1a |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

John A. Silvestri SVP Wells Fargo Bank N A
Signature of officer or trustee

5/14/2014
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

JOSEPH J CASTRIANO

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MASONIC HOMES ASSOCIATION

Street

1 MASONIC DRIVE

City

ELIZABETHTOWN

State

PA

Zip Code

17022-2199

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

52,000

Name

PILGRIM CHAPTER ORDER OF DEMOLAY

Street

10200 NW AMBASSADOR DR

City

KANSAS CITY

State

MO

Zip Code

64153

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

BETHEL #19 MECHANICSBURG JOB'S DAUGHTER

Street

233 W 6TH STREET

City

PAPILLION

State

NE

Zip Code

68046

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,500

Name

CHILDRENS DYSLEXIA CENTERS INC

Street

290 CRAMER CREEK CT

City

DUBLIN

State

OH

Zip Code

43017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

MASONIC CHARITIES GRAND LODGE

Street

1 MASOINC DRIVE

City

ELIZABETH

State

PA

Zip Code

17022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,000

Name

PA MASONIC YOUTH FDN

Street

1244 BAINBRIDGE ROAD

City

ELIZABETHTOWN

State

PA

Zip Code

17022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,400

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

Recipient(s) paid during the year

Name

SPECIAL OLYMPICS INC

Street

1325 G STREET NW, SUITE 500

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

600

Name

PENNSYLVANIA DEMOLAY

Street

1244 BAINBRIDGE ROAD

City

ELIZABETHTOWN

State

PA

Zip Code

17022

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals										Net Gain or Loss									
Short Term CG Distributions										21,842		Capital Gains/Losses										Other sales		1,384,304		1,301,582		62,722		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss																	
1	X ALEXION PHARMACEUTICALS	015351109			12/5/2012		7/16/2013	1,385	1,230					155																	
2	X ALEXION PHARMACEUTICALS	015351109			12/5/2012		12/28/2014	1,328	946					382																	
3	X ALLERGAN INC	018490102			2/19/2013		5/13/2013	827	871					-44																	
4	X ALLERGAN INC	018490102			12/5/2012		5/13/2013	3,722	3,336					386																	
5	X ALLERGAN INC	018490102			12/5/2012		6/12/2013	7,435	6,857					578																	
6	X AMAZON.COM INC COM	023135106			12/5/2012		2/19/2013	1,613	1,530					83																	
7	X AMAZON.COM INC COM	023135106			12/5/2012		6/12/2013	2,437	2,298					141																	
8	X AMAZON.COM INC COM	023135106			12/5/2012		7/16/2013	1,839	1,530					309																	
9	X AMAZON.COM INC COM	023135106			12/5/2012		12/28/2014	1,573	1,020					553																	
10	X APPLE INC	037833100			12/5/2012		6/12/2013	5,190	6,610					-1,420																	
11	X APPLE INC	037833100			12/5/2012		7/16/2013	3,864	4,957					-1,093																	
12	X APPLE INC	037833100			12/5/2012		12/28/2014	2,536	2,754					-218																	
13	X ARTISAN INTERNATIONAL FU	04314H204			9/14/2011		2/13/2013	6,471	4,992					1,479																	
14	X ARTISAN INTERNATIONAL FU	04314H204			9/14/2011		7/17/2013	13,123	9,568					3,555																	
15	X ARTISAN INTERNATIONAL FU	04314H204			9/14/2011		10/14/2013	3,884	2,674					1,210																	
16	X ARTISAN INTERNATIONAL FU	04314H204			9/14/2011		12/28/2014	4,690	3,170					1,520																	
17	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		7/17/2013	12,675	11,372					1,303																	
18	X ARTISAN MID CAP FUND-INS	04314H600			2/19/2013		10/14/2013	3,501	2,885					616																	
19	X CATAMARAN CORP	148887102			12/5/2012		7/16/2013	1,082	1,062					20																	
20	X CELANESE CORP	150870103			12/5/2012		12/28/2014	1,337	1,095					242																	
21	X CELGENE CORP COM	151020104			2/19/2013		4/29/2013	1,428	1,202					226																	
22	X CELGENE CORP COM	151020104			12/5/2012		7/22/2013	2,142	1,433					709																	
23	X AQR MANAGED FUTURES STL	00203H859			7/22/2013		10/14/2013	23,986	24,250					-264																	
24	X CELGENE CORP COM	151020104			12/5/2012		7/16/2013	2,285	1,353					932																	
25	X CELGENE CORP COM	151020104			12/5/2012		12/28/2014	1,437	716					721																	
26	X CERNER CORP COM	156782104			2/19/2013		6/12/2013	679	620					59																	
27	X CERNER CORP COM	156782104			12/5/2012		7/16/2013	1,745	1,415					330																	
28	X CERNER CORP COM	156782104			12/5/2012		6/12/2013	1,482	1,179					303																	
29	X CHIPOTLE MEXICAN GRILL IN	169656105			6/12/2013		7/16/2013	1,506	1,454					52																	
30	X CHIPOTLE MEXICAN GRILL IN	169656105			12/5/2012		12/28/2014	1,478	798					678																	
31	X CITRIX SYS INC COM	177376100			2/19/2013		7/16/2013	1,328	1,468					-140																	
32	X CITRIX SYS INC COM	177376100			12/5/2012		11/5/2013	4,882	5,115					-233																	
33	X CITRIX SYS INC COM	177376100			2/19/2013		11/5/2013	1,321	1,688					-367																	
34	X PIMCO FOREIGN BD FD USD	693390882			3/9/2009		7/17/2013	3,257	2,757					500																	
35	X POLARIS INDS INC COM	731068102			12/5/2012		7/16/2013	1,115	895					220																	
36	X PRECISION CASTPARTS COR	740189105			2/19/2013		6/12/2013	2,589	2,223					366																	
37	X PRECISION CASTPARTS COR	740189105			12/5/2012		12/28/2014	863	738					125																	
38	X PRECISION CASTPARTS COR	740189105			12/5/2012		7/16/2013	2,771	2,213					558																	
39	X PRECISION CASTPARTS COR	740189105			12/5/2012		12/28/2014	2,044	1,475					569																	
40	X PRICELINE.COM INC	741503403			2/19/2013		7/16/2013	1,800	1,405					395																	
41	X QUALCOMM INC	747525103			2/19/2013		7/16/2013	1,418	1,507					-89																	
42	X KEELEY SMALL CAP VAL FD C	487300808			7/22/2013		12/28/2014	1,550	1,473					77																	
43	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		12/28/2014	1,424	954					470																	
44	X LAS VEGAS SANDS CORP	517834107			2/19/2013		7/16/2013	657	611					46																	
45	X LAS VEGAS SANDS CORP	517834107			12/5/2012		7/16/2013	1,096	906					190																	
46	X LAS VEGAS SANDS CORP	517834107			12/5/2012		12/28/2014	1,355	821					534																	
47	X ESTEE LAUDER COMPANIES	518439104			2/19/2013		7/16/2013	867	825					42																	
48	X ESTEE LAUDER COMPANIES	518439104			12/5/2012		7/16/2013	467	417					50																	
49	X LAUDUS MONDRIAN INTL FLII	518550655			9/14/2011		12/28/2014	2,581	2,084					497																	
50	X LAUDUS MONDRIAN INTL FLII	518550655			9/14/2011		2/13/2013	3,830	4,312					-482																	
51	X LAUDUS MONDRIAN INTL FLII	518550655			9/14/2011		7/17/2013	2,967	3,462					-495																	
52	X LAUDUS MONDRIAN INTL FLII	518550655			9/14/2011		10/14/2013	1,300	150					-20																	
53	X MERGER FD SH BEN INT #260	589509108			8/10/2012		7/17/2013	1,150	1,143					7																	
54	X MERGER FD SH BEN INT #260	589509108			2/19/2013		7/17/2013	24,225	23,862					363																	
55	X MICROSOFT CORP	594918104			2/19/2013		4/29/2013	555	477					78																	
56	X MICROSOFT CORP	594918104			12/5/2012		4/29/2013	2,219	1,825					394																	
57	X MICROSOFT CORP	594918104			12/5/2012		7/16/2013	1,158	859					299																	
58	X MONDELEZ INTERNATIONAL	609207105			2/19/2013		7/16/2013	1,043	944					99																	
59	X MONDELEZ INTERNATIONAL	609207105			12/5/2012		7/16/2013	566	488					78																	
60	X MONDELEZ INTERNATIONAL	609207105			12/5/2012		12/28/2014	1,314	1,001					313																	
61	X MONSANTO CO NEW	61166W101			2/19/2013		7/16/2013	711	714					-3																	
62	X MONSANTO CO NEW	61166W101			12/5/2012		7/16/2013	1,218	1,079					139																	
63	X MONSANTO CO NEW	61166W101			12/5/2012		12/28/2014	1,405	1,169					236																	
64	X MONSTER BEVERAGE CORP	611740101			4/29/2013		7/16/2013	2,056	1,923					133																	
65	X MONSTER BEVERAGE CORP	611740101			12/9/2013		12/28/2014	1,376	1,261					115																	
66	X ASG GLOBAL ALTERNATIVES	63872T885			10/17/2013		12/28/2014	2,580	2,682					-102																	
67	X ASG GLOBAL ALTERNATIVES	63872T885			7/22/2013		7/22/2014	7,047	7,313					-266																	
68	X NETAPP INC	64110D104			12/5/2012		4/29/2013	4,502	4,286					216																	

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										21,842											
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	ORACLE CORPORATION			2/19/2013		6/27/2013	701	814				0	-113							
70	X	ORACLE CORPORATION			5/13/2013		6/27/2013	1,219	1,353				0	-134							
71	X	ORACLE CORPORATION			5/13/2013		7/16/2013	320	338				0	-18							
72	X	ORACLE CORPORATION			2/19/2012		7/16/2013	1,026	1,021				0	5							
73	X	OPPENHEIMER DEVELOPING			2/19/2013		10/14/2013	22,668	21,432				0	1,236							
74	X	PIMCO TOTAL RET FD-INST #			11/21/2012		2/13/2013	92,996	96,326				0	-3,330							
75	X	PIMCO TOTAL RET FD-INST #			8/10/2012		2/13/2013	28,466	29,154				0	-688							
76	X	PIMCO TOTAL RET FD-INST #			8/10/2012		7/17/2013	1,561	1,650				0	-89							
77	X	PIMCO TOTAL RET FD-INST #			9/19/2008		7/17/2013	11,378	10,989				0	389							
78	X	PIMCO TOTAL RET FD-INST #			10/17/2013		12/8/2014	3,507	3,533				0	-26							
79	X	PIMCO FOREIGN BD FD USD			3/9/2009		2/13/2013	4,803	4,005				0	798							
80	X	ECOLAB INC			12/5/2012		12/8/2014	1,400	1,000				0	400							
81	X	FACEBOOK INC			11/5/2013		12/8/2014	1,368	1,247				0	121							
82	X	FASTENAL CO			2/19/2013		7/16/2013	1,079	1,221				0	-142							
83	X	FEDEX CORPORATION			12/5/2012		2/19/2013	8,047	6,732				0	1,315							
84	X	JP MORGAN MID CAP VALUE			2/19/2013		7/17/2013	7,443	6,686				0	757							
85	X	JP MORGAN MID CAP VALUE			12/17/2010		7/17/2013	8,657	6,030				0	2,627							
86	X	JP MORGAN MID CAP VALUE			10/17/2013		12/8/2014	274	279				0	-5							
87	X	FORTUNE BRANDS HOME & S			4/29/2013		7/16/2013	1,803	1,608				0	195							
88	X	FORTUNE BRANDS HOME & S			4/29/2013		12/8/2014	1,339	1,060				0	279							
89	X	GATEWAY FUND - Y #1986			8/10/2012		7/17/2013	61,319	59,771				0	1,548							
90	X	GATEWAY FUND - Y #1986			2/19/2013		7/17/2013	39,378	39,000				0	378							
91	X	GILEAD SCIENCES INC			6/12/2013		7/16/2013	1,081	977				0	104							
92	X	GOOGLE INC			12/5/2012		7/16/2013	2,749	2,065				0	684							
93	X	GOOGLE INC			12/5/2012		12/8/2014	2,239	1,377				0	862							
94	X	HMS HDGS CORP			4/29/2013		7/16/2013	4,399	4,161				0	238							
95	X	HOME DEPOT INC			4/29/2013		7/16/2013	2,558	2,361				0	197							
96	X	HOME DEPOT INC			4/29/2013		12/8/2014	627	590				0	37							
97	X	HOME DEPOT INC			12/8/2014		12/8/2014	705	607				0	98							
98	X	HUSSMAN STRATEGIC GROW			9/14/2011		2/13/2013	45,379	56,242				0	-10,863							
99	X	HUSSMAN STRATEGIC GROW			2/14/2012		2/13/2013	10,163	11,654				0	-1,491							
100	X	INTERCONTINENTAL EXCHAN			2/19/2013		7/16/2013	726	624				0	102							
101	X	INTERCONTINENTAL EXCHAN			12/5/2012		7/16/2013	3,085	2,219				0	866							
102	X	INTUIT COM			2/19/2013		7/16/2013	777	748				0	29							
103	X	INTUIT COM			12/5/2012		7/16/2013	906	844				0	62							
104	X	INTUIT COM			12/5/2012		12/8/2014	1,323	1,086				0	237							
105	X	INTUITIVE SURGICAL INC			2/19/2013		7/16/2013	420	581				0	-161							
106	X	INTUITIVE SURGICAL INC			12/5/2012		7/16/2013	840	1,046				0	-206							
107	X	ISHARES RUSSELL 2000 GRO			11/19/2012		2/13/2013	43,054	37,462				0	5,592							
108	X	ISHARES RUSSELL 2000 GRO			1/4/2013		2/13/2013	40,886	39,092				0	1,794							
109	X	KALMAR GR WVAL SM CAP F			7/22/2013		10/14/2013	550	506				0	44							
110	X	KALMAR GR WVAL SM CAP F			2/19/2013		10/14/2013	2,047	1,642				0	405							
111	X	KALMAR GR WVAL SM CAP F			2/19/2013		12/8/2014	2,100	1,700				0	400							
112	X	KEELEY SMALL CAP VAL FD			5/10/2012		2/13/2013	1,122	897				0	225							
113	X	KEELEY SMALL CAP VAL FD			12/17/2010		2/13/2013	25,169	19,849				0	5,320							
114	X	KOACH INC			12/5/2012		2/19/2013	4,630	5,480				0	-850							
115	X	KOACH INC			2/19/2013		7/16/2013	1,245	1,166				0	79							
116	X	KOACH INC			12/5/2012		7/16/2013	1,084	1,011				0	73							
117	X	KOACH INC			12/5/2012		12/8/2014	1,321	1,273				0	48							
118	X	WSC PROCEEDS CIA BEBI AM			2/19/2013		32/9/2013	511	658				0	0							
119	X	COMPANHIA DE BEBIDAS-PR			2/19/2013		7/16/2013	912	1,043				0	-147							
120	X	COMPANHIA DE BEBIDAS-PR			12/5/2012		7/16/2013	5,971	7,289				0	-131							
121	X	CONCHO RESOURCES INC			12/5/2012		8/21/2013	1,369	1,155				0	-1,328							
122	X	COSTCO WHOLESALE CORP			12/5/2012		12/8/2014	1,353	963				0	214							
123	X	COSTCO WHOLESALE CORP			12/5/2012		4/29/2013	2,393	2,325				0	68							
124	X	COSTCO WHOLESALE CORP			12/5/2012		7/16/2013	1,164	1,057				0	107							
125	X	COSTCO WHOLESALE CORP			12/5/2012		12/8/2013	5,229	4,543				0	686							
126	X	CREDIT SUISSE COMM RET S			2/19/2013		12/9/2013	851	713				0	138							
127	X	CREDIT SUISSE COMM RET S			9/14/2011		10/14/2013	23,793	29,919				0	-6,126							
128	X	DANAHER CORP			12/5/2012		7/16/2013	1,153	909				0	244							
129	X	DANAHER CORP			12/5/2012		12/8/2014	1,353	963				0	390							
130	X	DIAGEO PLC - ADR			12/5/2012		7/16/2013	2,793	2,754				0	39							
131	X	DIAMOND HILL LONG-SHORT			8/10/2012		2/13/2013	6,804	6,151				0	653							
132	X	DIAMOND HILL LONG-SHORT			4/10/2011		7/17/2013	86,518	65,267				0	21,251							
133	X	DIAMOND HILL LONG-SHORT			8/10/2012		7/17/2013	20,365	17,200				0	3,165							
134	X	THE DIRECTV GROUP HOLDIN			6/12/2013		7/16/2013	1,821	1,681				0	140							
135	X	THE DIRECTV GROUP HOLDIN			6/12/2013		12/8/2014	1,310	1,140				0	170							
136	X	DODGE & COX INTL STOCK F			9/14/2011		2/13/2013	8,113	6,657				0	1,456							

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										21,842		Capital Gains/Losses Other sales		1,364,304		1,301,582		62,722	
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					
137	X DODGE & COX INT'L STOCK F	256206103			9/14/2011	7/17/2013	7/17/2013	11,930	9,283				0	2,647					
138	X DODGE & COX INT'L STOCK F	256206103			9/14/2011	10/14/2013	10/14/2013	6,573	4,746				0	1,827					
139	X DODGE & COX INT'L STOCK F	256206103			9/14/2011	12/8/2014	12/8/2014	3,578	2,567				0	1,011					
140	X DREYFUS EMG MKT DEBT LO	261980494			5/25/2011	2/13/2013	2/13/2013	684	657				0	27					
141	X DREYFUS EMG MKT DEBT LO	261980494			8/10/2012	2/13/2013	2/13/2013	11,436	10,775				0	661					
142	X DREYFUS EMG MKT DEBT LO	261980494			12/17/2010	2/13/2013	2/13/2013	11,983	11,051				0	932					
143	X DREYFUS EMG MKT DEBT LO	261980494			2/19/2013	10/14/2013	10/14/2013	36,731	36,911				0	-180					
144	X DODGE & COX INCOME FD CQ	256210105			2/19/2013	7/17/2013	7/17/2013	23,414	23,950				0	-536					
145	X DODGE & COX INCOME FD CQ	256210105			2/19/2013	12/8/2014	12/8/2014	5,157	5,225				0	-68					
146	X DREYFUS EMG MKT DEBT LO	261980494			2/14/2012	10/14/2013	10/14/2013	1,209	1,214				0	-5					
147	X DRIEHAUS ACTIVE INCOME F	262028855			7/22/2013	12/8/2014	12/8/2014	12,365	12,319				0	46					
148	X ECOLAB INC	278865100			2/19/2013	7/16/2013	7/16/2013	728	605				0	123					
149	X ECOLAB INC	278865100			12/5/2012	7/16/2013	7/16/2013	819	643				0	176					
150	X QUALCOMM INC	747525103			12/5/2012	12/8/2014	12/8/2014	1,110	1,150				0	-40					
151	X QUALCOMM INC	747525103			12/5/2012	1/28/2014	1/28/2014	1,584	1,405				0	179					
152	X ROBECO BP LNG/SHRT RES-I	74925K581			10/17/2013	12/8/2014	12/8/2014	202	196				0	6					
153	X ROBECO BP LNG/SHRT RES-I	74925K581			12/5/2012	7/16/2013	7/16/2013	15,698	14,773				0	925					
154	X RACKSPACE HOSTING INC	750086100			12/5/2012	4/29/2013	4/29/2013	6,248	8,742				0	-2,494					
155	X RALPH LAUREN CORP	751212101			2/19/2013	7/16/2013	7/16/2013	899	887				0	12					
156	X RALPH LAUREN CORP	751212101			12/5/2012	7/16/2013	7/16/2013	360	307				0	53					
157	X RALPH LAUREN CORP	751212101			12/5/2012	11/5/2013	11/5/2013	5,647	5,070				0	577					
158	X RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011	2/13/2013	2/13/2013	7,131	6,593				0	538					
159	X RIDGEWORTH SEIX HY BD-I #	76628T645			8/10/2012	2/13/2013	2/13/2013	10,904	10,508				0	396					
160	X RIDGEWORTH SEIX HY BD-I #	76628T645			9/14/2011	2/13/2013	2/13/2013	3,181	2,938				0	243					
161	X RIDGEWORTH SEIX HY BD-I #	76628T645			7/22/2013	12/8/2014	12/8/2014	26,856	27,925				0	-1,069					
162	X RIDGEWORTH SEIX HY BD-I #	76628T645			10/17/2013	1/28/2014	1/28/2014	1,996	2,055				0	-59					
163	X RIDGEWORTH SEIX HY BD-I #	76628T645			9/14/2011	12/8/2014	12/8/2014	31,261	30,049				0	1,212					
164	X SPDR DJ WILSHIRE INTERNA	78463X863			2/13/2013	10/14/2013	10/14/2013	942	919				0	23					
165	X SANDISK CORP COM	80004C101			2/19/2013	7/16/2013	7/16/2013	1,013	880				0	133					
166	X SANDISK CORP COM	80004C101			12/5/2012	7/16/2013	7/16/2013	536	360				0	176					
167	X SANDISK CORP COM	80004C101			12/5/2012	12/8/2014	12/8/2014	1,323	760				0	563					
168	X SCHLUMBERGER LTD	806857108			12/5/2012	7/16/2013	7/16/2013	1,066	1,004				0	62					
169	X SCHLUMBERGER LTD	806857108			12/5/2012	12/8/2014	12/8/2014	1,316	1,076				0	240					
170	X STARBUCKS CORP COM	855244109			2/19/2013	7/16/2013	7/16/2013	1,107	873				0	234					
171	X STERICYCLE INC COM	858812108			2/19/2013	7/16/2013	7/16/2013	1,156	969				0	187					
172	X STERICYCLE INC COM	858812108			12/5/2012	7/16/2013	7/16/2013	694	564				0	130					
173	X STERICYCLE INC COM	858812108			12/5/2012	12/8/2014	12/8/2014	1,379	1,128				0	251					
174	X TEAM HEALTH HOLDINGS INC	87817A107			4/29/2013	7/16/2013	7/16/2013	1,325	1,248				0	77					
175	X TERADATA CORP	88076W103			2/21/2013	7/16/2013	7/16/2013	973	1,047				0	-74					
176	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012	7/17/2013	7/17/2013	14,089	14,649				0	-560					
177	X TERADATA CORP	88076W103			12/5/2012	7/16/2013	7/16/2013	114	116				0	-2					
178	X TERADATA CORP	88076W103			12/5/2012	11/5/2013	11/5/2013	2,247	3,076				0	-829					
179	X TERADATA CORP	88076W103			6/12/2013	11/5/2013	11/5/2013	933	1,230				0	-297					
180	X TERADATA CORP	88076W103			12/5/2012	2/19/2013	2/19/2013	848	1,200				0	-352					
181	X TRACTOR SUPPLY CO COM	892356106			8/21/2013	7/16/2013	7/16/2013	1,966	1,613				0	353					
182	X TRACTOR SUPPLY CO COM	892356106			12/5/2012	7/16/2013	7/16/2013	2,647	1,867				0	780					
183	X TRACTOR SUPPLY CO COM	892356106			12/5/2012	12/8/2014	12/8/2014	1,765	1,061				0	704					
184	X TRIMBLE NAV LTD	896239100			4/29/2013	6/27/2013	6/27/2013	5,210	5,632				0	-422					
185	X ULTA SALON COSMETICS & F	90384S303			12/5/2012	2/21/2013	2/21/2013	3,458	4,006				0	-548					
186	X ULTA SALON COSMETICS & F	90384S303			12/3/2012	4/29/2013	4/29/2013	3,217	3,666				0	-449					
187	X UNION PACIFIC CORP	907818108			2/19/2013	7/16/2013	7/16/2013	1,273	1,097				0	176					
188	X UNION PACIFIC CORP	907818108			12/5/2012	7/16/2013	7/16/2013	955	741				0	214					
189	X UNION PACIFIC CORP	907818108			12/5/2012	12/9/2013	12/9/2013	2,469	1,853				0	616					
190	X UNION PACIFIC CORP	907818108			12/5/2012	12/8/2014	12/8/2014	1,380	988				0	392					
191	X VANGUARD FTSE EMERGING	922042858			12/17/2010	10/14/2013	10/14/2013	18,628	20,778				0	-2,150					
192	X VANGUARD FTSE EMERGING	922042858			12/17/2010	12/8/2014	12/8/2014	32,639	40,520				0	-7,881					
193	X VANGUARD FTSE EMERGING	922042858			5/23/2011	12/8/2014	12/8/2014	1,214	1,492				0	-278					
194	X VANGUARD FTSE EMERGING	922042858			9/14/2011	12/8/2014	12/8/2014	34,461	37,210				0	-2,749					
195	X VANGUARD FTSE EMERGING	922042858			5/8/2012	12/8/2014	12/8/2014	5,237	5,673				0	-436					
196	X VANGUARD FTSE EMERGING	922042858			8/8/2012	12/8/2014	12/8/2014	1,974	2,144				0	-170					
197	X VANGUARD FTSE EMERGING	922042858			2/13/2013	12/8/2014	12/8/2014	25,732	30,198				0	-4,466					
198	X VANGUARD FTSE EMERGING	922042858			7/17/2013	12/8/2014	12/8/2014	18,559	19,625				0	-1,066					
199	X VANGUARD REIT VIPER	922908553			2/13/2013	7/17/2013	7/17/2013	2,084	2,005				0	79					
200	X VANGUARD REIT VIPER	922908553			12/17/2010	7/17/2013	7/17/2013	718	515				0	203					
201	X VISA INC-CLASS A SHRS	92826C839			11/5/2013	12/8/2014	12/8/2014	1,764	1,582				0	182					
202	X WHITEWAVE FOODS CO	966244105			12/5/2012	12/8/2014	12/8/2014	1,333	1,256				0	77					
203	X WHOLE FOODS MKT INC	966837106			12/5/2012	2/21/2013	2/21/2013	2,886	3,163				106	-171					
204	X WHOLE FOODS MKT INC	966837106			6/12/2013	7/16/2013	7/16/2013	1,684	1,523				0	161					

	Amount
Long Term CG Distributions	21,842
Short Term CG Distributions	

	Amount
Long Term CG Distributions	21,842
Short Term CG Distributions	

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		1,026	1,026	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,026	1,026		

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

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

1	Federal Excise Tax Refund	1	2,678
2	Total	2	2,678

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

1	Cost Basis Adjustment	1	992
2	PY Return of Capital Adjustment	2	1,068
3	Total	3	2,060

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										21,842	0			
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gamma Minus Excess of FMV Over Adjusted Basis or Losses
1	ALEXION PHARMACEUTICALS INC	015351109		12/5/2012	7/15/2013	1,385		0	1,230	155		0	0	155
2	ALEXION PHARMACEUTICALS INC	015351109		12/5/2012	12/5/2014	1,328		0	946	382		0	0	382
3	ALLERGAN INC	016489012		2/19/2013	5/13/2013	871		0	871	-44		0	0	-44
4	ALLERGAN INC	016489012		12/5/2012	5/13/2013	3,722		0	3,336	386		0	0	386
5	ALLERGAN INC	016489012		12/5/2012	6/12/2013	7,435		0	6,857	578		0	0	578
6	AMAZON.COM INC COM	023135106		12/5/2012	2/19/2013	1,613		0	1,530	83		0	0	83
7	AMAZON.COM INC COM	023135106		12/5/2012	6/12/2013	2,437		0	2,296	141		0	0	141
8	AMAZON.COM INC COM	023135106		12/5/2012	7/15/2013	1,839		0	1,530	309		0	0	309
9	AMAZON.COM INC COM	023135106		12/5/2012	12/5/2014	1,573		0	1,020	553		0	0	553
10	APPLE INC	037833100		12/5/2012	6/12/2013	5,190		0	6,610	-1,420		0	0	-1,420
11	APPLE INC	037833100		12/5/2012	7/15/2013	3,864		0	4,957	-1,093		0	0	-1,093
12	APPLE INC	037833100		12/5/2012	12/5/2014	2,536		0	2,754	-218		0	0	-218
13	ARTISAN INTERNATIONAL FUND #661	04314H204		9/14/2011	2/13/2013	4,992		0	4,992	0		0	0	0
14	ARTISAN INTERNATIONAL FUND #661	04314H204		9/14/2011	7/17/2013	13,123		0	9,568	1,479		0	0	1,479
15	ARTISAN INTERNATIONAL FUND #661	04314H204		9/14/2011	10/14/2013	3,884		0	3,740	120		0	0	120
16	ARTISAN INTERNATIONAL FUND #661	04314H204		9/14/2011	12/5/2014	4,690		0	3,170	1,520		0	0	1,520
17	ARTISAN MID CAP FUND-INS #1333	04314H600		2/19/2013	7/17/2013	12,675		0	11,372	1,303		0	0	1,303
18	ARTISAN MID CAP FUND-INS #1333	04314H600		2/19/2013	10/14/2013	3,501		0	2,885	616		0	0	616
19	CATAMARAN CORP	148887102		12/5/2012	7/15/2013	1,082		0	716	366		0	0	366
20	CELANESE CORP	150707010		12/5/2012	12/5/2014	1,337		0	1,095	242		0	0	242
21	CELANESE CORP COM	150707010		12/5/2012	6/12/2013	1,745		0	1,415	330		0	0	330
22	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,482		0	1,179	303		0	0	303
23	CELANESE CORP COM	150782104		12/5/2012	6/12/2013	1,476		0	1,454	22		0	0	22
24	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,476		0	1,454	22		0	0	22
25	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,476		0	1,454	22		0	0	22
26	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,476		0	1,454	22		0	0	22
27	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,476		0	1,454	22		0	0	22
28	CELANESE CORP COM	150782104		12/5/2012	7/15/2013	1,476		0	1,454	22		0	0	22
29	CHIPPOTLE MEXICAN GRILL INC	169556105		12/5/2012	12/5/2014	4,882		0	3,251	1,631		0	0	1,631
30	CHIPPOTLE MEXICAN GRILL INC	169556105		12/5/2012	12/5/2014	4,882		0	3,251	1,631		0	0	1,631
31	CITRIX SYS INC COM	171376100		2/19/2013	7/15/2013	3,251		0	2,757	494		0	0	494
32	CITRIX SYS INC COM	171376100		2/19/2013	7/15/2013	3,251		0	2,757	494		0	0	494
33	CITRIX SYS INC COM	171376100		2/19/2013	7/15/2013	3,251		0	2,757	494		0	0	494
34	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
35	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
36	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
37	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
38	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
39	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
40	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
41	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
42	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
43	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
44	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
45	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
46	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
47	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
48	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
49	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
50	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
51	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
52	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
53	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
54	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
55	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
56	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
57	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
58	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
59	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
60	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
61	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
62	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
63	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
64	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
65	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
66	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
67	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
68	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
69	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
70	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
71	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
72	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
73	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
74	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
75	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
76	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
77	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
78	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
79	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
80	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
81	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
82	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
83	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366
84	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2009	7/17/2013	2,589		0	2,223	366		0	0	366

Amount

Amount

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

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	FMV as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Long Term CG Distributions	21,842	0			1,342,462		0	1,302,195	40,880				40,880
Short Term CG Distributions								613					
169 SCHLUMBERGER LTD	808857109		12/5/2012	1/28/2014	1,316			1,076	240				240
170 STARBUCKS CORP COM	855244109		2/19/2013	7/16/2013	1,107			873	234				234
171 STERIS CYCLE INC COM	858912108		2/19/2013	7/16/2013	1,156			969	187				187
172 STERIS CYCLE INC COM	858912108		12/5/2012	7/16/2013	694			564	130				130
173 STERIS CYCLE INC COM	858912108		12/5/2012	12/8/2014	1,379			1,128	251				251
174 TEAM HEALTH HOLDINGS INC	878171A107		4/29/2012	7/16/2013	1,325			1,248	77				77
175 TERADATA CORP	88076W103		2/21/2013	7/16/2013	973			1,047	-74				-74
176 PINCO TOTAL RET FD-INST #35	88076W103		5/10/2012	7/16/2013	14,089			14,649	-560				-560
177 TERADATA CORP	88076W103		12/5/2012	7/16/2013	114			116	-2				-2
178 TERADATA CORP	88076W103		12/5/2012	11/5/2013	2,247			3,076	-829				-829
179 TERADATA CORP	88076W103		6/12/2013	11/5/2013	933			1,230	-297				-297
180 TERADATA CORP	88076W103		12/5/2012	2/19/2013	1,966			1,613	353				353
181 TRACTOR SUPPLY CO COM	892356106		12/5/2012	7/16/2013	2,447			1,867	580				580
182 TRACTOR SUPPLY CO COM	892356106		12/5/2012	12/8/2014	1,765			1,061	704				704
183 TRACTOR SUPPLY CO COM	892356106		4/29/2013	7/16/2013	5,210			5,632	-422				-422
184 TRIMBLE NAV LTD	896239100		12/5/2012	2/21/2013	3,458		507	4,006	-41				-41
185 ULTA SALON COSMETICS & FRAGRAN	903845303		12/3/2012	4/29/2013	3,217			3,666	-449				-449
186 ULTA SALON COSMETICS & FRAGRAN	903845303		12/3/2012	7/16/2013	1,273			1,097	176				176
187 UNION PACIFIC CORP	907818108		2/19/2013	7/16/2013	955			741	214				214
188 UNION PACIFIC CORP	907818108		12/5/2012	7/16/2013	1,380			1,853	473				473
189 UNION PACIFIC CORP	907818108		12/5/2012	12/8/2014	2,469			2,469	0				0
190 VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	10/14/2013	18,628			20,778	-2,150				-2,150
191 VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	12/8/2014	32,639			40,520	-7,881				-7,881
192 VANGUARD FTSE EMERGING MARKET	922042858		5/23/2011	12/8/2014	1,214			1,492	-278				-278
193 VANGUARD FTSE EMERGING MARKET	922042858		9/14/2011	12/8/2014	34,461			37,210	-2,749				-2,749
194 VANGUARD FTSE EMERGING MARKET	922042858		5/8/2012	12/8/2014	5,237			5,673	-436				-436
195 VANGUARD FTSE EMERGING MARKET	922042858		7/17/2013	12/8/2014	1,974			2,144	-170				-170
196 VANGUARD FTSE EMERGING MARKET	922042858		2/13/2013	12/8/2014	25,732			30,198	-4,466				-4,466
197 VANGUARD FTSE EMERGING MARKET	922042858		7/17/2013	12/8/2014	18,559			19,625	-1,066				-1,066
198 VANGUARD FTSE EMERGING MARKET	922042858		2/13/2013	7/17/2013	2,084			2,005	79				79
199 VANGUARD REIT VIPER	922042858		12/17/2010	7/17/2013	718			515	203				203
200 VANGUARD REIT VIPER	922042858		11/5/2012	12/8/2014	1,764			1,582	182				182
201 VISA INC-CLASS A SHRS	92826C839		12/5/2012	12/8/2014	1,333			1,256	77				77
202 WHITE WAVE FOODS CO	966244105		12/5/2012	2/21/2013	2,886		106	3,163	-171				-171
203 WHOLE FOODS MKT INC	966837108		6/12/2013	7/16/2013	1,684			1,523	161				161
204 WHOLE FOODS MKT INC	966837108		2/19/2013	4/29/2013	813			753	60				60
205 ACCENTURE PLC	G1151C101		12/5/2012	4/29/2013	2,032			1,746	286				286
206 ACCENTURE PLC	G1151C101		12/5/2012	7/16/2013	1,048			978	68				68
207 ACCENTURE PLC	G1151C101		12/5/2012	8/21/2013	3,624			6,211	-387				-387
208 ENSO PLC-CL A	G35871105		6/12/2013	12/8/2014	2,274			1,013	1,261				1,261

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	32,727		
										32,727	0	0

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

	Date	Amount
1 Credit from prior year return	1	2,881
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	2,881

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	104,809
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	104,809

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	25-6612896	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	344420.85	344420.85	344420.85
Savings & Temp Inv	25-6612896	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	141.59	141.59	141.59
			TOTAL CASH, SAVINGS, AND TEMP INV		344562.44	344562.44
Invest - Other	25-6612896	04314H204	ARTISAN INTERNATIONAL FUND #661	4829.269	139759.04	95667.82
Invest - Other	25-6612896	256210105	DODGE & COX INCOME FD COM #147	6958.055	95394.93	91008.11
Invest - Other	25-6612896	589509108	MERGER FD SH BEN INT #260	3146.122	50086.26	49467.27
Invest - Other	25-6612896	693390700	PIMCO TOTAL RET FD-INST #35	8828.239	95521.55	92642.64
Invest - Other	25-6612896	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1202.383	12745.26	10818.2
Invest - Other	25-6612896	77957P105	T ROWE PRICE SHORT TERM BD FD #55	11674.503	55920.87	56215.46
Invest - Other	25-6612896	04314H600	ARTISAN MID CAP FUND-INS #1333	2232.946	111803.61	88823.2
Invest - Other	25-6612896	315920702	FID ADV EMER MKTS INC- CL I #607	2787.135	36483.6	38128
Invest - Other	25-6612896	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	1168.186	12476.23	14602.33
Invest - Other	25-6612896	256206103	DODGE & COX INT'L STOCK FD #1048	3404.359	140157.46	68737.41
Invest - Other	25-6612896	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	6278.896	82316.33	89937.37
Invest - Other	25-6612896	262028855	DRIEHAUS ACTIVE INCOME FUND	5970.743	64304.9	64077.22
Invest - Other	25-6612896	339128100	JP MORGAN MID CAP VALUE-I #758	2190.918	74797.94	51830.85
Invest - Other	25-6612896	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	8088.538	89459.23	93422.61
Invest - Other	25-6612896	922908553	VANGUARD REIT VIPER	1553	104547.96	82710.33
Invest - Other	25-6612896	00203H859	AQR MANAGED FUTURES STR-I #15213	2585.931	26531.65	26117.9
Invest - Other	25-6612896	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	3530.242	122181.68	118831.53
Invest - Other	25-6612896	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	2589	102213.72	96139.1
Invest - Other	25-6612896	74925K581	ROBOCO BP LNG/SHRT RES-INS	4528.988	64221.05	60779.02
Invest - Other	25-6612896	76628T645	RIDGEWORTH SEIX HY BD-I #5855	6560.853	64230.75	61803.23
Invest - Other	25-6612896	483438305	KALMAR GR W/ VAL SM CAP-INS #4	3310.06	71596.6	58011.76
Invest - Other	25-6612896	22544R305	CREDIT SUISSE COMM RET ST-I #2156	13890.177	99731.47	121944.23
Invest - Other	25-6612896	487300808	KEELEY SMALL CAP VAL FD CL I #2251	1933.211	71142.16	48175.61
Invest - Corp Stock	25-6612896	023135106	AMAZON COM INC COM	25	8967.25	6376.5
Invest - Corp Stock	25-6612896	037833100	APPLE INC	40	20024	21485.09
Invest - Corp Stock	25-6612896	151020104	CELGENE CORP COM	66	10027.38	5252.93
Invest - Corp Stock	25-6612896	156782104	CERNER CORP COM	154	8761.06	6051.29
Invest - Corp Stock	25-6612896	235851102	DANAHER CORP	115	8554.85	6151.35
Invest - Corp Stock	25-6612896	25243Q205	DIAGEO PLC - ADR	42	5042.1	5028.63
Invest - Corp Stock	25-6612896	278865100	ECOLAB INC	77	7741.58	5499.33
Invest - Corp Stock	25-6612896	311900104	FASTENAL CO	116	5095.88	5191.97
Invest - Corp Stock	25-6612896	375558103	GILEAD SCIENCES INC	143	11532.95	8187.83
Invest - Corp Stock	25-6612896	437076102	HOME DEPOT INC	122	9375.7	8128.59
Invest - Corp Stock	25-6612896	461202103	INTUIT COM	108	7911	6513.47
Invest - Corp Stock	25-6612896	518439104	ESTEE LAUDER COMPANIES INC	93	6392.82	5536.81
Invest - Corp Stock	25-6612896	594918104	MICROSOFT CORP	215	8135.6	5770.6
Invest - Corp Stock	25-6612896	68389X105	ORACLE CORPORATION	188	6937.2	5999.08
Invest - Corp Stock	25-6612896	731068102	POLARIS INDS INC COM	69	8638.8	5614.53

Invest - Corp Stock	25-6612896	747525103	QUALCOMM INC	185	13730.7	11817.78
Invest - Corp Stock	25-6612896	80004C101	SANDISK CORP COM	112	7789.6	4479.99
Invest - Corp Stock	25-6612896	806857108	SCHLUMBERGER LTD	106	9282.42	7605.46
Invest - Corp Stock	25-6612896	855244109	STARBUCKS CORP COM	122	8676.64	6588.02
Invest - Corp Stock	25-6612896	858912108	STERICYCLE INC COM	72	8428.32	6768.71
Invest - Corp Stock	25-6612896	892356106	TRACOR SUPPLY CO COM	203	13501.53	8614.64
Invest - Corp Stock	25-6612896	907818108	UNION PACIFIC CORP	66	11499.84	8153.49
Invest - Corp Stock	25-6612896	966837106	WHOLE FOODS MKT INC	154	8048.04	7260.88
Invest - Corp Stock	25-6612896	191216100	COCA COLA CO	194	7337.08	7265.27
Invest - Corp Stock	25-6612896	740189105	PRECISION CASTPARTS CORP	61	15539.75	11248.39
Invest - Corp Stock	25-6612896	015351109	ALEXION PHARMACEUTICALS INC	52	8253.96	4572.92
Invest - Corp Stock	25-6612896	61166W101	MONSANTO CO NEW	90	9589.5	8094.59
Invest - Corp Stock	25-6612896	167250109	CHICAGO BRIDGE & IRON COMPANY N.V.	76	5699.24	5752.36
Invest - Corp Stock	25-6612896	G1151C101	ACCENTURE PLC	81	6470.28	5658.57
Invest - Corp Stock	25-6612896	87817A107	TEAM HEALTH HOLDINGS INC	147	6344.52	5560.99
Invest - Corp Stock	25-6612896	741503403	PRICELINE COM INC	10	11448.9	6674.3
Invest - Corp Stock	25-6612896	46120E602	INTUITIVE SURGICAL INC	13	5298.54	6799.26
Invest - Corp Stock	25-6612896	38259P508	GOOGLE INC	20	23619.4	13768.2
Invest - Corp Stock	25-6612896	517834107	LAS VEGAS SANDS CORP	117	8952.84	5338.69
Invest - Corp Stock	25-6612896	150870103	CELANESE CORP	89	4506.96	3746.9
Invest - Corp Stock	25-6612896	00164V103	AMC NETWORKS INC	64	4124.16	4161.92
Invest - Corp Stock	25-6612896	34964C106	FORTUNE BRANDS HOME & SECURITY	211	9507.66	7170.51
Invest - Corp Stock	25-6612896	169656105	CHIPOTLE MEXICAN GRILL INC	18	9935.28	5372.52
Invest - Corp Stock	25-6612896	611740101	MONSTER BEVERAGE CORP	139	9438.1	7864.13
Invest - Corp Stock	25-6612896	G50871105	JAZZ PHARMACEUTICALS PLC	56	8492.96	3782.31
Invest - Corp Stock	25-6612896	30303M102	FACEBOOK INC	170	10636.9	8373.68
Invest - Corp Stock	25-6612896	148887102	CATAMARAN CORP	168	8168.16	8109.34
Invest - Corp Stock	25-6612896	25490A309	THE DIRECTV GROUP HOLDINGS CL A COM	119	8262.17	6865.88
Invest - Corp Stock	25-6612896	609207105	MONDELEZ INTERNATIONAL INC	192	6289.92	4928.64
Invest - Corp Stock	25-6612896	966244105	WHITEWAVE FOODS CO	333	8061.93	6893.42
Invest - Corp Stock	25-6612896	20605P101	CONCHO RESOURCES INC	51	4987.29	4208.52
Invest - Corp Stock	25-6612896	92826C839	VISA INC-CLASS A SHRS	46	9909.78	8619.04
Invest - Corp Stock	25-6612896	45866F104	INTERCONTINENTALEXCHANGE GROUP INC	43	8977.97	5613.22
			TOTAL OTHER INVESTMENTS		2221572.76	1914411.74
			GRAND TOTAL		2566135.2	2258974.18