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Form **990-PF**

**Return of Private Foundation**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning 2/1/2013, and ending 1/31/2014

Name of foundation  
**ROSE GREER AKERS 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/country Foreign postal code

A Employer identification number  
**54-6335625**

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

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

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) **\$ 2,010,933**

J Accounting method  Cash  Accrual  Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

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	41,460	40,399		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,108			
	b Gross sales price for all assets on line 6a <b>613,042</b>				
	7 Capital gain net income (from Part IV, line 2)		51,108		
	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 <b>Total.</b> Add lines 1 through 11	92,568	91,507	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27,683	20,762		6,921
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,314			1,314
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	715	595		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	29,712	21,357	0	8,235
	25 Contributions, gifts, grants paid	88,498			88,498
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	118,210	21,357	0	96,733	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-25,642				
b Net investment income (if negative, enter -0-)		70,150			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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P INE

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		104	104
	2	Savings and temporary cash investments	265,072	55,751	55,751
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,556,592	1,744,845	1,955,078	
14	Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,821,664	1,800,700	2,010,933	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,821,664	1,800,700	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	1,821,664	1,800,700		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,821,664	1,800,700		

**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	1,821,664
2	Enter amount from Part I, line 27a	2	-25,642
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	6,167
4	Add lines 1, 2, and 3	4	1,802,189
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,489
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	1,800,700

**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	51,108	
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	96,330	1,940,207	0.049649
2011	92,917	1,978,829	0.046956
2010	88,295	1,894,137	0.046615
2009	101,380	1,693,919	0.059849
2008	117,660	1,983,734	0.059312
2 Total of line 1, column (d)			0.262381
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			0.052476
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,013,902
5 Multiply line 4 by line 3			105,682
6 Enter 1% of net investment income (1% of Part I, line 27b)			702
7 Add lines 5 and 6			106,384
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			96,733

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,403
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	1,403
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	1,403
<b>6</b>	<b>Credits/Payments.</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,394
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	1,394
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	9
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	27,683		

**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	1,969,481
b	Average of monthly cash balances	1b	75,090
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,044,571
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	2,044,571
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,669
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,013,902
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	100,695

**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	100,695
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,403
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,403
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	99,292
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	99,292
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	99,292

**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	96,733
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,733
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	96,733

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				99,292
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			87,654	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 96,733				
<b>a</b> Applied to 2012, but not more than line 2a			87,654	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				9,079
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				90,213
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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

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

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

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

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

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<p><b>Total</b> <span style="float: right;">▶ <b>3a</b></span></p>				<p>88,498</p>
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<p><b>Total</b> <span style="float: right;">▶ <b>3b</b></span></p>				<p>0</p>





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

AMERICAN CANCER SOCIETY

**Street**

PO BOX 720366

**City**

OKLAHOMA CITY

**State**

OK

**Zip Code**

73162

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

THE BARTER FOUNDATION

**Street**

PO BOX 867

**City**

ABINGTON

**State**

VA

**Zip Code**

24212

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

EMORY &amp; HENRY COLLEGE

**Street**

PO BOX 947

**City**

EMORY

**State**

VA

**Zip Code**

24327

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

FIRST UNITED METHODIST CHURCH

**Street**

115 CURCH STREET

**City**

MARION

**State**

VA

**Zip Code**

24354

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

MAIRON BAPTIST CHURCH

**Street**

1258 NORTH MAIN STREET

**City**

MARION

**State**

VA

**Zip Code**

24354

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

NATIONAL WILDLIFE FEDERATION

**Street**

11100 WILDLIFE CENTER DRIVE

**City**

RESTON

**State**

VA

**Zip Code**

20190

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

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

Recipient(s) paid during the year

**Name**

TRUSTEES OF ROANOKE COLLEGE

**Street**

221 COLLEGE LANE

**City**

SALEM

**State**

VA

**Zip Code**

24153

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,808

**Name**

SMYTH COUNTY COMMUNITY HOSP

**Street**

PO BOX 880

**City**

MARION

**State**

VA

**Zip Code**

24354

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,807

**Name**

SMYTH BLAND REGIONAL LIBRARY

**Street**

118 SOUTH SHEFFEY STREET

**City**

MARION

**State**

VA

**Zip Code**

24354

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,807

**Name**

WASHINGTON CO PUBLIC LIBRARY

**Street**

205 OAK HILL STREET

**City**

ABINGDON

**State**

VA

**Zip Code**

24210

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,807

**Name**

CHILDREN'S HOME SOCIETY OF VA

**Street**

4200 FITZHUGH AVENUE

**City**

RICHMOND

**State**

VA

**Zip Code**

23230

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,807

**Name**

JOHNSTON MEMORIAL HOSPITAL

**Street**

16000 JOHNSTON MEMORIAL DR

**City**

ABINGDON

**State**

VA

**Zip Code**

24211

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,807

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

Recipient(s) paid during the year

Name

ABINGDON UNITED METHODIST CHURCH

Street

101 EAST MAIN STREET

City

ABINGSON

State

VA

Zip Code

24210

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,807

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

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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	Description	Amount	Long Term CG Distributions		Short Term CG Distributions		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
			Other sales	Other sales	Depreciation	Adjustments													
1	X	DIAMOND HILL LONG-SHORT	25264S833					10/20/2011			7/10/2013	15,454	12,088						3,366
2	X	DIAMOND HILL LONG-SHORT	25264S833					8/10/2012			1/29/2014	2,218	1,788						430
3	X	DODGE & COX INTL STOCK F	256206103					9/4/2008			7/10/2013	7,254	7,196						58
4	X	DODGE & COX INTL STOCK F	256206103					9/4/2008			10/9/2013	6,168	5,883						485
5	X	DODGE & COX INTL STOCK F	256206103					9/4/2008			1/21/2014	3,758	3,210						548
6	X	DODGE & COX INCOME FD C	256210105					1/31/2013			7/10/2013	27,290	28,164						-874
7	X	DODGE & COX INCOME FD C	256210105					1/31/2013			1/21/2014	4,153	4,213						-60
8	X	DODGE & COX INCOME FD C	256210105					1/31/2013			1/29/2014	6,786	6,861						-75
9	X	DREYFUS EMG MKT DEBT LO	261980494					5/25/2011			10/10/2013	1,623	1,706						-83
10	X	DREYFUS EMG MKT DEBT LO	261980494					8/10/2012			10/10/2013	28,659	29,545						-886
11	X	AQR MANAGED FUTURES ST	00203H859					8/10/2012			1/29/2014	635	705						70
12	X	ARTISAN INTERNATIONAL FU	04314H204					8/26/2011			10/9/2013	19,217	19,901						-684
13	X	ARTISAN INTERNATIONAL FU	04314H204					8/26/2011			7/10/2013	7,664	5,913						1,751
14	X	ARTISAN INTERNATIONAL FU	04314H204					8/26/2011			10/9/2013	4,371	3,192						1,179
15	X	ARTISAN INTERNATIONAL FU	04314H204					8/26/2011			1/21/2014	3,419	2,312						1,107
16	X	ARTISAN MID CAP FUND-INS	04314H600					8/26/2011			10/9/2013	2,009	1,412						597
17	X	ARTISAN MID CAP FUND-INS	04314H600					4/10/2012			10/9/2013	733	5,412						219
18	X	CREDIT SUISSE COMM RET S	22544R305					8/26/2011			10/9/2013	18,249	23,384						-5,135
19	X	CREDIT SUISSE COMM RET S	22544R305					8/26/2011			10/9/2013	4,433	5,759						1,326
20	X	DREYFUS EMG MKT DEBT LO	261980494					7/12/2013			1/29/2014	1,361	1,443						81
21	X	DREYFUS EMG MKT DEBT LO	261980494					7/12/2013			1/21/2014	9,587	9,542						45
22	X	DRIEHAUS ACTIVE INCOME F	262028855					7/12/2013			1/21/2014	9,767	9,704						63
23	X	DRIEHAUS ACTIVE INCOME F	262028855					7/12/2013			1/29/2014	3,705	3,691						14
24	X	DRIEHAUS ACTIVE INCOME F	262028855					7/12/2013			1/29/2014	2,015	2,075						60
25	X	EATON VANCE GLOBAL MACT	277923728					12/17/2010			1/21/2014	2,592	1,740						852
26	X	IP MORGAN MID CAP VALUE	39128100					8/10/2012			7/10/2013	50,017	48,893						1,124
27	X	GATEWAY FUND - Y #1986	367829884					1/31/2013			7/10/2013	21,005	20,675						330
28	X	GATEWAY FUND - Y #1986	367829884					1/31/2013			7/10/2013	36,586	33,374						3,212
29	X	HARBOR CAPITAL APRCTN	411511504					5/25/2011			10/9/2013	3,653	2,952						701
30	X	HARBOR CAPITAL APRCTN	411511504					8/10/2012			10/9/2013	905	413						492
31	X	HARBOR CAPITAL APRCTN	411511504					5/25/2011			10/9/2013	6,555	5,026						1,529
32	X	HARBOR CAPITAL APRCTN	411511504					11/21/2012			1/21/2014	2,880	2,076						804
33	X	HARBOR CAPITAL APRCTN	411511504					8/24/2011			7/10/2013	40,629	28,747						11,882
34	X	ISHARES CORE S & P 500 ETF	464287200					8/8/2012			1/21/2014	2,221	1,687						534
35	X	ISHARES CORE S & P 500 ETF	464287200					8/8/2012			1/21/2014	2,016	2,026						-10
36	X	JPMORGAN HIGH YIELD FUND	4812C0803					1/31/2013			1/21/2014	5,213	3,952						1,261
37	X	KALMAR GR W VAL SM CAP	483438305					5/10/2012			1/21/2014	1,280	792						488
38	X	KEELEY SMALL CAP VAL FD C	487300808					12/17/2010			1/21/2014	1,200	763						437
39	X	KEELEY SMALL CAP VAL FD C	487300808					12/17/2010			1/21/2014	1,180	763						417
40	X	LAUDUS MONDRIAN INTL F14	516550655					5/10/2012			1/29/2014	2,532	2,905						373
41	X	MFS VALUE FUND-CLASS I #8	52983694					5/10/2012			7/10/2013	4,753	3,815						938
42	X	MFS VALUE FUND-CLASS I #8	52983694					5/10/2012			1/21/2014	2,782	2,281						509
43	X	MFS VALUE FUND-CLASS I #8	52983694					5/25/2011			1/21/2014	3,813	2,782						1,031
44	X	MFS VALUE FUND-CLASS I #8	52983694					5/25/2011			1/29/2014	2,009	1,924						85
45	X	MERGER FD SH BEN INT #260	589509108					7/12/2013			1/21/2014	2,547	2,562						14
46	X	ASS GLOBAL ALTERNATIVES	638721885					10/11/2013			1/21/2014	2,633	2,654						-21
47	X	ASS GLOBAL ALTERNATIVES	638721885					7/12/2013			1/21/2014	6,488	6,528						40
48	X	OPPENHEIMER DEVELOPING	683974505					5/25/2011			10/9/2013	14,908	14,182						726
49	X	PIMCO TOTAL RET FD-INST #	693390700					8/10/2012			7/10/2013	11,234	12,045						-811
50	X	PIMCO TOTAL RET FD-INST #	693390700					8/10/2012			7/10/2013	13,666	14,345						-739
51	X	PIMCO TOTAL RET FD-INST #	693390700					5/10/2012			1/29/2014	7,152	7,443						291
52	X	PIMCO TOTAL RET FD-INST #	693390700					5/10/2012			1/29/2014	1,583	1,606						-23
53	X	PIMCO FOREIGN BD FD USD	693390882					8/26/2011			1/29/2014	2,220	2,232						13
54	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645					7/12/2013			1/21/2014	16,503	16,821						318
55	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645					8/26/2011			1/21/2014	2,824	2,873						-49
56	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645					8/26/2011			1/21/2014	29,233	27,780						1,453
57	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645					8/26/2011			1/29/2014	2,144	2,052						92
58	X	T. ROWE PRICE SHORT TERM	77957P105					1/31/2013			1/29/2014	5,403	5,460						-57
59	X	SPDR DJ WILSHIRE INTERNA	78463X853					1/21/2014			1/29/2014	2,294	2,368						74
60	X	VANGUARD FTSE EMERGING	922042858					1/29/2013			10/9/2013	14,295	15,639						-1,344
61	X	VANGUARD FTSE EMERGING	922042858					1/29/2013			1/21/2014	1,479	1,479						0
62	X	VANGUARD CAPITAL APRCTN	411511504					5/25/2011			1/21/2014	7,012	4,748						2,264
63	X	VANGUARD CAPITAL APRCTN	411511504					5/25/2011			1/29/2014	3,302	2,336						966
64	X	VANGUARD FTSE EMERGING	922042858					12/17/2010			1/21/2014	29,035	34,819						-5,784
65	X	VANGUARD REIT VIEPR	922908553					10/9/2013			1/29/2014	2,040	2,039						1

Amount 21,863

Gross Sales 613,042  
 Cost, Other Basis and Expenses 561,934  
 Net Gain or Loss 51,108

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

		1,314	0	0	1,314
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,314			1,314

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

		715	595	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	595	595		
2	ESTIMATED EXCISE TAXES PAID	120			

**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		1,556,592	1,744,845	1,955,078

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

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

1	GAIN ON PY SALES SETTLED IN CY	1	6,093
2	LOSS ON CY SALES NOT SETTLED AT YEAR END	2	74
3	Total	3	6,167

---

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

1	COST BASIS ADJUSTMENT	1	3
2	MUTUAL FUND TIMING DIFFERENCE	2	22
3	PY RETURN OF CAPITAL ADJUSTMENT	3	1,464
4	Total	4	1,489

---





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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 1,274
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	1/9/2014	5 120
6 Other payments		6
7 Total		7 1,394

**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	87,654
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	87,654

ROSE GREER AKERS CHARITABLE TRUST  
1013002732

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	54-6335625			104.04	104.04
Savings & Temp Inv	54-6335625	VP0528308	FEDERATED TREAS OBL FD 68	54574.82	54574.8
Savings & Temp Inv	54-6335625	VP0528308	FEDERATED TREAS OBL FD 68	1176.13	1176.13
Invest - Other	54-6335625	04314H204	ARTISAN INTERNATIONAL FUND #661	89035.56	62946.4
Invest - Other	54-6335625	256210105	DODGE & COX INCOME FD COM #147	135336	125311
Invest - Other	54-6335625	411511504	HARBOR CAPITAL APRCTION-INST #2012	135435.6	90070.8
Invest - Other	54-6335625	589509108	MERGER FD SH BEN INT #260	60419.5	60250.8
Invest - Other	54-6335625	693390700	PIMCO TOTAL RET FD-INST #35	135414	128535
Invest - Other	54-6335625	693390882	PIMCO FOREIGN BD FD USD H-INST #103	45386.24	44351.6
Invest - Other	54-6335625	77957P105	T ROWE PRICE SHORT TERM BD FD #55	112866.6	113464
Invest - Other	54-6335625	04314H600	ARTISAN MID CAP FUND-INS #1333	81620.66	65023
Invest - Other	54-6335625	315920702	FID ADV EMER MKTS INC- CL I #607	29769.49	30883.9
Invest - Other	54-6335625	464287200	ISHARES CORE S & P 500 ETF	36729.85	26848.1
Invest - Other	54-6335625	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	45047.7	50196.6
Invest - Other	54-6335625	277923728	EATON VANCE GLOBAL MACRO - I #0088	29445.77	30157
Invest - Other	54-6335625	256206103	DODGE & COX INT'L STOCK FD #1048	90236.98	56011.3
Invest - Other	54-6335625	552983694	MFS VALUE FUND-CLASS I #893	89127.81	65717.9
Invest - Other	54-6335625	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	68825.18	74484.6
Invest - Other	54-6335625	262028855	DRIEHAUS ACTIVE INCOME FUND	80541.74	79297.4
Invest - Other	54-6335625	339128100	JP MORGAN MID CAP VALUE-I #758	53531.52	36863.7
Invest - Other	54-6335625	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	51133.03	53167.3
Invest - Other	54-6335625	922908553	VANGUARD REIT VIPER	73311.48	56874.7
Invest - Other	54-6335625	922042858	VANGUARD FTSE EMERGING MARKETS ETF	33149.6	37418
Invest - Other	54-6335625	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	29393.04	29650.2
Invest - Other	54-6335625	77958B402	T ROWE PRICE INST FLOAT RATE #170	21073.96	21114.9
Invest - Other	54-6335625	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	98830.31	100211
Invest - Other	54-6335625	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	71853.6	67839.4
Invest - Other	54-6335625	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	40063.49	30107.5
Invest - Other	54-6335625	76628T645	RIDGEWORTH SEIX HY BD-I #5855	50332.02	48123.8
Invest - Other	54-6335625	483438305	KALMAR GR W/ VAL SM CAP-INS #4	38276.62	30146.1
Invest - Other	54-6335625	22544R305	CREDIT SUISSE COMM RET ST-I #2156	90567.82	103828
Invest - Other	54-6335625	487300808	KEELEY SMALL CAP VAL FD CL I #2251	38322.45	25951