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SCANNED JUN 23 2014

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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).

OMB No 1545-0052

**2013**

Open to Public Inspection

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

Name of foundation <b>MANNING FOUNDATION</b>			A Employer identification number <b>76-6105634</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,467,290</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,690	44,851		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	426,384			
	b Gross sales price for all assets on line 6a <b>2,325,607</b>				
	7 Capital gain net income (from Part IV, line 2)		426,384		
	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)	139,562	139,562			
12 Total. Add lines 1 through 11	613,636	610,797	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	51,795	25,347		26,449
	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)	7,422	1,237		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,488	8,488		
	24 Total operating and administrative expenses. Add lines 13 through 23	68,305	35,072	0	27,049
	25 Contributions, gifts, grants paid	83,000			83,000
26 Total expenses and disbursements. Add lines 24 and 25	151,305	35,072	0	110,049	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	462,331				
b Net investment income (if negative, enter -0-)		575,725			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	19,597	394,012	394,012
	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) . . . . .	1,864,924	1,952,463	2,073,278	
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) . . . . .	1,884,521	2,346,475	2,467,290	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds . . . . .	1,884,521	2,346,475	
	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) . . . . .	1,884,521	2,346,475		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,884,521	2,346,475		

## 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	1,884,521
2 Enter amount from Part I, line 27a . . . . .	2	462,331
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	3	1,029
4 Add lines 1, 2, and 3 . . . . .	4	2,347,881
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	5	1,406
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,346,475

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			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))	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b>	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 }		<b>2</b>	426,384
<b>3</b>	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		<b>3</b>	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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part☐ Yes ☒ No**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	110,932	2,225,169	0.049853
2011	107,676	2,256,322	0.047722
2010	99,325	2,146,258	0.046278
2009	117,142	1,934,742	0.060547
2008	147,515	2,485,396	0.059353
<b>2</b>	Total of line 1, column (d)		<b>2</b> 0.263753
<b>3</b>	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		<b>3</b> 0.052751
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		<b>4</b> 2,451,468
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 129,317
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 5,757
<b>7</b>	Add lines 5 and 6		<b>7</b> 135,074
<b>8</b>	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		<b>8</b> 110,049

**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>	11,515	
<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>	11,515	
<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>	11,515	
<b>6</b>	Credits/Payments:			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	3,228	
<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>	3,228	
<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>	8,287	
<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>b</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>c</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 (1) On the foundation. ▶ \$ _____ (2) 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>b</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) ▶ TX		
<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?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE 4 00	33,795		
GERARD G. STAFFORD, JR. 7606 BURNING HILLS DR HOUSTON, TX 77024	CO-TRUSTEE 1 00	9,000		
NANCY S ROBINSON 1 LONG TIMBERS LANE HOUSTON, TX 77024	CO-TRUSTEE 1 00	9,000		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	2,283,217
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	205,583
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	2,488,800
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b>		
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	2,488,800
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	37,332
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	2,451,468
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	122,573

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	122,573
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . . <b>2a</b>	11,515	
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . . <b>2b</b>		
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	11,515
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	111,058
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	111,058
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	111,058

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	110,049
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	110,049
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	110,049

**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 . . . . .				111,058
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			82,882	
<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: ► \$ 110,049				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			82,882	
<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 . . . . .				27,167
<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 . . . . .				83,891
<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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				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 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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	<b>83,000</b>
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.					
		Unrelated business income		Excluded by section 512, 513, or 514	
		(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	47,690
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	426,384
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue. a ROYALTY INCOME			15	139,562
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)		0		613,636
13	Total. Add line 12, columns (b), (d), and (e)			13	613,636

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

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

[illegible]



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

Recipient(s) paid during the year

**Name**

RACE FOR THE CURE

**Street**

5433 WESTHEIMER RD SUITE 325

**City**

HOUSTON

**State**

TX

**Zip Code**

77056

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

RETINA RESEARCH FOUNDATION

**Street**

1977 BUTLER BOULEVARD

**City**

HOUSTON

**State**

TX

**Zip Code**

77030

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

20,000

**Name**

BROOKWOOD COMMUNITY

**Street**

1752 FM 1489

**City**

BROOKSHIRE

**State**

TX

**Zip Code**

77423

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

53,000

**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**

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	76-6105634	VP0528308	FEDERATED TREAS OBL FD 68	234262.41	234262 41
Savings & Temp Inv	76-6105634	VP0528308	FEDERATED TREAS OBL FD 68	159749.47	159749.47
Other Assets	76-6105634	MI0147527	TX WHART 5312 694 AC A21,657,266,17	1	1
Other Assets	76-6105634	MI0147584	TX BRAZ 20AZ HOOPER & WADE	1	1
Other Assets	76-6105634	MI0147592	TX COL 5136 AC 151/379	736.85	1
Invest - Other	76-6105634	04314H204	ARTISAN INTERNATIONAL FUND #661	153784 99	153857 82
Invest - Other	76-6105634	256210105	DODGE & COX INCOME FD COM #147	24009.09	23711 38
Invest - Other	76-6105634	589509108	MERGER FD SH BEN INT #260	59875.8	59663 24
Invest - Other	76-6105634	693390700	PIMCO TOTAL RET FD-INST #35	11316.34	11400
Invest - Other	76-6105634	04314H600	ARTISAN MID CAP FUND-INS #1333	119759 83	124400
Invest - Other	76-6105634	315920702	FID ADV EMER MKTS INC- CL I #607	32416 05	34100
Invest - Other	76-6105634	256206103	DODGE & COX INT'L STOCK FD #1048	153522 89	153454.23
Invest - Other	76-6105634	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	51236 32	55418 08
Invest - Other	76-6105634	339128100	JP MORGAN MID CAP VALUE-I #758	80724 64	82900
Invest - Other	76-6105634	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	92995 33	97200
Invest - Other	76-6105634	922908553	VANGUARD REIT VIPER	97344 72	97934 61
Invest - Other	76-6105634	88019R690	TEMPLETON EMER MKT S/C-ADV #626	22871 23	24400
Invest - Other	76-6105634	00203H859	AQR MANAGED FUTURES STR-I #15213	23777.77	22062.8
Invest - Other	76-6105634	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	127253 11	138850.31
Invest - Other	76-6105634	044820504	ASHMORE EMERG MKTS CR DB-INS	22322.06	22700
Invest - Other	76-6105634	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	95146 8	105453 28
Invest - Other	76-6105634	74925K581	ROBEKO BP LNG/SHRT RES-INS	125252.71	121200
Invest - Other	76-6105634	40428X222	HSBC FRONTIER MARKETS-I	23585 5	22775.17
Invest - Other	76-6105634	76628T645	RIDGEWORTH SEIX HY BD-I #5855	35882 43	37201.9
Invest - Other	76-6105634	483438305	KALMAR GR W/ VAL SM CAP-INS #4	82463 77	85400
Invest - Other	76-6105634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	107254 88	109346.2
Invest - Other	76-6105634	487300808	KEELEY SMALL CAP VAL FD CL I #2251	82824 03	84984 64
Invest - Corp Stock	76-6105634	008252108	AFFILIATED MANAGERS GROUP, INC COM	27295 88	12413.2
Invest - Corp Stock	76-6105634	023135106	AMAZON COM INC COM	4304 28	1016.21
Invest - Corp Stock	76-6105634	037833100	APPLE INC	36043.2	12595.58
Invest - Corp Stock	76-6105634	151020104	CELGENE CORP COM	2582 81	1065 46
Invest - Corp Stock	76-6105634	156782104	CERNER CORP COM	4152 97	3364 37
Invest - Corp Stock	76-6105634	235851102	DANAHER CORP	9075 58	4592 06
Invest - Corp Stock	76-6105634	25243Q205	DIAGEO PLC - ADR	11644 85	6687 62
Invest - Corp Stock	76-6105634	254687106	WALT DISNEY CO	15248 1	14661.89
Invest - Corp Stock	76-6105634	278865100	ECOLAB INC	13271.28	6524.6
Invest - Corp Stock	76-6105634	311900104	FASTENAL CO	7380.24	3497.48
Invest - Corp Stock	76-6105634	437076102	HOME DEPOT INC	14678 35	13010.85
Invest - Corp Stock	76-6105634	461202103	INTUIT COM	11500 25	8256 67
Invest - Corp Stock	76-6105634	637071101	NATIONAL OILWELL INC COM	19727 63	19084.25
Invest - Corp Stock	76-6105634	68389X105	ORACLE CORPORATION	8671 5	6246.3
Invest - Corp Stock	76-6105634	747525103	QUALCOMM INC	11800 98	9220 46
Invest - Corp Stock	76-6105634	806857108	SCHLUMBERGER LTD	18302 13	8748 15
Invest - Corp Stock	76-6105634	855244109	STARBUCKS CORP COM	5120 64	3963.67
Invest - Corp Stock	76-6105634	892356106	TRACTOR SUPPLY CO COM	13967 1	9786 38
Invest - Corp Stock	76-6105634	907818108	UNION PACIFIC CORP	30492	12537.6
Invest - Corp Stock	76-6105634	966837106	WHOLE FOODS MKT INC	10974 6	9208 74
Invest - Corp Stock	76-6105634	191216100	COCA COLA CO	10778 7	9942 14
Invest - Corp Stock	76-6105634	740189105	PRECISION CASTPARTS CORP	8406.75	3825 87
Invest - Corp Stock	76-6105634	22160K105	COSTCO WHOLESALE CORP	9887 68	7517 3
Invest - Corp Stock	76-6105634	91324P102	UNITEDHEALTH GROUP INC	8673 6	8868.13
Invest - Corp Stock	76-6105634	61166W101	MONSANTO CO NEW	12146.7	8989 4
Invest - Corp Stock	76-6105634	46625H100	JPMORGAN CHASE & CO	16940 16	12637.95
Invest - Corp Stock	76-6105634	87817A107	TEAM HEALTH HOLDINGS INC	3193 84	2956.67
Invest - Corp Stock	76-6105634	084670702	BERKSHIRE HATHAWAY INC.	18972	15593.09
Invest - Corp Stock	76-6105634	38259P508	GOOGLE INC	43695.89	19471.11
Invest - Corp Stock	76-6105634	611740101	MONSTER BEVERAGE CORP	15345.4	11158.61
Invest - Corp Stock	76-6105634	148887102	CATAMARAN CORP	7293	5859 34
Invest - Corp Stock	76-6105634	609207105	MONDELEZ INTERNATIONAL INC	8877.96	7533.77
Invest - Corp Stock	76-6105634	45866F104	INTERCONTINENTALEXCHANGE GROUPINC	6472.49	3211.54



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

Long Term CG Distributions										Amount	
Short Term CG Distributions										20,661	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss
								Gross Sales Price	Cost or Other Basis	Valuation Method	
1	DANAHER CORP	235851102			1/28/2013		10/22/2013	72	61		
2	DANAHER CORP	235851102			2/18/2010		10/22/2013	6,788	3,538		
3	DIAMOND HILL LONG-SHORT	252645833			9/1/2010		10/21/2013	65,354	45,745		
4	DIAMOND HILL LONG-SHORT	252645833			6/15/2011		10/21/2013	10,219	7,787		
5	DODGE & COX INCOME FD C	256210105			4/3/2012		10/22/2013	6,061	6,025		
6	DODGE & COX INCOME FD C	256210105			4/3/2012		12/28/2014	10,369	10,263		
7	DREYFUS EMG MKT DEBT LO	261980494			10/4/2013		10/22/2013	45,108	44,582		
8	DRIEHAUS ACTIVE INCOME F	262028855			9/17/2013		10/22/2013	16,994	17,000		
9	ECOLAB INC	278865100			12/3/2013		12/3/2013	2,224	2,224		
10	EXXON MOBIL CORPORATION	30231G102			1/1/1950		1/28/2014	18,664	3,022		
11	FASTEVAL CO	311900104			1/29/2010		10/22/2013	4,959	2,082		
12	GATEWAY FUND - Y #1986	367829884			1/28/2013		10/21/2013	51,707	50,000		
13	CONCHO RESOURCES INC	20609P101			1/10/2011		9/20/2013	5,930	5,930		
14	CONCHO RESOURCES INC	20609P101			1/3/2012		9/20/2013	5,117	4,786		
15	MLN GOLDMAN SACHS GRO	38143UCM1			4/30/2008		5/7/2013	34,468	35,000		
16	ENSCO PLC-CL A	33157S106			8/15/2012		9/20/2013	5,373	5,493		
17	ENSCO PLC-CL A	33157S106			10/11/2012		9/20/2013	493	498		
18	RALPH LAUREN CORP	751212101			12/24/2012		9/20/2013	3,846	3,481		
19	AQR MANAGED FUTURES ST	00203H859			4/3/2012		10/22/2013	39,521	36,995		
20	AQR MANAGED FUTURES ST	00203H859			4/3/2012		1/28/2014	1,026	942		
21	ALEXION PHARMACEUTICALS	016351109			12/20/2012		10/22/2013	10,410	9,273		
22	ALEXION PHARMACEUTICALS	016351109			1/28/2013		10/22/2013	322	284		
23	ALLERGAN INC	018490102			6/28/2011		9/24/2013	2,937	2,914		
24	ALLERGAN INC	018490102			6/29/2011		6/24/2013	3,272	3,260		
25	ALLERGAN INC	018490102			12/6/2011		6/24/2013	3,440	3,448		
26	RIDGECORP SEIX HY BD-I #	78628T645			10/2/2013		1/28/2014	29,928	30,998		
27	FINANCIAL SELECT SECTOR	81369Y605			2/2/2011		10/22/2013	8,627	5,378		
28	FINANCIAL SELECT SECTOR	81369Y605			4/2/2012		10/22/2013	4,063	2,794		
29	FINANCIAL SELECT SECTOR	81369Y605			4/3/2012		10/22/2013	8,398	6,356		
30	FINANCIAL SELECT SECTOR	81369Y605			5/14/2012		10/22/2013	10,278	7,213		
31	FINANCIAL SELECT SECTOR	81369Y605			10/9/2012		10/22/2013	11,740	8,986		
32	FINANCIAL SELECT SECTOR	81369Y605			1/28/2013		10/22/2013	397	332		
33	STARBUCKS CORP COM	852444109			1/22/2013		10/22/2013	4,853	3,303		
34	TEAM HEALTH HOLDINGS INC	87817A107			6/24/2013		10/22/2013	3,635	3,196		
35	TERADATA CORP	88076W103			12/20/2012		9/20/2013	8,479	9,777		
36	TRIMBLE NAV LTD	896239100			3/27/2013		9/20/2013	10,863	10,719		
37	VANGUARD FTSE EMERGING	922042658			10/22/2013		1/28/2014	125,243	142,131		

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										20,661		Capital Gains/Losses		2,325,607		1,889,223		426,384	
												Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss					
69	X	CONCHO RESOURCES INC	20605P101		3/27/2013		9/20/2013	6,997	6,593				0	404					
70	X	CREDIT SUISSE COMM RET S	22544R305		4/8/2011		2/25/2013	13,092	16,563				0	-3,571					
71	X	CREDIT SUISSE COMM RET S	22544R305		4/8/2011		2/25/2013	13,966	17,776				0	-3,810					
72	X	CREDIT SUISSE COMM RET S	22544R305		4/3/2012		2/25/2013	6,349	6,894				0	-345					
73	X	CREDIT SUISSE COMM RET S	22544R305		10/24/2013		1/28/2014	12,331	12,554				0	-223					
74	X	HMS HLDSG CORP	40425J101		9/3/2010		3/27/2013	9,143	6,131				0	3,012					
75	X	HMS HLDSG CORP	40425J101		11/10/2010		3/27/2013	2,189	1,823				0	566					
76	X	HSBC FRONTIER MARKETS-I	40428X222		10/24/2013		1/28/2014	1,686	1,625				0	61					
77	X	INTERCONTINENTAL EXCHAN	45865V100		4/29/2008		10/22/2013	3,560	2,737				0	823					
78	X	INTERCONTINENTAL EXCHAN	45865V100		3/24/2010		10/22/2013	11,274	6,269				0	5,005					
79	X	INTUIT COM	46120I103		5/14/2012		10/22/2013	3,261	2,623				0	638					
80	X	INTUIT COM	46120I103		1/28/2013		10/22/2013	69	64				0	5					
81	X	INTUIT COM	46120I103		3/5/2013		10/22/2013	3,538	3,452				0	86					
82	X	INTUIT COM	46120I103		9/20/2011		10/22/2013	763	546				0	217					
83	X	INTUITIVE SURGICAL INC	46120E602		5/25/2012		9/20/2013	4,468	6,327				0	-1,859					
84	X	ISHARES GOLD TRUST	464285105		4/28/2008		6/26/2013	21,390	15,365				0	6,015					
85	X	UIT	464285105		1/1/1901		6/30/2013	14	0				0	14					
86	X	UIT	464285105		1/1/1901		7/31/2013	8	0				0	8					
87	X	UIT	464285105		1/1/1901		8/31/2013	8	0				0	8					
88	X	UIT	464285105		1/1/1901		9/30/2013	8	0				0	8					
89	X	ISHARES GOLD TRUST	464285105		4/29/2008		10/22/2013	36,800	24,223				0	12,577					
90	X	ISHARES INC MSCI PACIFIC E	464286665		11/17/2008		6/12/2013	78,579	41,626				0	36,953					
91	X	ISHARES BARCLAYS TIPS BO	464287176		4/3/2012		6/25/2013	57,742	61,889				0	-4,247					
92	X	ISHARES TIPS BOND ETF	464287176		9/1/2010		10/22/2013	47,625	45,342				0	2,283					
93	X	ISHARES TIPS BOND ETF	464287176		4/3/2012		10/22/2013	65,159	68,141				0	-2,982					
94	X	ISHARES MSCI EMERGING M	464287234		4/3/2009		10/22/2013	9,441	5,890				0	3,551					
95	X	ISHARES MSCI EMERGING M	464287234		4/3/2009		10/22/2013	9,266	5,790				0	3,476					
96	X	INTUITIVE SURGICAL INC	46120E602		10/9/2012		9/20/2013	1,862	2,478				0	-616					
97	X	INTUITIVE SURGICAL INC	46120E602		10/11/2012		9/20/2013	1,117	1,481				0	-364					
98	X	UIT	464285105		1/1/1901		3/31/2013	16	0				0	16					
99	X	UIT	464285105		1/1/1901		2/28/2013	15	0				0	15					
100	X	UIT	464285105		1/1/1901		4/30/2013	15	0				0	15					
101	X	UIT	464285105		1/1/1901		5/31/2013	15	0				0	15					
102	X	ISHARES GOLD TRUST	464285105		12/21/2009		6/26/2013	833	748				0	85					
103	X	ISHARES GOLD TRUST	464285105		4/6/2011		6/26/2013	1,202	1,444				0	-242					
104	X	ISHARES GOLD TRUST	464285105		6/10/2011		6/26/2013	1,630	2,053				0	-423					
105	X	ESTEE LAUDER COMPANIES	518439104		9/20/2011		10/22/2013	7,430	5,238				0	2,192					
106	X	ESTEE LAUDER COMPANIES	518439104		5/25/2012		10/22/2013	5,988	4,564				0	1,424					
107	X	MERGER FD SH BEN INT #260	589509108		10/4/2012		1/28/2014	27,533	28,000				0	-467					
108	X	MERGER FD SH BEN INT #260	589509108		6/15/2011		1/28/2014	519	527				0	-8					
109	X	MONDELEZ INTERNATIONAL	609207105		1/28/2012		10/22/2013	6,568	5,421				0	1,147					
110	X	MONSANTO CO NEW	61166W101		2/29/2012		10/22/2013	2,796	2,062				0	734					
111	X	MONSANTO CO NEW	61166W101		4/3/2012		10/22/2013	538	407				0	131					
112	X	MONSANTO CO NEW	61166W101		2/16/2012		10/22/2013	430	317				0	113					
113	X	NESTLE S.A. REGISTERED SH	641069406		7/9/2010		3/5/2013	11,164	7,790				0	3,374					
114	X	ORACLE CORPORATION	68389X105		1/1/18/2010		6/24/2013	301	284				0	17					
115	X	ORACLE CORPORATION	68389X105		1/20/2010		6/24/2013	1,865	1,973				0	-108					
116	X	ORACLE CORPORATION	68389X105		1/28/2013		6/24/2013	30	36				0	-6					
117	X	ORACLE CORPORATION	68389X105		9/17/2010		6/24/2013	4,904	4,333				0	571					
118	X	PIMCO HIGH YIELD FD-INST #	693390841		4/3/2012		10/22/2013	51,776	50,000				0	1,776					
119	X	PIMCO FOREIGN BD FD USD	683390882		6/15/2011		10/4/2013	21,180	21,000				0	180					
120	X	PIMCO COMMODITY REAL RE	722005667		2/22/2013		10/22/2013	33,250	37,500				0	-4,250					
121	X	PIMCO EMERGING LOCAL BO	72201F516		1/21/2011		10/4/2013	42,957	46,000				0	-3,043					
122	X	PIMCO EMERGING LOCAL BO	72201F516		6/15/2011		10/4/2013	17,830	20,045				0	-2,215					
123	X	PIMCO EMERGING LOCAL BO	72201F516		4/3/2012		10/4/2013	22,400	24,723				0	-2,323					
124	X	PIMCO EMERGING LOCAL BO	72201F516		6/28/2012		10/4/2013	23,066	22,924				0	142					
125	X	PRECISION CASTPARTS COR	740189105		4/28/2008		10/22/2013	13,314	6,538				0	6,776					
126	X	PRICELINE COM INC	741503403		6/28/2011		10/22/2013	11,804	5,442				0	6,362					
127	X	PRICELINE COM INC	741503403		1/1/18/2011		10/22/2013	5,365	2,501				0	2,864					
128	X	PRICELINE COM INC	741503403		1/28/2013		10/22/2013	1,073	704				0	369					
129	X	QUALCOMM INC	747525103		5/13/2011		10/22/2013	6,560	5,443				0	1,117					
130	X	RACKSPACE HOSTING INC	750086100		5/14/2012		3/27/2013	6,153	6,420				0	-267					
131	X	RACKSPACE HOSTING INC	750086100		5/25/2012		3/27/2013	4,565	4,679				0	-114					
132	X	RACKSPACE HOSTING INC	750086100		1/28/2013		3/27/2013	50	79				0	-29					
133	X	RALPH LAUREN CORP	751212101		2/29/2012		9/20/2013	5,350	5,610				0	-260					
134	X	ISHARES MSCI EMERGING M	464287234		5/21/2009		10/22/2013	11,146	8,032				0	3,114					
135	X	ISHARES MSCI EMERGING M	464287234		7/30/2009		10/22/2013	3,803	3,122				0	681					
136	X	ISHARES MSCI EMERGING M	464287234		7/31/2009		10/22/2013	7,780	6,366				0	1,414					

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

Totals										Amount		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										20,661		Other sales		2,325,607		1,889,223		426,384	
Check "X" to include in Part IV	Check "X" if Purchaser is a Business	Purchaser	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	ISHARES MSCI EMERGING M	12/24/2012		10/22/2013	23,472	23,215					257							
138	X	ISHARES MSCI EMERGING M	1/28/2013		10/22/2013	62,198	62,484					-286							
139	X	ISHARES MSCI EMERGING M	3/5/2013		10/22/2013	3,453	3,438					15							
140	X	ISHARES MSCI EAFE ETF	1/27/2009		10/22/2013	77,542	45,991					31,551							
141	X	ISHARES MSCI EAFE ETF	1/28/2013		10/22/2013	21,706	19,068					2,638							
142	X	ISHARES CORE S&P MIDCAP	2/6/2009		10/22/2013	202,097	82,219					119,878							
143	X	ISHARES CORE S&P MIDCAP	1/28/2013		10/22/2013	39,541	33,470					6,071							
144	X	ISHARES CORE S&P SMALL-C	1/28/2013		10/22/2013	168,893	135,401					33,482							
145	X	ISHARES MSCI EAFE GROWT	12/3/2009		10/22/2013	27,326	21,980					5,346							
146	X	ISHARES MSCI EAFE GROWT	11/18/2010		10/22/2013	7,352	6,228					1,124							
147	X	ISHARES MSCI EAFE GROWT	12/6/2011		10/22/2013	4,855	3,754					1,201							
148	X	ISHARES MSCI EAFE GROWT	4/3/2012		10/22/2013	2,124	1,763					361							
149	X	ISHARES MSCI EAFE GROWT	1/28/2013		10/22/2013	71	62					9							
150	X	JP MORGAN ALERIAN MLP IN	8/19/2011		10/22/2013	48,012	35,953					12,059							
151	X	KEELEY SMALL CAP VAL FD	10/24/2013		1/28/2014	409	415					-6							

**Part I, Line 11 (990-PF) - Other Income**

		139,562	139,562	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	139,562	139,562	

**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

		7,422	1,237	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,237	1,237		
2	PY EXCISE TAXES PAID	2,957			
3	ESTIMATED EXCISE TAXES PAID	3,228			

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

		8,488	8,488	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	99	99		
2	OMG EXPENSES	8,389	8,389		

**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		1,864,924	1,952,463	2,073,278



### 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	MUTUAL FUND TIMING DIFFERENCE	1	222
2	FEDERAL EXCISE TAX REFUND	2	807
3	Total	3	1,029

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	284
2	COST BASIS ADJUSTMENT	2	1,122
3	Total	3	1,406

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

Long Term CG Distributions										Amount									
Short Term CG Distributions										20,861									
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	0	405,723	Gain Minus Excess of FMV Over Adjusted Basis or Losses				
1 DANAMER CORP	235851102		1/28/2013	10/22/2013	72			61	11				0	0	405,723				
2 DANAMER CORP	235851102		2/18/2010	10/22/2013	6,788			3,538	3,250				0	0	3,250				
3 DANAMER CORP	235851102		9/1/2010	10/22/2013	45,354			45,745	19,609				0	0	19,609				
4 DANAMER CORP	235851102		8/15/2011	10/22/2013	10,219			7,787	2,432				0	0	2,432				
5 DODGE & COX INC	256210105		4/3/2012	10/22/2013	6,061			6,025	36				0	0	36				
6 DODGE & COX INC	256210105		4/3/2012	10/22/2013	10,369			10,263	106				0	0	106				
7 DRETHUS ENG MGT DEBT LOC C1 #806	281980494		9/17/2013	10/22/2013	45,108			44,582	526				0	0	526				
8 DRETHUS ACTIVE INCOME FUND	282028855		9/17/2013	10/22/2013	16,984			17,000	-16				0	0	-16				
9 ECOLAB INC	278663100		9/20/2010	10/22/2013	4,668			2,224	2,444				0	0	2,444				
10 ECOLAB INC	278663100		1/11/2010	10/22/2013	18,664			3,022	15,642				0	0	15,642				
11 EASTMAN CO	311960104		1/29/2010	10/22/2013	4,959			2,082	2,877				0	0	2,877				
12 GATEWAY FUND - Y #1986	387823884		1/28/2013	10/22/2013	51,707			50,000	1,707				0	0	1,707				
13 CONCHO RESOURCES INC	20609101		1/10/2011	9/20/2013	7,101			5,830	1,271				0	0	1,271				
14 CONCHO RESOURCES INC	20609101		1/30/2012	9/20/2013	5,117			4,786	331				0	0	331				
15 WIN GOLDMAN SACHS GROUP INC	36143430CMT		4/30/2008	5/7/2013	34,468			35,000	-532				0	0	-532				
16 ENSCO PLC-CL A	331575106		8/15/2012	9/20/2013	5,373			5,493	-120				0	0	-120				
17 ENSCO PLC-CL A	331575106		10/11/2012	9/20/2013	483			498	-15				0	0	-15				
18 RALPH LAUREN CORP	751212101		12/24/2012	9/20/2013	38,521			36,895	365				0	0	365				
19 AOR MANAGED FUTURES STR1 #1521	00203H859		4/3/2012	10/22/2013	1,028			942	84				0	0	84				
20 AOR MANAGED FUTURES STR1 #1521	00203H859		12/20/2012	10/22/2013	10,410			9,273	1,137				0	0	1,137				
21 ALEXION PHARMACEUTICALS INC	015351109		12/20/2012	10/22/2013	322			284	38				0	0	38				
22 ALEXION PHARMACEUTICALS INC	015351109		12/20/2012	10/22/2013	2,937			2,914	23				0	0	23				
23 ALLERGAN INC	018490102		6/28/2011	6/24/2013	3,272			3,260	12				0	0	12				
24 ALLERGAN INC	018490102		12/6/2011	6/24/2013	3,440			3,448	-8				0	0	-8				
25 ALLERGAN INC	018490102		10/24/2013	10/22/2013	29,929			30,998	-1,069				0	0	-1,069				
26 RIDGEWORTH SEIX HY BD1 #5855	768281645		10/24/2013	10/22/2013	8,627			5,378	3,249				0	0	3,249				
27 FINANCIAL SELECT SECTOR SPDR	81369Y605		2/22/2012	10/22/2013	4,053			2,784	1,269				0	0	1,269				
28 FINANCIAL SELECT SECTOR SPDR	81369Y605		4/3/2012	10/22/2013	8,388			6,356	2,032				0	0	2,032				
29 FINANCIAL SELECT SECTOR SPDR	81369Y605		5/14/2012	10/22/2013	10,278			7,213	3,065				0	0	3,065				
30 FINANCIAL SELECT SECTOR SPDR	81369Y605		10/9/2012	10/22/2013	11,740			8,986	2,754				0	0	2,754				
31 FINANCIAL SELECT SECTOR SPDR	81369Y605		12/20/2012	10/22/2013	397			332	65				0	0	65				
32 FINANCIAL SELECT SECTOR SPDR	81369Y605		12/20/2012	10/22/2013	4,853			3,303	1,550				0	0	1,550				
33 STARBUCKS CORP COM	855244109		6/24/2012	10/22/2013	3,635			3,196	439				0	0	439				
34 TEAM HEALTH HOLDINGS INC	87817A107		12/20/2012	10/22/2013	9,479			9,777	-298				0	0	-298				
35 TERADATA CORP	88076W100		3/27/2013	9/20/2013	10,963			10,719	244				0	0	244				
36 TRIMBLE NAV LTD	898233100		10/22/2013	10/22/2013	125,243			142,131	-16,888				0	0	-16,888				
37 VANGUARD FTSE EMERGING MARKET	922042858		5/14/2012	10/22/2013	3,838			5,778	-1,940				0	0	-1,940				
38 WHOLE FOODS MKT INC	866837106		2/29/2012	10/22/2013	5,373			5,778	-403				0	0	-403				
39 ENSCO PLC-CL A	331575106		4/3/2012	10/22/2013	3,454			3,326	128				0	0	128				
40 ENSCO PLC-CL A	331575106		8/30/2012	10/22/2013	10,338			6,481	3,857				0	0	3,857				
41 GERNER CORP COM	156782104		10/9/2012	10/22/2013	6,040			3,853	2,087				0	0	2,087				
42 GERNER CORP COM	156782104		10/11/2012	10/22/2013	174			109	65				0	0	65				
43 CHAMBERS STREET PROPERTIES	157842105		5/28/2008	6/27/2013	8,680			7,583	1,117				0	0	1,117				
44 CHAMBERS STREET PROPERTIES	157842105		5/28/2008	6/28/2013	23,330			18,930	3,400				0	0	3,400				
45 CHAMBERS STREET PROPERTIES	157842105		5/28/2008	7/8/2013	5			5	0				0	0	0				
46 CHAMBERS STREET PROPERTIES	157842105		5/28/2008	10/22/2013	68,058			58,554	9,504				0	0	9,504				
47 CHAMBERS STREET PROPERTIES	157842105		8/15/2012	10/22/2013	13,088			12,928	160				0	0	160				
48 CHAMBERS STREET PROPERTIES	157842105		8/15/2012	10/22/2013	5,233			4,874	359				0	0	359				
49 CHIPOTLE MEXICAN GRILL INC	169656105		8/20/2012	12/3/2013	3,910			4,814	-904				0	0	-904				
50 CHIPOTLE MEXICAN GRILL INC	169656105		10/11/2012	12/3/2013	1,047			574	473				0	0	473				
51 COACH INC	189754104		9/20/2012	2/11/2013	3,910			4,814	-904				0	0	-904				
52 COACH INC	189754104		1/3/2012	2/11/2013	4,448			5,468	-1,021				0	0	-1,021				
53 COGNIZANT TECH SOLUTIONS CRP CC	192446102		12/20/2012	3/5/2013	10,440			9,488	952				0	0	952				
54 ALLERGAN INC	018490102		12/20/2012	10/22/2013	2,685			2,688	-3				0	0	-3				
55 ALLERGAN INC	018490102		12/20/2012	10/22/2013	84			107	-23				0	0	-23				
56 AMAZON COM INC COM	023135106		8/25/2009	10/22/2013	16,591			4,234	12,357				0	0	12,357				
57 AMERICAN TOWER CORP	0327X100		4/1/2011	10/22/2013	10,365			9,813	552				0	0	552				
58 ARTISAN TOWER CORP	0327X100		10/24/2013	10/22/2013	598			598	-10				0	0	-10				
59 ARTISAN TOWER CORP	0327X100		10/24/2013	10/22/2013	3,134			3,071	63				0	0	63				
60 CATAMARAN CORP	148887102		9/11/2008	10/22/2013	7,697			2,422	5,275				0	0	5,275				
61 CATAMARAN CORP	151020104		9/24/2008	10/22/2013	13,630			5,409	8,221				0	0	8,221				
62 DELGENE CORP COM	151020104		12/7/2011	10/22/2013	5,131			1,995	3,136				0	0	3,136				
63 DELGENE CORP COM	151020104		5/11/2011	10/22/2013	1,116			1,074	42				0	0	42				
64 COGNIZANT TECH SOLUTIONS CRP CC	192446102		10/11/2012	3/5/2013	1,674			1,265	409				0	0	409				
65 COGNIZANT TECH SOLUTIONS CRP CC	192446102		4/1/2010	6/10/2013	0			0	0				0	0	0				
66 COMPANIA DE BEBIDAS-PRF ADR	20441W203		3/27/2013	9/20/2013	10,033			8,014	2,019				0	0	2,019				
67 CONCHO RESOURCES INC	20609101		4/8/2011	2/25/2013	6,997			6,593	404				0	0	404				
68 CREDIT SUISSE COMM RET ST1 #2156	22544R305		4/8/2011	2/25/2013	13,092			16,663	-3,571				0	0	-3,571				
69 CREDIT SUISSE COMM RET ST1 #2156	22544R305		4/3/2012	2/25/2013	13,966			17,778	-3,810				0	0	-3,810				
70 CREDIT SUISSE COMM RET ST1 #2156	22544R305		10/24/2013	10/22/2013	12,331			12,554	-223				0	0	-223				
71 CREDIT SUISSE COMM RET ST1 #2156	22544R305		9/3/2010	3/27/2013	9,143			6,131	3,012				0	0	3,012				
72 CREDIT SUISSE COMM RET ST1 #2156	22544R305		11/10/2010	3/27/2013	2,189			1,625	566				0	0	566				
73 HBSB FRONTIER MARKETS-J	0425101		10/24/2013	10/22/2013	1,686			1,625	61				0	0	61				
74 HBSB FRONTIER MARKETS-J	0425101		4/29/2008	10/22/2013	3,560			2,737	823				0	0	823				
75 INTERCONTINENTAL EXCHANGE INC	45865V100		3/24/2010	10/22/2013	11,274			6,269	5,005		</								

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

Amount																
Long Term CG Distributions																
Short Term CG Distributions																
20,661																
0																

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

	Date		Amount
1 Credit from prior year return . . . . .		1	0
2 First quarter estimated tax payment . . . . .	6/10/2013	2	807
3 Second quarter estimated tax payment . . . . .	7/9/2013	3	807
4 Third quarter estimated tax payment . . . . .	10/9/2013	4	807
5 Fourth quarter estimated tax payment . . . . .	1/9/2014	5	807
6 Other payments . . . . .		6	
7 Total . . . . .		7	3,228

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

51,795												0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	33,795		
2	GERARD G STAFFORD, JR		7606 BURNING HILLS DR	HOUSTON	TX	77024		CO-TRUSTEE	1 00	9,000		
3	NANCY S ROBINSON		1 LONG TIMBERS LANE	HOUSTON	TX	77024		CO-TRUSTEE	1 00	9,000		

**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	82,882
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	82,882