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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.

For calendar year 2013 or tax year beginning 3/1/2013, and ending 2/28/2014

Name of foundation GOODWIN FAMILY MEMORIAL TUA			A Employer identification number 95-6674233	
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 - PO BOX 63954 MAC A0348-012			B Telephone number (see instructions) (888) 730-4933	
City or town SAN FRANCISCO		State CA	ZIP code 94163	
Foreign country name		Foreign province/state/county		Foreign postal code
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 13,665,186		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

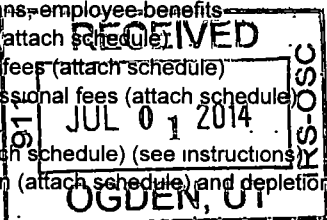
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	214,087	209,607		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,713,592			
	b Gross sales price for all assets on line 6a 8,284,301				
	7 Capital gain net income (from Part IV, line 2)		4,713,592		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,927,679	4,923,199	0	
	13 Compensation of officers, directors, trustees, etc.	59,384	44,538		14,846
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,160			1,160
	c Other professional fees (attach schedule)	2,834			2,834
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	79,678	5,659		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	810			810
	24 Total operating and administrative expenses. Add lines 13 through 23	143,866	50,197	0	19,650
	25 Contributions, gifts, grants paid	480,000			480,000
	26 Total expenses and disbursements. Add lines 24 and 25	623,866	50,197	0	499,650
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,303,813			
	b Net investment income (if negative, enter -0-)		4,873,002		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	5,034,051	345,352	345,352	
	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)	3,176,081	12,360,975	13,319,834		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,210,132	12,706,327	13,665,186		
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	Total liabilities (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. ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	8,210,132	12,706,327		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	8,210,132	12,706,327		
31	Total liabilities and net assets/fund balances (see instructions)	8,210,132	12,706,327			

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	8,210,132
2	Enter amount from Part I, line 27a	2	4,303,813
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	214,210
4	Add lines 1, 2, and 3	4	12,728,155
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	21,828
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,706,327

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	4,713,592
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?
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	455,996	11,662,278	0.039100
2011	105,300	10,517,882	0.010012
2010	4,472	10,844,669	0.000412
2009			0.000000
2008			0.000000
2 Total of line 1, column (d)			2 0.049524
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.016508
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 12,852,710
5 Multiply line 4 by line 3			5 212,173
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 48,730
7 Add lines 5 and 6			7 260,903
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 499,650

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	48,730	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	48,730	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48,730	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,300	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,300	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	44,430	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933 Located at ► PO BOX 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ► 94163			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept PO BOX 63954 MAC A0348-012 SAN FRANCISCO, C	TRUSTEE 4 00	59,384		

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	11,944,813
b	Average of monthly cash balances	1b	1,103,624
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,048,437
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	13,048,437
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	195,727
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,852,710
6	Minimum investment return. Enter 5% of line 5	6	642,636

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	642,636
2a	Tax on investment income for 2013 from Part VI, line 5	2a	48,730
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	48,730
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	593,906
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	593,906
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	593,906

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	499,650
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	499,650
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	48,730
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	450,920

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				593,906
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			476,059	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 499,650				
a Applied to 2012, but not more than line 2a			476,059	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				23,591
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				570,315
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	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)				
a <i>Paid during the year</i> See Attached Statement				
Total			3a	480,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

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

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

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

[illegible]

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true and correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

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

6/12/2014
Date

SVP Wells Fargo Bank N.A.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
JOSEPH J CASTRIANO

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

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

Phone no	412-355-6000
----------	--------------

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

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			480,000

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

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

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
GOODWIN FAMILY MEMORIAL TUA
Trust Year 3/1/2013 - 2/28/2014

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Tax Code/Desc		Paid For	Transactions	Income	Principal
BENEFICIARY DISTRIBUTIONS					
		000000000	No Beny Linked		
03/08/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-40,000 00
			TRAN # UU000008000001		
			DISCRETIONARY DISTRIBUTION		
			GRANT FOR FINANCIAL LITERACY PROGRAM		
			CALCPA INSTITUTE		
			CTAC APPROVAL 03/07/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-30,000 00
			TRAN # UU000026000001		
			DISCRETIONARY DISTRIBUTION		
			LEADERS FOR TOMORROW - YOUTH LEADERSHIP PROGRAM		
			APLA HEALTH & WELLNESS		
			CTAC 5/16/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-15,000 00
			TRAN # UU000026000003		
			DISCRETIONARY DISTRIBUTION		
			THE GOFARR FUND		
			CHILDRENS HOSPITAL OF LOS ANGELES		
			CTAC 5/16/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000026000005		
			DISCRETIONARY DISTRIBUTION		
			FEEDING THE HOMELESS & LOW INCOME MALE YOUTH OF LB		
			CHRISTIAN OUTREACH APPEAL		
			CTAC 5/16/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-5,000 00
			TRAN # UU000026000007		
			DISCRETIONARY DISTRIBUTION		
			HEARING TOGETHER		
			HOUSE RESEARCH INSTITUTE		
			CTAC 5/16/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000026000009		
			DISCRETIONARY DISTRIBUTION		
			EDUCATE YOUNG ANGELENOS & OR FAMILY MEMBERS W/HD		
			HUNTINGTONS DISEASE SOCIETY OF		
			AMERICA, INC		
			CTAC 5/16/2013		

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
GOODWIN FAMILY MEMORIAL TUA
Trust Year 3/1/2013 - 2/28/2014

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Tax Code/Desc		Paid For	Transactions	Income	Principal
BENEFICIARY DISTRIBUTIONS					
		000000000	No Beny Linked		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000026000011		
			DISCRETIONARY DISTRIBUTION		
			FOR SPECIFIC USE COMMUNITY-BASED MENTORING PROGRAM		
			JEWISH BIG BROTHERS BIG SISTERS		
			ASSOCIATION OF LOS ANGELES		
			CTAC 5/16/2013		
05/17/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-5,000 00
			TRAN # UU000026000013		
			DISCRETIONARY DISTRIBUTION		
			SPECIAL OLYMPICS SCHOOL PARTNERSHIP PRGM IN LA CTY		
			SPECIAL OLYMPICS SOUTHERN CALIFORNIA		
			INC		
			CTAC 5/16/2013		
08/23/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000030000001		
			DISCRETIONARY DISTRIBUTION		
			2013 CAMPERSHIP FUND		
			CAMP STEVENS, EPISCOPAL DIOCESE		
			OF LOS ANGELES & SAN DIEGO		
			APPROVED PER CTAC 8/22/13		
08/23/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-15,000 00
			TRAN # UU000030000003		
			DISCRETIONARY DISTRIBUTION		
			MAGNOLIA PLACE PRESCHOOL		
			CHILDRENS BUREAU OF SOUTHERN		
			CALIFORNIA		
			APPROVED PER CTAC 8/22/13		
08/23/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-35,000 00
			TRAN # UU000030000005		
			DISCRETIONARY DISTRIBUTION		
			HIV PREVENTION & CARE FOR AT RISK MALE YOUTH		
			DESERT AIDS PROJECT		
			APPROVED PER CTAC 8/22/13		
08/23/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-25,000 00
			TRAN # UU000030000007		
			DISCRETIONARY DISTRIBUTION		
			EXCEPTIONAL MINDS PROGRAM EXPANSION		
			EXCEPTIONAL MINDS		
			APPROVED PER CTAC 8/22/13		

Tax Transaction Detail (Distributions + Beneficiary)

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GOODWIN FAMILY MEMORIAL TUA

Trust Year 3/1/2013 - 2/28/2014

Tax Code/Desc			Paid For	Transactions	Income	Principal
BENEFICIARY DISTRIBUTIONS						
			000000000	No Beny Linked		
08/23/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-15,000 00
				TRAN # UU000030000009		
				DISCRETIONARY DISTRIBUTION		
				VIVA TECHNOLOGY - CATHEDRAL HIGH SCHOOL		
				GREAT MINDS IN STEM		
				APPROVED PER CTAC 8/22/13		
08/23/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-15,000 00
				TRAN # UU000030000011		
				DISCRETIONARY DISTRIBUTION		
				HEARING HEALTHCARE PROGRAM FOR DISADVANTAGED KIDS		
				HOUSE RESEARCH INSTITUTE		
				APPROVED PER CTAC 8/22/13		
08/23/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-20,000 00
				TRAN # UU000030000013		
				DISCRETIONARY DISTRIBUTION		
				EARLY CHILDHOOD EDUCATION-COOPERATIVE PLAY AND		
				MOTHERS CLUB FAMILY LEARNING CENTER		
				PHYSICAL ACTIVITY		
				APPROVED PER CTAC 8/22/13		
08/23/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-15,000 00
				TRAN # UU000030000015		
				DISCRETIONARY DISTRIBUTION		
				EDUCATIONAL ASSISTANCE TO 500 AT RISK BOYS		
				P F BRESEE FOUNDATION		
				APPROVED PER CTAC 8/22/13		
08/23/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-15,000 00
				TRAN # UU000030000019		
				DISCRETIONARY DISTRIBUTION		
				ANIMATION & VOICE OVER & INCREASING PROGRAM VISITS		
				PICTURE ME HAPPY		
				APPROVED PER CTAC 8/22/13		
11/18/13				0 Units	Reg Code 000	0 00
Added:	FYE	03/28/14		CASH DISBURSEMENT		-17,500 00
				TRAN # UU000037000001		
				DISCRETIONARY DISTRIBUTION		
				TROOP 18 BOY SCOUTS ANNUAL CAMPING & BACKPACKING		
				FIRST UNITED METHODIST CHURCH OF		
				NORTH HOLLYWOOD		
				ACTIVITES		
				PER CTAC APPROVAL 11-14-2013		

Tax Transaction Detail (Distributions + Beneficiary)

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GOODWIN FAMILY MEMORIAL TUA

Trust Year 3/1/2013 - 2/28/2014

Tax Code/Desc		Paid For	Transactions	Income	Principal
BENEFICIARY DISTRIBUTIONS					
		000000000	No Beny Linked		
11/18/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-20,000 00
			TRAN # UU000037000003		
			DISCRETIONARY DISTRIBUTION		
			YOUTH DEVELOPMENT PROGRAM		
			HUMAN SERVICES NETWORK		
			PER CTAC APPROVAL 11-14-2013		
11/18/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-15,000 00
			TRAN # UU000037000005		
			DISCRETIONARY DISTRIBUTION		
			COUNSELING PROGRAM FOR TRANSITIONAL AGE YOUTH-TAY		
			PRIME TIMER OF DESERT FOUNDATION		
			PER CTAC APPROVAL 11-14-2013		
11/18/13			0 Units	Reg Code 000	0 00
Added:	FYE 03/28/14		CASH DISBURSEMENT		-15,000 00
			TRAN # UU000037000007		
			DISCRETIONARY DISTRIBUTION		
			EARLY INTERVENTION PROGRAM		
			THERAPEUTIC LIVING CENTERS FOR THE		
			BLIND, INC		
			PER CTAC APPROVAL 11-14-2013		
01/16/14			0 Units	Reg Code 000	0 00
Added:	012 02/09/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000034000001		
			DISCRETIONARY DISTRIBUTION		
			CHECK LOST IN MAIL, REPLACEMENT OF CHECK 28570787		
			PARENT BOOSTER USA, INC		
			DTD 10/15/13		
			PER CTAC APPROVAL DTD 8/22/2013		
01/27/14			0 Units	Reg Code 000	0 00
Added:	013 02/10/14		CASH DISBURSEMENT		-10,000 00
			TRAN # UU000055000002		
			DISCRETIONARY DISTRIBUTION		
			TEEN LEADERSHIP & ADOLESCENT BULLYING PROGRAM		
			BEYOND BULLIES		
			PER CTAC APPROVAL DTD 1/23/2014		
01/27/14			0 Units	Reg Code 000	0 00
Added:	013 02/10/14		CASH DISBURSEMENT		-15,000 00
			TRAN # UU000055000004		
			DISCRETIONARY DISTRIBUTION		
			PERFORMING ARTS CHARITABLE GRANTS		
			BILLY DANIELS FOUNDATION		
			PER CTAC APPROVAL DTD 1/23/2014		

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
GOODWIN FAMILY MEMORIAL TUA
Trust Year 3/1/2013 - 2/28/2014

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Tax Code/Desc		Paid For	Transactions	Income	Principal
BENEFICIARY DISTRIBUTIONS					
		000000000	No Beny Linked		
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000006 DISCRETIONARY DISTRIBUTION ACCESS TO MEDICINE FOR MALE YOUTH IN LA COUNTY DIRECT RELIEF PER CTAC APPROVAL DTD 1/23/2014		-15,000 00
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000008 DISCRETIONARY DISTRIBUTION SEA (SUCCESSFUL EDUCATION ACHIEVEMENT) PROGRAM THE EMILY@SHANE FOUNDATION PER CTAC APPROVAL DTD 1/23/2014		-10,000 00
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000010 DISCRETIONARY DISTRIBUTION TEAMWORKS PROGRAM FOR AT-RISK MIDDLE SCHOOL BOYS LOS ANGELES TEAM MENTORING PER CTAC APPROVAL DTD 1/23/2014		-10,000 00
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000012 DISCRETIONARY DISTRIBUTION SUICIDE PREVENTION AND ANTI BULLYING PROJECT PRIME TIMER OF DESERT FOUNDATION PER CTAC APPROVAL DTD 1/23/2014		-25,000 00
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000014 DISCRETIONARY DISTRIBUTION TRANSPORTATION VEHICLE RIVER STONES RESIDENTIAL SERVICES, INC PER CTAC APPROVAL DTD 1/23/2014		-15,000 00
01/27/14			0 Units	Reg Code 000	0 00
Added:	013	02/10/14	CASH DISBURSEMENT TRAN # UU000055000016 DISCRETIONARY DISTRIBUTION BLOOM YOUTH MENTORING CONNECTION PER CTAC APPROVAL DTD 1/23/2014		-12,500 00
Total For: No Beny				0 00	-480,000 00
Total for Taxcode: 149				0 00	-480,000 00
Total for Distributions:				0 00	-480,000 00

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										44,791				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X CREDIT SUISSE COMM RET S	22544R305			1/9/2012		10/9/2013	6,145	6,985					-840
2	X CREDIT SUISSE COMM RET S	22544R305			2/15/2012		10/9/2013	10,045	11,550					-1,510
3	X CREDIT SUISSE COMM RET S	22544R305			1/22/2012		10/9/2013	36,952	41,293					-4,341
4	X DIAMOND HILL LONG-SHORT	25264S833			4/16/2013		7/11/2013	116,651	111,040					5,611
5	X DIAMOND HILL LONG-SHORT	25264S833			12/10/2013		7/11/2013	75,874	71,734					4,140
6	X DIAMOND HILL LONG-SHORT	25264S833			4/16/2013		10/9/2013	78,867	86,436					-7,569
7	X DREYFUS EMG MKT DEBT LO	26198Q494			1/22/2013		10/9/2013	29,491	32,197					-2,706
8	X DREYFUS EMG MKT DEBT LO	26198Q494			1/22/2013		10/9/2013	29,491	32,197					-2,706
9	X DREYFUS EMG MKT DEBT LO	26198Q494			1/22/2013		10/9/2013	29,491	32,197					-2,706
10	X DRIEHAUS ACTIVE INCOME F	26202B855			12/11/2013		1/16/2014	17,400	17,400					0
11	X DRIEHAUS ACTIVE INCOME F	26202B855			12/11/2013		1/16/2014	86,593	86,593					0
12	X EATON VANCE GLOBAL MACH	27782J728			12/12/2013		1/16/2014	45,102	45,054					48
13	X GATEWAY FUND - Y #1986	36782P884			1/22/2013		7/11/2013	67,976	66,500					1,476
14	X GATEWAY FUND - Y #1986	36782P884			3/6/2013		7/11/2013	117,009	116,551					458
15	X GATEWAY FUND - Y #1986	36782P884			4/16/2013		7/11/2013	138,634	138,486					148
16	X HUSSMAN STRATEGIC GROW	448108100			11/22/2011		3/6/2013	6,982	8,665					-1,683
17	X HUSSMAN STRATEGIC GROW	448108100			1/9/2012		3/6/2013	2,413	2,856					-443
18	X HUSSMAN STRATEGIC GROW	448108100			1/9/2012		4/12/2013	2,061	2,429					-368
19	X ISHARES MSCIEAFE	464287465			2/15/2012		4/12/2013	9,442	10,930					-1,388
20	X AQR MANAGED FUTURES ST	00203H959			1/15/2013		3/6/2013	176,544	174,257					2,287
21	X CREDIT SUISSE COMM RET S	22544R305			11/22/2011		10/9/2013	67,041	69,564					-2,523
22	X ISHARES MSCIEAFE	464287465			11/22/2011		4/12/2013	34,353	27,440					-1,425
23	X ISHARES MSCIEAFE	464287465			1/9/2012		4/12/2013	21,988	17,954					6,913
24	X ISHARES MSCIEAFE	464287465			1/9/2012		4/12/2013	21,988	17,954					4,044
25	X ISHARES MSCIEAFE	464287465			2/15/2012		4/12/2013	29,230	26,156					3,074
26	X ISHARES MSCIEAFE	464287465			1/17/2013		4/12/2013	133,917	129,585					4,332
27	X ISHARES S&P MIDCAP 400 GR	464287606			4/12/2013		7/11/2013	26,170	24,805					1,365
28	X ISHARES S&P MID-CAP 400 G	464287606			10/9/2013		10/9/2013	17,392	16,366					1,016
29	X ISHARES S&P MID-CAP 400 G	464287606			12/10/2013		1/16/2014	32,602	31,640					962
30	X ISHARES S&P MIDCAP 400 VA	464287705			4/12/2013		7/11/2013	48,125	45,681					2,444
31	X ISHARES S&P MIDCAP 400 VA	464287705			12/10/2013		1/16/2014	23,585	22,962					623
32	X ISHARES CORE S&P SMALL-C	464287804			2/15/2012		10/9/2013	11,681	9,047					2,634
33	X LAUDUS MONDRIAN INTL FLII	51855Q655			4/12/2013		10/9/2013	11,291	10,041					1,250
34	X LAUDUS MONDRIAN INTL FLII	51855Q655			11/22/2011		1/16/2014	3,454	3,940					-486
35	X LAUDUS MONDRIAN INTL FLII	51855Q655			1/9/2012		1/16/2014	2,200	2,375					-175
36	X LAUDUS MONDRIAN INTL FLII	51855Q655			2/15/2012		1/16/2014	4,018	4,425					-407
37	X LAUDUS MONDRIAN INTL FLII	51855Q655			1/22/2013		1/16/2014	18,312	19,600					-1,288
38	X LAUDUS MONDRIAN INTL FLII	51855Q655			4/16/2013		1/16/2014	10,701	11,103					-402
39	X LAUDUS MONDRIAN INTL FLII	51855Q655			3/6/2013		1/16/2014	4,424	4,520					96
40	X MERGER FD SH BEN INT #266	589509108			11/22/2011		7/11/2013	4,548	4,525					23
41	X MERGER FD SH BEN INT #266	589509108			4/16/2013		7/11/2013	83,652	83,171					481
42	X MERGER FD SH BEN INT #266	589509108			12/10/2013		1/16/2014	13,679	13,918					-239
43	X MERGER FD SH BEN INT #266	589509108			12/10/2013		1/16/2014	21,036	21,404					-368
44	X PINCO FOREIGN BD FD USD	693350882			4/16/2013		7/11/2013	10,854	11,296					-342
45	X PINCO FOREIGN BD FD USD	693350882			1/22/2013		7/11/2013	1,085	1,109					24
46	X PINCO FOREIGN BD FD USD	693350882			1/22/2011		1/16/2014	3,981	4,015					34
47	X PINCO FOREIGN BD FD USD	693350882			1/22/2013		1/16/2014	18,017	18,391					-374
48	X PINCO FOREIGN BD FD USD	693350882			3/6/2013		1/16/2014	9,679	9,860					-201
49	X PINCO FOREIGN BD FD USD	693350882			2/15/2012		1/16/2014	3,343	3,372					-29
50	X RIDGEWORTH SEIX HY BD-#	76628T645			1/22/2013		1/16/2014	122,742	128,100					-5,358
51	X RIDGEWORTH SEIX HY BD-#	76628T645			3/6/2013		1/16/2014	71,491	74,394					-2,903
52	X RIDGEWORTH SEIX HY BD-#	76628T645			4/16/2013		1/16/2014	82,513	86,450					-3,937
53	X RIDGEWORTH SEIX HY BD-#	76628T645			12/11/2013		10/9/2013	22,182	22,836					-654
54	X SPDR DJ WILSHIRE INTERNA	78463X863			4/12/2013		1/16/2014	14,617	15,770					-1,153
55	X AMEX MATERIALS SPDR	81369Y100			1/17/2013		7/11/2013	22,881	22,406					475
56	X AMEX MATERIALS SPDR	81369Y100			2/15/2012		10/9/2013	628	738					87
57	X AMEX MATERIALS SPDR	81369Y100			1/17/2013		10/9/2013	1,279	1,216					63
58	X AMEX MATERIALS SPDR	81369Y100			4/12/2013		1/16/2014	16,963	16,078					885
59	X AMEX MATERIALS SPDR	81369Y100			12/10/2013		1/16/2014	13,755	13,306					449
60	X AMEX HEALTH CARE SPDR	81369Y209			4/12/2013		7/11/2013	52,575	50,840					1,735
61	X CONSUMER STAPLES SECTO	81369Y308			4/12/2013		7/11/2013	52,777	51,747					1,030
62	X CONSUMER STAPLES SECTO	81369Y308			12/10/2013		1/16/2014	7,931	8,084					-153
63	X AMEX CONSUMER DISCR SPI	81369Y407			4/12/2013		7/11/2013	72,798	66,475					6,324
64	X AMEX CONSUMER DISCR SPI	81369Y407			12/10/2013		1/16/2014	21,108	21,021					87
65	X AMEX ENERGY SELECT SPDR	81369Y506			4/12/2013		7/11/2013	51,899	50,163					1,736
66	X AMEX ENERGY SELECT SPDR	81369Y506			12/10/2013		1/16/2014	3,270	3,288					-18
67	X FINANCIAL SELECT SECTOR	81369Y605			4/12/2013		7/11/2013	71,966	66,079					5,887

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
69	X	AMEX INDUSTRIAL SPDR	81369Y704				7/11/2013	53,176	50,005					3,171
70	X	AMEX TECHNOLOGY SELECT	81369Y803		4/12/2013		7/11/2013	110,075	105,285					4,790
71	X	AMEX TECHNOLOGY SELECT	81369Y803		4/12/2013		10/9/2013	21,960	21,191					769
72	X	AMEX TECHNOLOGY SELECT	81369Y803		3/6/2013		10/9/2013	9,357	8,993					364
73	X	AMEX TECHNOLOGY SELECT	81369Y803		12/10/2013		1/16/2014	20,665	20,085					580
74	X	AMEX TECHNOLOGY SELECT	81369Y803		12/10/2013		1/16/2014	8,733	8,488					245
75	X	AMEX UTILITIES SPDR	81369Y886		1/9/2012		3/6/2013	381	350					31
76	X	AMEX UTILITIES SPDR	81369Y886		11/22/2011		3/6/2013	381	340					41
77	X	AMEX UTILITIES SPDR	81369Y886		11/22/2011		4/12/2013	999	850					149
78	X	VANGUARD INTERMEDIATE T	921937819		4/12/2013		7/11/2013	69,405	73,656					-4,251
79	X	VANGUARD INTERMEDIATE T	921937819		1/17/2013		7/11/2013	9,071	9,585					-514
80	X	VANGUARD INTERMEDIATE T	921937819		2/5/2012		1/16/2014	12,387	13,192					-805
81	X	VANGUARD INTERMEDIATE T	921937819		1/17/2013		1/16/2014	64,909	69,119					-4,210
82	X	VANGUARD SHORT TERM BO	921937827		4/12/2011		7/11/2013	61,133	61,834					-701
83	X	VANGUARD SHORT TERM BO	921937827		11/22/2011		1/16/2014	17,602	17,879					-277
84	X	VANGUARD SHORT TERM BO	921937827		2/15/2012		1/16/2014	8,001	8,124					-123
85	X	VANGUARD SHORT TERM BO	921937827		4/12/2013		1/16/2014	78,088	79,095					-1,007
86	X	VANGUARD SHORT TERM BO	921937827		1/17/2013		1/16/2014	99,931	101,166					-1,235
87	X	VANGUARD FTSE DEVELOPE	921943858		4/12/2013		7/11/2013	37,078	37,387					-309
88	X	VANGUARD FTSE DEVELOPE	921943858		4/12/2013		10/9/2013	77,309	73,952					3,357
89	X	VANGUARD FTSE EMERGING	922042858		1/17/2013		10/9/2013	126,813	140,094					-13,281
90	X	DOMESTIC LAUNDRY	257995100		1/1/2010		12/10/2013	4,878,119	209,250					4,668,869

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

		1,160	0	0	1,160
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,160			1,160

Part I, Line 16c (990-PF) - Other Professional Fees

		2,834	0	0	2,834
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEES	2,834			2,834

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

		79,678	5,659	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	5,659	5,659		
2	PY EXCISE TAX DUE	69,719			
3	ESTIMATED EXCISE PAYMENTS	4,300			

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

		810	0	0	810
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10			10
2	CITY OF WEST HOLLYWOOD - 2012 BUSINESS	800			800

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

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

1	FEDERAL EXCISE TAX REFUND	1	4,960
2	ADJUSTMENT FOR DOMESTIC LAUNDRY SALE	2	209,250
3	Total	3	214,210

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

1	MUTUAL FUND & CTF INCOME DIFFERENCE	1	3,015
2	PY RETURN OF CAPITAL ADJUSTMENT	2	315
3	ADJUSTMENT FOR UNBUNDLING CLOSELY HELD ASSET	3	18,498
4	Total	4	21,828

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

Long Term CG Distributions															44,791	Short Term CG Distributions														
	Description of Property Sold	CJUSP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense of Sale	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of F.M.V. Over Adj. Basis	Games Minus Excess of F.M.V. Over Adjusted Basis or Losses																
1	CREDIT SUISSE COMM RET ST-1 #2156	22544R305	19/2012	10/9/2013	6.45				6.985	-340	0	0	0	4,568.801																
2	CREDIT SUISSE COMM RET ST-1 #2156	22544R305	21/5012	10/9/2013	10.045				11.555	-1,510	0	0	0	-1,510																
3	CREDIT SUISSE COMM RET ST-1 #2156	22544R305	41/6013	10/9/2013	36.52				41.233	-4.713	0	0	0	-4.713																
4	DIAMOND HILL LONG-SHORT FD CL I #25264SR33	25264SR33	41/6013	7/11/2013	116.81				111.040	5.821	0	0	0	5.821																
5	DIAMOND HILL LONG-SHORT FD CL I #25264SR33	25264SR33	3/6/2013	7/11/2013	75.674				71.734	4.140	0	0	0	4.140																
6	DIAMOND HILL LONG-SHORT FD CL I #25264SR33	25264SR33	12/10/2013	7/16/2014	9.711				9.536	175	0	0	0	175																
7	DREYFUS EMG MKT DEBT LOC C1 #608	25198Q494	12/22/2013	10/9/2013	78.867				86.436	-7.569	0	0	0	-7.569																
8	DREYFUS EMG MKT DEBT LOC C1 #608	25198Q494	12/22/2013	10/9/2013	29.491				32.197	-2.706	0	0	0	-2.706																
9	DREYFUS EMG MKT DEBT LOC C1 #608	25198Q494	12/22/2013	10/9/2013	47.388				53.511	-6.123	0	0	0	-6.123																
10	DRIEHAUS ACTIVE INCOME FUND	26202RB55	12/11/2013	7/16/2014	17.400				17.400	0	0	0	0	0																
11	DRIEHAUS ACTIVE INCOME FUND	26202RB55	12/11/2013	7/16/2014	86.593				86.593	0	0	0	0	0																
12	EATON VANCE GLOBAL MACRO - I #208	27732Z728	12/12/2013	7/16/2014	45.102				45.102	0	0	0	0	0																
13	GATEWAY FUND - Y #1986	36729B84	12/22/2013	7/11/2013	67.976				66.500	1.476	0	0	0	1.476																
14	GATEWAY FUND - Y #1986	36729B84	3/6/2013	7/11/2013	117.008				116.551	458	0	0	0	458																
15	HUSSMAN STRATEGIC GROWTH FUND	448108100	41/6013	7/11/2013	138.634				138.486	148	0	0	0	148																
16	HUSSMAN STRATEGIC GROWTH FUND	448108100	11/22/2011	3/6/2013	6.982				6.855	-1.653	0	0	0	-1.653																
17	HUSSMAN STRATEGIC GROWTH FUND	448108100	16/2012	41/22/2013	2.413				2.429	-443	0	0	0	-443																
18	HUSSMAN STRATEGIC GROWTH FUND	448108100	19/2012	41/22/2013	2.081				2.429	-368	0	0	0	-368																
19	HUSSMAN STRATEGIC GROWTH FUND	448108100	21/5012	41/22/2013	9.442				10.830	-1.388	0	0	0	-1.388																
20	ISHARES MSCI EAFE	464287465	11/7/2013	7/11/2013	176.544				174.257	2.287	0	0	0	2.287																
21	AOR MANAGED FUTURES STR-I #2156	300203H59	7/15/2013	10/9/2013	67.041				69.584	-2.523	0	0	0	-2.523																
22	CREDIT SUISSE COMM RET ST-1 #2156	22544R305	11/22/2011	10/9/2013	9.655				11.090	-1.425	0	0	0	-1.425																
23	ISHARES MSCI EAFE	464287465	11/22/2011	41/22/2013	34.553				27.440	6.913	0	0	0	6.913																
24	ISHARES MSCI EAFE	464287465	16/2012	41/22/2013	21.958				17.954	4.044	0	0	0	4.044																
25	ISHARES MSCI EAFE	464287465	21/5012	41/22/2013	28.230				26.156	3.074	0	0	0	3.074																
26	ISHARES MSCI EAFE	464287465	11/7/2013	41/22/2013	133.917				129.585	4.332	0	0	0	4.332																
27	ISHARES S&P MID-CAP 400 GROWTH	464287606	41/22/2013	7/11/2013	28.70				24.805	1.365	0	0	0	1.365																
28	ISHARES S&P MID-CAP 400 GROWTH	464287606	41/22/2013	10/9/2013	17.382				16.366	1.016	0	0	0	1.016																
29	ISHARES S&P MID-CAP 400 GROWTH	464287606	12/10/2013	7/16/2014	32.602				31.640	962	0	0	0	962																
30	ISHARES S&P MID-CAP 400 GROWTH	464287606	41/22/2013	7/11/2013	48.125				45.681	2.444	0	0	0	2.444																
31	ISHARES S&P MID-CAP 400 VALUE	464287705	12/10/2013	7/16/2014	23.585				22.982	623	0	0	0	623																
32	ISHARES CORE S&P SMALL-CAP E	464287804	21/5012	10/9/2013	11.681				9.047	2.634	0	0	0	2.634																
33	ISHARES MSCI EAFE	464287804	11/22/2011	10/9/2013	11.281				10.041	1.250	0	0	0	1.250																
34	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	11/22/2011	10/9/2013	3.454				3.940	-486	0	0	0	-486																
35	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	16/2012	7/16/2014	2.200				2.375	-175	0	0	0	-175																
36	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	21/5012	7/16/2014	4.018				4.425	-407	0	0	0	-407																
37	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	12/22/2011	7/16/2014	18.312				19.600	-1,288	0	0	0	-1,288																
38	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	41/6013	7/16/2014	10.701				11.103	-402	0	0	0	-402																
39	LAUDUS MONDRIAN INT'L F.I.N.S.T. #29405	1655Q655	3/6/2013	7/16/2014	4.424				4.520	-96	0	0	0	-96																
40	MERGER F.D. SH BEN INT #260	59509108	11/22/2011	7/11/2013	4.548				4.525	23	0	0	0	23																
41	MERGER F.D. SH BEN INT #260	59509108	41/6013	7/11/2013	83.852				83.171	681	0	0	0	681																
42	MERGER F.D. SH BEN INT #260	59509108	12/10/2013	7/16/2014	13.678				13.918	-239	0	0	0	-239																
43	MERGER F.D. SH BEN INT #260	59509108	12/10/2013	7/16/2014	21.036				21.404	-368	0	0	0	-368																
44	PIMCO FOREIGN BD FD USD H-INST #1	693390882	41/6013	7/11/2013	10.854				11.286	-342	0	0	0	-342																
45	PIMCO FOREIGN BD FD USD H-INST #1	693390882	12/22/2011	7/11/2013	1.085				1.109	-24	0	0	0	-24																
46	PIMCO FOREIGN BD FD USD H-INST #1	693390882	11/22/2011	7/16/2014	3.881				4.015	-34	0	0	0	-34																
47	PIMCO FOREIGN BD FD USD H-INST #1	693390882	12/22/2011	7/16/2014	18.017				18.391	-374	0	0	0	-374																
48	PIMCO FOREIGN BD FD USD H-INST #1	693390882	3/6/2013	7/16/2014	9.679				9.880	-201	0	0	0	-201																
49	PIMCO FOREIGN BD FD USD H-INST #1	693390882	21/5012	7/16/2014	3.343				3.372	-29	0	0	0	-29																
50	RIDGEWORTH SEIX HY BDI #6855	766287645	12/22/2011	7/16/2014	122.742				128.100	-5,358	0	0	0	-5,358																
51	RIDGEWORTH SEIX HY BDI #6855	766287645	3/6/2013	7/16/2014	71.491				74.394	-2,903	0	0	0	-2,903																
52	RIDGEWORTH SEIX HY BDI #6855	766287645	41/6013	7/16/2014	82.513				86.450	-3,937	0	0	0	-3,937																
53	RIDGEWORTH SEIX HY BDI #6855	766287645	12/11/2013	7/16/2014	22.182				22.836	-654	0	0	0	-654																
54	SPDR DJ WILSHIRE INTERNATIONAL R	81369Y100	41/22/2013	10/9/2013	14.617				15.770	-1,153	0	0	0	-1,153																
55	AMEX MATERIALS SPDR	81369Y100	21/5012	7/11/2013	22.881				22.406	475	0	0	0	475																
56	AMEX MATERIALS SPDR	81369Y100	11/7/2013	7/11/2013	825				738	87	0	0	0	87																
57	AMEX MATERIALS SPDR	81369Y100	11/7/2013	10/9/2013	1,279				1,216	63	0	0	0	63																
58	AMEX MATERIALS SPDR	81369Y100	41/22/2013	10/9/2013	16.893				16.078	885	0	0	0	885																
59	AMEX MATERIALS SPDR	81369Y100	12/10/2013	7/16/2014	13.755				13.308	449	0	0	0	449																
60	AMEX HEALTH CARE SPDR	81369Y209	41/22/2013	7/11/2013	52.575				50.840	1,735	0	0	0	1,735																
61	CONSUMER STAPLES SECTOR SPDR	81369Y308	41/22/2013	7/11/2013	52.777				51.747	1,030	0	0	0	1,030																
62	CONSUMER STAPLES SECTOR SPDR	81369Y308	12/10/2013	7/16/2014	7.931				8.084	-153	0	0	0	-153																
63	AMEX CONSUMER DISCR SPDR	81369Y407	41/22/2013	7/11/2013	72.789				66.475	6,324	0	0	0	6,324																
64	AMEX CONSUMER DISCR SPDR	81369Y407	12/10/2013	7/16/2014	21.108				21.021	87	0	0	0	87																
65	AMEX CONSUMER DISCR SPDR	81369Y407	41/22/2013	7/11/2013	8.881				8.525	36	0	0	0	36																
66	AMEX ENERGY SELECT SPDR	81369Y506	41/22/2013	7/11/2013	51.899				50.163	1,736	0	0	0	1,736																
67	AMEX ENERGY SELECT SPDR	81369Y506	12/10/2013	7/16/2014	3.270				3.288	-18	0	0	0	-18																
68	FINANCIAL SELECT SECTOR SPDR	81369Y605	41/22/2013	7/11/2013	71.966				66.079	5,887	0	0	0	5,887																
69	AMEX INDUSTRIAL SPDR	81369Y704	41/22/2013	7/11/2013	53.176				50.005	3,171	0	0	0	3,171																
70	AMEX TECHNOLOGY SELECT SPDR	81369Y803	41/22/2013	7/11/2013	110.075				105.285	4,790	0	0	0	4,790																
71	AMEX TECHNOLOGY SELECT SPDR	81369Y803	41/22/2013	10/9/2013	21.960				21.191	769	0	0	0	769																
72	AMEX TECHNOLOGY SELECT SPDR	81369Y803	3/6/2013	10/9/2013	9.537				9.933	-394	0	0	0	-394																
73	AMEX TECHNOLOGY SELECT SPDR	81369Y803	12/10/2013	7/16/2014	20.665				20.085	580	0	0	0	580																
74	AMEX TECHNOLOGY SELECT SPDR	81369Y803	12/10/2013	7/16/2014	8.733				8.488	245	0	0	0	245																
75	AMEX UTILITIES SPDR	81369Y886	19/2012	3/6/2013	381				350	31	0	0	0	31																
76	AMEX UTILITIES SPDR	81369Y886	11/22/2011	3/6/2013	381				340	41	0	0	0	41																
77	AMEX UTILITIES SPDR	81369Y886	11/22/2011	41/22/2013	999				850	149	0	0	0	149																
78	VANGUARD INTERMEDIATE TERM B	921937819	41/22/2011	7/11/2013	69.406				73.656	-4,251	0	0	0	-4,251																
79	VANGUARD INTERMEDIATE TERM B	921937819	11/7/2013	7/11/2013	9.071				9.585	-514	0	0	0	-514																
80	VANGUARD INTERMEDIATE TERM B	921937819	21/5012	7/11/2013	12.387				13.192	-805	0	0	0	-805																
81	VANGUARD INTERMEDIATE TERM B	921937819	11/7/2013	7/16/2014	64.508				68.119	-4,210	0	0	0	-4,210																
82	VANGUARD SHORT TERM BOND ETF	921937827	41/22/2013	7/11/2013	61.133				61.834	-701	0	0	0	-701																
83	VANGUARD SHORT TERM BOND ETF	921937827	11/22/2011	7/16/2014	17.602				17.879	-277	0	0	0	-277																
84	VANGUARD SHORT TERM BOND ETF	921937827	21/5012	7/16/2014	8.001				8.124	-123	0	0	0	-123																

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

	Long Term CG Distributions	Short Term CG Distributions	Amount	CUSIP #	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	44,791	0						8,239,510	0	0	3,570,708	4,668,801	0	4,668,801
	Description of Property Sold													
85	VANGUARD SHORT TERM BOND ETF			921937827	4/12/2013	1/16/2014	78,088			78,095	1,007	0	0	-1,007
86	VANGUARD SHORT TERM BOND ETF			921937827	4/12/2013	1/16/2014	99,931			101,166	-1,235	0	0	-1,235
87	VANGUARD FTSE DEVELOPED ETF			921943858	4/12/2013	7/11/2013	37,078			37,952	-309	0	0	-309
88	VANGUARD FTSE DEVELOPED ETF			921943858	4/12/2013	10/9/2013	77,309			77,309	3,357	0	0	3,357
89	VANGUARD FTSE EMERGING MARKET			922042858	1/17/2013	10/9/2013	126,813			140,094	-13,281	--	--	-13,281
90	DOMESTIC LAUNDRY			257995100	1/17/2010	12/10/2013	4,878,119			209,250	4,668,869	0	0	4,668,869

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	Wells Fargo Bank N A Trust Tax D	X	PO BOX 63954 MAC A0348-012	SAN FRANCISCO	CA	94163		TRUSTEE	4 00	59,384			0
										59,384			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	7/9/2013	2	900
3 Second quarter estimated tax payment	8/9/2013	3	1,300
4 Third quarter estimated tax payment	11/8/2013	4	1,100
5 Fourth quarter estimated tax payment	2/11/2014	5	1,000
6 Other payments		6	
7 Total		7	4,300

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	<u>476,059</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>476,059</u>

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	95-6674233	VP7000434	WF ADV CA MUNI MM INSTL #3163	343016.73	343016.73
Savings & Temp Inv	95-6674233	VP7000434	WF ADV CA MUNI MM INSTL #3163	2335	2335
			Total Savings & Temp Inv	345351.73	345351.73
Invest - Other	95-6674233	589509108	MERGER FD SH BEN INT #260	261471.86	259931.87
Invest - Other	95-6674233	693390882	PIMCO FOREIGN BD FD USD H-INST #103	98885.67	98694.68
Invest - Other	95-6674233	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	197223.95	182123.75
Invest - Other	95-6674233	81369Y605	FINANCIAL SELECT SECTOR SPDR	325478.3	282096.93
Invest - Other	95-6674233	81369Y100	AMEX MATERIALS SPDR	68360.16	59040.82
Invest - Other	95-6674233	81369Y803	AMEX TECHNOLOGY SELECT SPDR	408355.9	351775.22
Invest - Other	95-6674233	81369Y506	AMEX ENERGY SELECT SPDR	205101	186306.3
Invest - Other	95-6674233	315920702	FID ADV EMER MKTS INC- CL I #607	197679.44	197771.58
Invest - Other	95-6674233	464287804	ISHARES CORE S&P SMALL-CAP E	736879.52	608093.19
Invest - Other	95-6674233	464287705	ISHARES S&P MID-CAP 400 VALUE	387496.98	326667.85
Invest - Other	95-6674233	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	100445.41	98869.12
Invest - Other	95-6674233	464287606	ISHARES S&P MID-CAP 400 GROWTH	577549.44	489964.36
Invest - Other	95-6674233	81369Y704	AMEX INDUSTRIAL SPDR	239892.48	202083.89
Invest - Other	95-6674233	81369Y209	AMEX HEALTH CARE SPDR	248399.76	198202.9
Invest - Other	95-6674233	81369Y407	AMEX CONSUMER DISCR SPDR	284537.88	231886.42
Invest - Other	95-6674233	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	446721	475045.64
Invest - Other	95-6674233	262028855	DRIEHAUS ACTIVE INCOME FUND	326145.87	323971.88
Invest - Other	95-6674233	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	454869.29	466454.44
Invest - Other	95-6674233	922908553	VANGUARD REIT VIPER	560464.52	539855.11
Invest - Other	95-6674233	00203H859	AQR MANAGED FUTURES STR-I #15213	188655.18	193074.38
Invest - Other	95-6674233	922042858	VANGUARD FTSE EMERGING MARKETS ETF	1306859.56	1403849.95
Invest - Other	95-6674233	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	197314.99	196100
Invest - Other	95-6674233	77958B402	T ROWE PRICE INST FLOAT RATE #170	129149.23	129400
Invest - Other	95-6674233	921937827	VANGUARD SHORT TERM BOND ETF	622858.8	624367.04
Invest - Other	95-6674233	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	532022.48	536030.75
Invest - Other	95-6674233	921937819	VANGUARD INTERMEDIATE TERM B	245856.3	249059.1
Invest - Other	95-6674233	921943858	VANGUARD FTSE DEVELOPED ETF	1454300.12	1331690.59
Invest - Other	95-6674233	74925K581	ROBECO BP LNG/SHRT RES-INS	327672.84	306827.74
Invest - Other	95-6674233	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	260200.31	232454.18

Invest - Other	95-6674233	76628T645	RIDGEWORTH SEIX HY BD-I #5855	329501.56	332629.66
Invest - Other	95-6674233	22544R305	CREDIT SUISSE COMM RET ST-I #2156	621348.76	614663.99
Invest - Corp Stock	95-6674233	257995100	DOMESTIC LAUNDRY SERVICE INC *PC*CH*	190751.93	190751.93
Invest - Corp Bonds	95-6674233	31331GLU1	FED FARM CREDIT BK 4.600% 1/29/20	114064	112817
Invest - Corp Bonds	95-6674233	31398AYY2	FED NATL MTG ASSN 3.000% 9/16/14	101577	102212
Invest - Corp Bonds	95-6674233	31359MSD6	FED NATL MTG ASSN 4.600% 6/05/18	112972	113149
Invest - Corp Bonds	95-6674233	31331YVR8	FED FARM CREDIT BK 4.670% 2/27/18	113419	113062
			Total Other Investments	12974482.5	12360975.3
			Total Assets	13319834.2	12706327