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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.*

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: FIRTH, CLARA HELEN CHAR T/U/W

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N.A. - 1 W 4th St 4th Floor MAC D4000-041 | Room/suite:

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

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

A Employer identification number: 95-6698210

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,250,575

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	150,060	143,371		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	193,443			
	b	Gross sales price for all assets on line 6a 2,008,485				
	7	Capital gain net income (from Part IV, line 2)		193,443		
	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)	4,036	4,036		
	12	**Total.** Add lines 1 through 11	347,539	340,850	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	68,008	51,006		17,002
	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)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,327	3,273		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	41	31		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	72,536	54,310	0	18,172
	25	Contributions, gifts, grants paid	223,000			223,000
	26	**Total expenses and disbursements.** Add lines 24 and 2	295,536	54,310	0	241,172
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	52,003			
	b	**Net investment income** (if negative, enter -0-)		286,540		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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HTA

Form **990-PF** (2013)

P25

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	80,366	113,410	113,410
	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)	5,190,202	5,210,389	6,137,165
	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)	5,270,568	5,323,799	6,250,575
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	5,270,568	5,323,799	
	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)	5,270,568	5,323,799	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,270,568	5,323,799	

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	5,270,568
2	Enter amount from Part I, line 27a	2	52,003
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,228
4	Add lines 1, 2, and 3	4	5,323,799
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,323,799

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) F M V 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	193,443
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	300,635	5,815,322	0 051697
2011	205,558	5,290,929	0 038851
2010	275,242	5,665,565	0 048582
2009	239,110	5,401,395	0 044268
2008	239,203	5,576,359	0 042896

2	**Total** of line 1, column (d)	2	0 226294
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 045259
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,020,634
5	Multiply line 4 by line 3	5	272,488
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,865
7	Add lines 5 and 6	7	275,353
8	Enter qualifying distributions from Part XII, line 4	8	241,172

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

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	5,731
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	5,731
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	5,731
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,835		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,835
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	2,896
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	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 *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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)?	**5b**	N/A	
	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? N/A ☐ 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?	**6b**		X
	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?	**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, I	TRUSTEE 4 00	68,008		

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	5,816,321
b	Average of monthly cash balances		1b	295,998
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,112,319
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	6,112,319
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	91,685
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,020,634
6	**Minimum investment return.** Enter 5% of line 5		6	301,032

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	301,032
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,731		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,731
3	Distributable amount before adjustments Subtract line 2c from line 1			3	295,301
4	Recoveries of amounts treated as qualifying distributions			4	405
5	Add lines 3 and 4			5	295,706
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	295,706

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	241,172
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	241,172
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,172

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				295,706
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			105,600	
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. ▶ $ 241,172				
a	Applied to 2012, but not more than line 2a			105,600	
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				135,572
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				160,134
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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . . ▶ **3a**				223,000
b *Approved for future payment* NONE				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	150,060	
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	193,443	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FUND EARNINGS			14	4,036	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		347,539	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	347,539

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
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(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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 correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

SVP Wells Fargo Bank N A. | 5/16/2014 | SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		5/16/2014		P01251603

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

Security Type	CUSIP	Asset Name	FMV	Fed Cost
Invest - Corp Bonds	913017BV0	UNITED TECHNOLOGIES 3.100% 6/01/22	100286	103728
Invest - Corp Bonds	36962G6F6	GENERAL ELEC CAP COR 3.150% 9/07/22	98822	100024
Invest - Corp Bonds	46625HJE1	JPMORGAN CHASE & CO 3.250% 9/23/22	98383	100499
Invest - Corp Stock	025816109	AMERICAN EXPRESS CO	51116.8	33570.93
Invest - Corp Stock	037411105	APACHE CORP	21804.75	18698.31
Invest - Corp Stock	037833100	APPLE INC	47887.84	36910.02
Invest - Corp Stock	054937107	B B & T CORP COM	37800	30475
Invest - Corp Stock	071813109	BAXTER INTL INC	63245	61006.31
Invest - Corp Stock	14040H105	CAPITAL ONE FINANCIAL CORP	56541.1	35663.97
Invest - Corp Stock	231021106	CUMMINS INC.	37209.6	25386.89
Invest - Corp Stock	235851102	DANAHER CORP	55072.8	18899.5
Invest - Corp Stock	254687106	WALT DISNEY CO	46061.7	18936.99
Invest - Corp Stock	268648102	E M C CORP MASS	36786.15	25592.29
Invest - Corp Stock	354613101	FRANKLIN RESOURCES INC	29553.75	18323.88
Invest - Corp Stock	370334104	GENERAL MILLS INC	53532.1	38210.89
Invest - Corp Stock	437076102	HOME DEPOT INC	37323.65	14444.79
Invest - Corp Stock	458140100	INTEL CORP	27978.8	27774.84
Invest - Corp Stock	494368103	KIMBERLY CLARK CORP COM	44691.75	29463.65
Invest - Corp Stock	585055106	MEDTRONIC INC	69926.8	50041.43
Invest - Corp Stock	594918104	MICROSOFT CORP	52867.8	33874.6
Invest - Corp Stock	655664100	NORDSTROM INC	31047.4	22826.05
Invest - Corp Stock	693475105	PNC FINANCIAL SERVICES GROUP	43343.4	20758.2
Invest - Corp Stock	74005P104	PRAXAIR INC COM	39111	35559.3
Invest - Corp Stock	747525103	QUALCOMM INC	43668.2	27393.32
Invest - Corp Stock	775109200	ROGERS COMMUNICATIONS INC CL B	35963.1	40129.13
Invest - Corp Stock	833034101	SNAP ON INC	43746.3	38321.75
Invest - Corp Stock	863667101	STRYKER CORP	66599.2	42994
Invest - Corp Stock	871829107	SYSCO CORP	16569.2	12989.85
Invest - Corp Stock	872540109	TJX COS INC NEW	34110.3	8024.39
Invest - Corp Stock	918204108	V F CORP	36325.8	25071.83
Invest - Corp Stock	22160K105	COSTCO WHOLESALE CORP	51392	28756.5
Invest - Corp Stock	26875P101	EOG RESOURCES, INC	26518.8	18379.34
Invest - Corp Stock	911312106	UNITED PARCEL SERVICE-CL B	42138.8	29421.25
Invest - Corp Stock	09247X101	BLACKROCK INC	30484	24795.51
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	57104.1	42312.7
Invest - Corp Stock	G1151C101	ACCENTURE PLC	50843.5	25733.5
Invest - Corp Stock	85771P102	STATOIL ASA ADR	35295.6	34531.8
Invest - Corp Stock	744320102	PRUDENTIAL FINL INC	48633.5	29388.95
Invest - Corp Stock	655044105	NOBLE ENERGY INC	45381.6	17084.49
Invest - Corp Stock	38259P508	GOOGLE INC	92389.4	22829.14
Invest - Corp Stock	30219G108	EXPRESS SCRIPTS HOLDING CO	71167.95	50624.92
Invest - Corp Stock	847560109	SPECTRA ENERGY CORP	47345.6	34809.76
Invest - Corp Stock	G29183103	EATON CORP PLC	45199.55	39234.43
Invest - Corp Stock	G65431101	NOBLE CORP PLC	22977	28878.43
Invest - Corp Stock	063671101	BANK MONTREAL QUE COM	9565.65	9449.64
Invest - Corp Stock	59410T106	MICHELIN (CGDE) ADR	7029.6	6046.95

Invest - Corp Stock	110122108	BRISTOL MYERS SQUIBB CO	13980.2	13130
Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	5028.4	5005.2
Invest - Corp Stock	26874R108	ENI SPA - ADR	10307.1	9799.68
Invest - Corp Stock	37733W105	GLAXOSMITHKLINE PLC - ADR	10348.9	9527.5
Invest - Corp Stock	413875105	HARRIS CORP DEL	7382	6544
Invest - Corp Stock	478160104	JOHNSON & JOHNSON	11975.6	12112.1
Invest - Corp Stock	494368103	KIMBERLY CLARK CORP COM	6069.25	5809.1
Invest - Corp Stock	532457108	ELI LILLY & CO COM	12518.1	10497.38
Invest - Corp Stock	539830109	LOCKHEED MARTIN CORP	16230	13746.7
Invest - Corp Stock	580135101	MCDONALDS CORP	6184.75	6197.75
Invest - Corp Stock	594918104	MICROSOFT CORP	9960.6	9781.2
Invest - Corp Stock	641069406	NESTLE S.A. REGISTERED SHARES - ADR	15088	14628
Invest - Corp Stock	654744408	NISSAN MOTOR CO., LTD. - ADR	4656.6	4529.2
Invest - Corp Stock	66987V109	NOVARTIS AG - ADR	9981.6	9301.2
Invest - Corp Stock	717081103	PFIZER INC	16376.1	15634.1
Invest - Corp Stock	742718109	PROCTER & GAMBLE CO	10619.1	11357.54
Invest - Corp Stock	744573106	PUBLIC SVC ENTERPRISE GROUP INC	7515.3	6533.33
Invest - Corp Stock	771195104	ROCHE HOLDINGS LTD - ADR	14584.4	12771.02
Invest - Corp Stock	89151E109	TOTAL S.A. - ADR	11682	10248.02
Invest - Corp Stock	110448107	BRITISH AMERICAN TOBACCO P.L.C - ADR	14142.7	13510.89
Invest - Corp Stock	046353108	ASTRAZENECA PLC ADR	13213.2	10978.44
Invest - Corp Stock	904784709	UNILEVER N.V. - ADR	11076.8	10925.6
Invest - Corp Stock	404280406	HSBC - ADR	12933.55	13095.25
Invest - Corp Stock	055262505	BASF AKTIENGESELLSCHAFT - LVL 1 ADR	16567.7	14813.04
Invest - Corp Stock	05946K101	BANCO BILBAO VIZCAYA ARGENT- ADR	7693.75	7124.94
Invest - Corp Stock	25746U109	DOMINION RES INC VA	8675	7898.75
Invest - Corp Stock	251542106	DEUTSCHE BOERSE AG ADR	6496	5998.16
Invest - Corp Stock	69351T106	PPL CORPORATION	7749.6	7031.11
Invest - Corp Stock	05523R107	BAE SYSTEMS PLC - ADR	6359.5	6464.31
Invest - Corp Stock	87969N204	TELSTRA CORP-ADR	6350.4	6313.5
Invest - Corp Stock	74435K204	PRUDENTIAL PLC - ADR	12939	11967.15
Invest - Corp Stock	92343V104	VERIZON COMMUNICATIONS	10229.7	10403.64
Invest - Corp Stock	500472303	PHILIPS ELECTRONICS - NY SHR	7841.25	7820.97
Invest - Corp Stock	87944W105	TELENOR ASA - ADR	6299.45	6596.8
Invest - Corp Stock	826197501	SIEMENS AG - ADR	7987.8	7733.64
Invest - Corp Stock	166764100	CHEVRON CORP	14992.9	15850.9
Invest - Corp Stock	80105N105	SANOFI-ADR	5702.4	5530.84
Invest - Corp Stock	064149107	BANK N S HALIFAX	9156.8	9545.57
Invest - Corp Stock	86562M209	SUMITOMO TRUST AND BANKING ADR	8552.25	9185.3
Invest - Corp Stock	492051305	KEPPEL LTD ADR	5087.41	5341
Invest - Corp Stock	517834107	LAS VEGAS SANDS CORP	11082.5	9939.79
Invest - Corp Stock	780259206	ROYAL DUTCH SHELL PLC ADR	13845.3	12948.5
Invest - Corp Stock	636274300	NATIONAL GRID PLC ADR	8376	7333.2
Invest - Corp Stock	05545E209	BHP BILLITON PLC ADR	8664.3	7844.94
Invest - Corp Stock	989825104	ZURICH INSURANCE GROUP-ADR	9932	8985.86
Invest - Corp Stock	26441C204	DUKE ENERGY HOLDING CORP. COM	8505.6	8204.1
Invest - Corp Stock	82929R304	SINGAPORE TELECOMMUNICATIONS LTD ADR	7282.8	7226.7

Invest - Corp Stock	87960M205	TELIASONERA AB-UNSPON ADR	9997	10140.39
Invest - Corp Stock	G29183103	EATON CORP PLC	13447.8	12756.6
Invest - Corp Stock	756255204	RECKITT BENCKIS/S ADR	12306.2	11418.64
Invest - Corp Stock	465717106	ITOCHU CORP-UNSPONSORED ADR	5725.16	5711.29
Invest - Corp Stock	718172109	PHILIP MORRIS INTERNATIONAL IN	12945.6	13745.6
Total			**2663487.4**	**2035408.9**
Invest - Other	589509108	MERGER FD SH BEN INT #260	149499.53	149595.25
Invest - Other	76628T678	RIDGEWORTH SEIX FLOATING CL I #5203	140715.65	139785.81
Invest - Other	464287804	ISHARES CORE S&P SMALL-CAP E	148122	100384.79
Invest - Other	003021714	ABERDEEN EMERG MARKETS-INST #5840	309981.54	331872
Invest - Other	92206C409	VANGUARD S/T CORP BOND ETF	43383.6	43082.6
Invest - Other	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	255983.66	259146.75
Invest - Other	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	350800.77	318983.95
Invest - Other	74253Q747	PRINCIPAL MIDCAP FD-IN #4749	372881.12	276655.5
Invest - Other	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	117030	99930
Invest - Other	00203H859	AQR MANAGED FUTURES STR-I #15213	200000	193574
Invest - Other	72201P522	PIMCO EM MKTS CORP BD FD INS #1948	42308.18	42011.02
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	149328	152206.56
Invest - Other	74925K581	ROBECO BP LNG/SHRT RES-INS	266422.81	248082.05
Invest - Other	157842105	CHAMBERS STREET PROPERTIES	182198.94	153979.59
Invest - Other	870297801	MLN ELEMENTS ROGERS TOTAL RETURN	172822	171595.1
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	204816.55	194864.19
Invest - Other	577130107	MATTHEWS PACIFIC TIGER FD-I #802	61949.03	37626.28
Invest - Other	257132704	DOMINI INTL SOCIAL EQUITY-INV	90432.3	77500
Invest - Other	19247U106	COHEN & STEERS INSTL RLTY SHRS #1263	69482.87	54168.86
Invest - Other	742935588	PORTFOLIO 21 #1203	82128.57	63000
Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	63390.7	66936.28
Total			**3473677.8**	**3174980.6**
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	41026.36	41026.36
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	7026.84	7026.84
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	61960.06	61960.06
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	420.64	420.64
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2869.78	2869.78
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	105.99	105.99
Total			**113409.67**	**113409.67**

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
MASS SOC PREV CRUELTY TO ANIMALS	350 S HUNTINGTON AVE	BOSTON	MA	02130-4803		NONE	PC	GENERAL SUPPORT GRANT	11,130
HUMANE SOC OF THE UNITED STATES	2100 L ST NW	WASHINGTON	DC	20037		NONE	PC	GENERAL SUPPORT GRANT	11,130
AMERICAN HUMANE ASSOCIATION	1400 16TH STREET NW SUITE 360	WASHINGTON	DC	20036		NONE	PC	GENERAL SUPPORT GRANT	11,535
THE SALVATION ARMY	180 EAST OCEAN BLVD 9TH FLOOR	LONG BEACH	CA	90802		NONE	PC	GENERAL SUPPORT GRANT	33,389
HAVEN HUMANE SOCIETY INC	PO BOX 992202	REDDING	CA	96099		NONE	PC	GENERAL SUPPORT GRANT	155,816

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

	Amount
Long Term CG Distributions	28,678
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,008,485	1,815,042	193,443
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	COHEN & STEERS INSTL RLT	19247U106			6/18/2010		12/4/2013	12,001	9,831				0	2,170
2	X	CONSOLIDATED EDISON INC	209115104			1/25/2008		9/16/2013	276	217				0	59
3	X	CUMMINS INC	231021106			5/30/2012		12/4/2013	7,049	5,476				0	1,573
4	X	DANAHER CORP	235851102			9/22/2005		12/4/2013	6,590	2,362				0	4,228
5	X	DIAMOND HILL LONG-SHORT	25264S833			12/30/2011		7/26/2013	160,372	127,350				0	33,022
6	X	WALT DISNEY CO	254687106			6/2/2008		12/4/2013	7,676	3,655				0	4,021
7	X	DU PONT E I DE NEMOU 4 125	26353LJB8			6/17/2003		3/6/2013	200,000	207,866				0	-7,866
8	X	E M C CORP MASS	268648102			8/12/2010		3/5/2013	7,334	5,775				0	1,559
9	X	E M C CORP MASS	268648102			8/12/2010		12/4/2013	2,717	2,142				0	575
10	X	E M C CORP MASS	268648102			6/10/2010		12/4/2013	3,190	2,477				0	713
11	X	EMERSON ELECTRIC CO	291011104			8/7/2007		6/13/2013	46,604	40,151				0	6,453
12	X	EXPRESS SCRIPTS HOLDING	30219G108			12/7/2012		12/4/2013	8,349	6,724				0	1,625
13	X	APACHE CORP	037411105			2/15/2006		3/5/2013	4,374	4,080				0	294
14	X	APACHE CORP	037411105			2/15/2006		12/4/2013	4,943	3,740				0	1,203
15	X	APPLE INC	037833100			10/13/2011		12/4/2013	7,896	5,678				0	2,218
16	X	ASTRAZENECA PLC ADR	046353108			12/11/2013		2/28/2014	3,079	2,533				0	546
17	X	B B & T CORP COM	054937107			4/10/2012		12/4/2013	2,435	2,133				0	302
18	X	BAE SYSTEMS PLC - ADR	05523R107			12/11/2013		2/28/2014	6,345	6,464				0	-119
19	X	CAPITAL ONE FINANCIAL COF	14040H105			2/11/2011		12/4/2013	10,085	7,329				0	2,756
20	X	CHAMBERS STREET PROPER	157842105			6/28/2004		7/8/2013	7	5				0	2
21	X	KEPPEL LTD ADR	492051305			12/11/2013		2/28/2014	5,079	5,341				0	-262
22	X	KIMBERLY CLARK CORP COM	494368103			8/17/2012		6/12/2013	17,525	15,113				0	2,412
23	X	KIMBERLY CLARK CORP COM	494368103			3/5/2012		6/12/2013	1,947	1,455				0	492
24	X	KIMBERLY CLARK CORP COM	494368103			3/5/2012		12/4/2013	13,046	9,094				0	3,952
25	X	MFS RESEARCH INTL FD-I #85	552983470			12/26/2012		12/12/2013	336,490	297,730				0	38,760
26	X	MEDTRONIC INC	585055106			12/7/2012		12/4/2013	7,945	5,950				0	1,995
27	X	MICROSOFT CORP	594918104			1/13/2004		6/12/2013	10,497	8,211				0	2,286
28	X	MICROSOFT CORP	594918104			7/23/2003		6/12/2013	3,149	2,388				0	761
29	X	MICROSOFT CORP	594918104			7/23/2003		12/4/2013	386	265				0	121
30	X	MICROSOFT CORP	594918104			4/16/2004		12/4/2013	5,787	3,795				0	1,992
31	X	INTERNATIONAL BUSINESS M	459200101			8/19/2011		1/16/2014	30,098	25,836				0	4,262
32	X	FRANKLIN RESOURCES INC	354613101			5/29/2008		12/4/2013	5,718	3,467				0	2,251
33	X	ISHARES MSCI EMERGING MA	464287234			5/14/2009		9/10/2013	48,114	34,820				0	13,294
34	X	GATEWAY FUND - Y #1986	367829884			8/3/2012		7/26/2013	155,265	150,040				0	5,225
35	X	GATEWAY FUND - Y #1986	367829884			12/4/2012		7/26/2013	103,974	100,180				0	3,794
36	X	GOOGLE INC	38259P508			11/17/2008		12/4/2013	9,498	2,703				0	6,795
37	X	HOME DEPOT INC	437076102			11/11/2010		8/16/2013	41,645	17,461				0	24,184
38	X	ISHARES MSCI EMERGING MA	464287234			1/27/2012		9/10/2013	9,499	9,761				0	-262
39	X	ISHARES MSCI EMERGING MA	464287234			1/22/2013		9/10/2013	11,977	12,948				0	-971
40	X	HOME DEPOT INC	437076102			11/11/2010		12/4/2013	3,517	1,429				0	2,088
41	X	ISHARES MSCI EMERGING MA	464287234			3/5/2013		9/10/2013	8,673	9,124				0	-451
42	X	JPMORGAN CHASE & CO	46625H100			2/7/2008		12/4/2013	11,693	9,239				0	2,454
43	X	PROCTER & GAMBLE CO	742718109			12/11/2013		2/28/2014	10,607	11,358				0	-751
44	X	QUALCOMM INC	747525103			1/22/2010		6/12/2013	9,159	7,181				0	1,978
45	X	QUALCOMM INC	747525103			1/22/2010		12/4/2013	5,845	3,830				0	2,015
46	X	STATOIL ASA ADR	85771P102			1/22/2013		12/4/2013	4,939	5,669				0	-730
47	X	SYSCO CORP	871829107			1/12/2012		3/7/2013	4,909	4,372				0	537
48	X	SYSCO CORP	871829107			4/22/2008		3/7/2013	4,909	4,236				0	673
49	X	SYSCO CORP	871829107			4/22/2008		6/12/2013	20,201	16,661				0	3,540
50	X	TJX COS INC NEW	872540109			10/6/2008		12/4/2013	6,530	1,518				0	5,012
51	X	TARGET CORP 4 000% 6	87612EAM8			6/6/2003		6/15/2013	200,000	199,590				0	410
52	X	V F CORP	918204108			10/12/2012		12/4/2013	8,124	5,661				0	2,463
53	X	VODAFONE GROUP PLC NEW	92857W209			8/20/2007		3/5/2013	6,134	7,103				0	-969
54	X	VODAFONE GROUP PLC NEW	92857W209			8/20/2007		10/7/2013	5,276	4,633				0	643
55	X	VODAFONE GROUP PLC NEW	92857W209			3/29/2010		10/7/2013	3,869	2,508				0	1,361
56	X	VODAFONE GROUP PLC NEW	92857W209			10/1/2010		10/7/2013	25,148	18,109				0	7,039
57	X	VODAFONE GROUP PLC NEW	92857W209			1/12/2012		10/7/2013	8,793	6,937				0	1,856
58	X	ACCENTURE PLC	G1151C101			7/12/2007		3/7/2013	12,379	6,750				0	5,629
59	X	ACCENTURE PLC	G1151C101			7/12/2007		12/4/2013	6,056	3,375				0	2,681
60	X	EATON CORP PLC	G29183103			6/13/2013		12/4/2013	4,564	4,192				0	372
61	X	MICROSOFT CORP	594918104			1/29/2003		12/4/2013	772	493				0	279
62	X	NOBLE ENERGY INC	655044105			1/26/2009		12/4/2013	8,322	3,106				0	5,216
63	X	PNC FINANCIAL SERVICES GI	693475105			10/16/2009		12/4/2013	5,286	3,153				0	2,133
64	X	PNC FINANCIAL SERVICES GI	693475105			6/25/2009		12/4/2013	1,510	783				0	727
65	X	PIMCO COMMODITY REAL RE	722005667			7/31/2012		9/13/2013	171,000	206,700				0	-35,700
66	X	PIMCO EMERGING LOCAL BO	72201F516			10/8/2010		9/27/2013	43,032	50,323				0	-7,291
67	X	PIMCO EMERGING LOCAL BO	72201F516			10/8/2010		12/17/2013	41,922	49,802				0	-7,880
68	X	POTASH CORP SASK	73755L107			3/12/2009		9/6/2013	17,677	14,661				0	3,016

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		4,036	4,036	0
1	FUND EARNINGS	4,036	4,036	

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,327	3,273	0	0
1	FOREIGN TAX WITHHELD	3,273	3,273		
2	ESTIMATED EXCISE PAYMENTS	54			
3					

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		41	31	0	10
1	ADR FEES	31	31		
2	STATE AG FEES	10			10

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

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

1	COST BASIS ADJUSTMENT	1	823
2	RECOVERY OF GRANTS PAID	2	405
3	Total	3	1,228

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

	Amount
Long Term CG Distributions	28,678
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,979,807	0	0	1,815,042	164,765	0	0	0	164,765
1	COHEN & STEERS INSTL RLTY SHRS #	19247U106		6/18/2010	12/4/2013	12,001		0	9,831	2,170	0	0	0	2,170
2	CONSOLIDATED EDISON INC	209115104		1/25/2008	9/16/2013	276		0	217	59	0	0	0	59
3	CUMMINS INC	231021106		5/30/2012	12/4/2013	7,049		0	5,476	1,573	0	0	0	1,573
4	DANAHER CORP	235851102		9/22/2005	12/4/2013	6 590		0	2,362	4,228	0	0	0	4,228
5	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		12/30/2011	7/26/2013	160,372		0	127,350	33,022	0	0	0	33,022
6	WALT DISNEY CO	254687106		6/2/2008	12/4/2013	7,676		0	3,655	4,021	0	0	0	4,021
7	DU PONT E I DE NEMOU 4 125% 3/06/1	263353LJB8		6/17/2003	3/6/2013	200,000		0	207,866	-7,866	0	0	0	-7,866
8	E M C CORP MASS	268648102		8/12/2010	3/5/2013	7,334		0	5,775	1,559	0	0	0	1,559
9	E M C CORP MASS	268648102		8/12/2010	12/4/2013	2,717		0	2,142	575	0	0	0	575
10	E M C CORP MASS	268648102		6/10/2010	12/4/2013	3,190		0	2,477	713	0	0	0	713
11	EMERSON ELECTRIC CO	291011104		8/7/2007	6/13/2013	46,604		0	40,151	6,453	0	0	0	6,453
12	EXPRESS SCRIPTS HOLDING CO	30219G108		12/7/2012	12/4/2013	8,349		0	6,724	1,625	0	0	0	1,625
13	APACHE CORP	037411105		2/15/2006	3/5/2013	4,374		0	4,080	294	0	0	0	294
14	APACHE CORP	037411105		2/15/2006	12/4/2013	4,943		0	3,740	1,203	0	0	0	1,203
15	APPLE INC	037833100		10/13/2011	12/4/2013	7,896		0	5,678	2,218	0	0	0	2,218
16	ASTRAZENECA PLC ADR	046353108		12/11/2013	2/28/2014	3,079		0	2,533	546	0	0	0	546
17	B B & T CORP COM	054937107		4/10/2012	12/4/2013	2,435		0	2,133	302	0	0	0	302
18	BAE SYSTEMS PLC - ADR	05523R107		12/11/2013	2/28/2014	6,345		0	6,464	-119	0	0	0	-119
19	CAPITAL ONE FINANCIAL CORP	14040H105		2/11/2011	12/4/2013	10,085		0	7,329	2,756	0	0	0	2,756
20	CHAMBERS STREET PROPERTIES	157842105		6/28/2004	7/8/2013	7		0	5	2	0	0	0	2
21	KEPPEL LTD ADR	492051305		12/11/2013	2/28/2014	5,079		0	5,341	-262	0	0	0	-262
22	KIMBERLY CLARK CORP COM	494368103		8/17/2012	6/12/2013	17,525		0	15,113	2,412	0	0	0	2,412
23	KIMBERLY CLARK CORP COM	494368103		3/5/2012	6/12/2013	1,947		0	1,455	492	0	0	0	492
24	KIMBERLY CLARK CORP COM	494368103		3/5/2012	12/4/2013	13,046		0	9,094	3,952	0	0	0	3,952
25	MFS RESEARCH INTL FD-I #899	552983470		12/26/2012	12/12/2013	336,490		0	297,730	38,760	0	0	0	38,760
26	MEDTRONIC INC	585055106		12/7/2012	12/4/2013	7,945		0	5,950	1,995	0	0	0	1,995
27	MICROSOFT CORP	594918104		1/13/2004	6/12/2013	10,497		0	8,211	2,286	0	0	0	2,286
28	MICROSOFT CORP	594918104		7/23/2003	6/12/2013	3,149		0	2,388	761	0	0	0	761
29	MICROSOFT CORP	594918104		7/23/2003	12/4/2013	386		0	265	121	0	0	0	121
30	MICROSOFT CORP	594918104		4/16/2004	12/4/2013	5,787		0	3,795	1,992	0	0	0	1,992
31	INTERNATIONAL BUSINESS MACHS CO	459200101		8/19/2011	1/16/2014	30,098		0	25,836	4,262	0	0	0	4,262
32	FRANKLIN RESOURCES INC	354613101		5/29/2008	12/4/2013	5,718		0	3,467	2,251	0	0	0	2,251
33	ISHARES MSCI EMERGING MARKETS	464287234		5/14/2009	9/10/2013	48,114		0	34,820	13,294	0	0	0	13,294
34	GATEWAY FUND - Y #1986	367829884		8/3/2012	7/26/2013	155,265		0	150,040	5,225	0	0	0	5,225
35	GATEWAY FUND - Y #1986	367829884		12/4/2012	7/26/2013	103,974		0	100,180	3,794	0	0	0	3,794
36	GOOGLE INC	38259P508		11/17/2008	12/4/2013	9,498		0	2,703	6,795	0	0	0	6,795
37	HOME DEPOT INC	437076102		11/11/2010	8/16/2013	41,645		0	17,461	24,184	0	0	0	24,184
38	ISHARES MSCI EMERGING MARKETS	464287234		1/27/2012	9/10/2013	9,499		0	9,761	-262	0	0	0	-262
39	ISHARES MSCI EMERGING MARKETS	464287234		1/22/2013	9/10/2013	11,977		0	12,948	-971	0	0	0	-971
40	HOME DEPOT INC	437076102		11/11/2010	12/4/2013	3,517		0	1,429	2,088	0	0	0	2,088
41	ISHARES MSCI EMERGING MARKETS	464287234		3/5/2013	9/10/2013	8,673		0	9,124	-451	0	0	0	-451
42	JPMORGAN CHASE & CO	46625H100		2/7/2008	12/4/2013	11,693		0	9,239	2,454	0	0	0	2,454
43	PROCTER & GAMBLE CO	742718109		12/11/2013	2/28/2014	10,607		0	11,358	-751	0	0	0	-751
44	QUALCOMM INC	747525103		1/22/2010	6/12/2013	9,159		0	7,181	1,978	0	0	0	1,978
45	QUALCOMM INC	747525103		1/22/2010	12/4/2013	5,845		0	3,830	2,015	0	0	0	2,015
46	STATOIL ASA ADR	85771P102		1/22/2013	12/4/2013	4,939		0	5,669	-730	0	0	0	-730
47	SYSCO CORP	871829107		1/12/2012	3/7/2013	4,909		0	4,372	537	0	0	0	537
48	SYSCO CORP	871829107		4/22/2008	3/7/2013	4,909		0	4,236	673	0	0	0	673
49	SYSCO CORP	871829107		4/22/2008	6/12/2013	20,201		0	16,661	3,540	0	0	0	3,540
50	TJX COS INC NEW	872540109		10/6/2008	12/4/2013	6,530		0	1,518	5,012	0	0	0	5,012
51	TARGET CORP 4 000% 6/15/13	87612EAM8		6/6/2003	6/15/2013	200,000		0	199,590	410	0	0	0	410
52	V F CORP	918204108		10/12/2012	12/4/2013	8,124		0	5,661	2,463	0	0	0	2,463
53	VODAFONE GROUP PLC NEW ADR	92857W209		8/20/2007	3/5/2013	6,134		0	7,103	-969	0	0	0	-969
54	VODAFONE GROUP PLC NEW ADR	92857W209		8/20/2007	10/7/2013	5,276		0	4,633	643	0	0	0	643
55	VODAFONE GROUP PLC NEW ADR	92857W209		3/29/2010	10/7/2013	3,869		0	2,508	1,361	0	0	0	1,361
56	VODAFONE GROUP PLC NEW ADR	92857W209		10/1/2010	10/7/2013	25,148		0	18,109	7,039	0	0	0	7,039
57	VODAFONE GROUP PLC NEW ADR	92857W209		1/12/2012	10/7/2013	8,793		0	6,937	1,856	0	0	0	1,856
58	ACCENTURE PLC	G1151C101		7/12/2007	3/7/2013	12,379		0	6,750	5,629	0	0	0	5,629
59	ACCENTURE PLC	G1151C101		7/12/2007	12/4/2013	6,056		0	3,375	2,681	0	0	0	2,681
60	EATON CORP PLC	G29183103		6/13/2013	12/4/2013	4,564		0	4,192	372	0	0	0	372
61	MICROSOFT CORP	594918104		1/29/2003	12/4/2013	772		0	493	279	0	0	0	279
62	NOBLE ENERGY INC	655044105		1/26/2009	12/4/2013	8,322		0	3,106	5,216	0	0	0	5,216
63	PNC FINANCIAL SERVICES GROUP	693475105		10/16/2009	12/4/2013	5,286		0	3,153	2,133	0	0	0	2,133
64	PNC FINANCIAL SERVICES GROUP	693475105		6/25/2009	12/4/2013	1,510		0	783	727	0	0	0	727
65	PIMCO COMMODITY REAL RET STRAT-	722005667		7/31/2012	9/13/2013	171,000		0	206,700	-35,700	0	0	0	35,700
66	PIMCO EMERGING LOCAL BOND IS #33	72201F516		10/8/2010	9/27/2013	43,032		0	50,323	-7,291	0	0	0	-7,291
67	PIMCO EMERGING LOCAL BOND IS #33	72201F516		10/8/2010	12/17/2013	41,922		0	49,802	-7,880	0	0	0	-7,880
68	POTASH CORP SASK	73755L107		3/12/2009	9/6/2013	17,677		0	14,661	3,016	0	0	0	3,016

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
										68,008	0	0
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	68,008		

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

		Date		Amount
1	Credit from prior year return		1	2,781
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment	2/11/2014	5	54
6	Other payments		6	
7	Total		7	2,835

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	105,600
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	105,600