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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 4/1/2013, and ending 3/31/2014

Name of foundation

CHARLES A AND LEONA K GRUBER FND

Number and street (or P O box number if mail is not delivered to street address) Room/suite

Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code

Winston Salem NC 27101-3818

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

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) ► \$ 483,717

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

23-2003708

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 ►

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,425	9,218		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,274			
	b Gross sales price for all assets on line 6a	149,067			
	7 Capital gain net income (from Part IV, line 2)		10,274		
	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	19,699	19,492	0	
	13 Compensation of officers, directors, trustees, etc.	7,346	5,510		1,836
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,625			2,625
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)	278			278
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	183	134		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	70			70
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	11,102	5,644	0	5,409
	25 Contributions, gifts, grants paid	19,000			19,000
	26 Total expenses and disbursements. Add lines 24 and 25	30,102	5,644	0	24,409
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,403			
	b Net investment income (if negative, enter -0-)		13,848		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		25,417	23,467	23,467
	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)		416,102	407,742	460,250
	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)		441,519	431,209	483,717
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 ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		441,519	431,209	
	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)		441,519	431,209	
	31 Total liabilities and net assets/fund balances (see instructions)		441,519	431,209	

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	441,519
2 Enter amount from Part I, line 27a	2	-10,403
3 Other increases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	3	261
4 Add lines 1, 2, and 3	4	431,377
5 Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	168
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	431,209

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	10,274	
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.

 Yes NoWas 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

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	2,559	444,846	0.005753
2011	21,750	446,261	0.048738
2010	21,674	441,283	0.049116
2009	20,688	405,521	0.051016
2008	20,750	421,185	0.049266

2 Total of line 1, column (d)	2	0 203889
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 040778
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	469,755
5 Multiply line 4 by line 3	5	19,156
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	138
7 Add lines 5 and 6	7	19,294
8 Enter qualifying distributions from Part XII, line 4	8	24,409

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	138		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
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-)				
3	Add lines 1 and 2	2	0		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	138		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4			
6	Credits/Payments.	5	138		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	211		
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	211		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	73		
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	73	Refunded	11	0

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
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? <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 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no. ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

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

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		6a	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			7a	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27201	TRUSTEE	4 00	7,346	
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
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	456,214
b	Average of monthly cash balances	1b	20,695
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	476,909
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	476,909
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,154
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	469,755
6	Minimum investment return. Enter 5% of line 5	6	23,488

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	23,488
2a	Tax on investment income for 2013 from Part VI, line 5	2a	138
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	138
3	Distributable amount before adjustments Subtract line 2c from line 1	3	23,350
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,350
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	23,350

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	24,409
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	24,409
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	138
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)	6	24,271
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				23,350
2 Undistributed income, if any, as of the end of 2013: a Enter amount for 2012 only			20,033	
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: ► \$ 24,409			20,033	
a Applied to 2012, but not more than line 2a				
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			4,376	
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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				18,974
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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:

GRANT ADMINISTRATION ONE WEST FOURTH STREET WINSTON SALEM, NC 27101 (888) 234-1999

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

VISIT: WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS

c Any submission deadlines:

JANUARY 31ST

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

Qualifying 501(c)(3) organizations are eligible to apply for grants if they meet the purposes of the fnd to which they are applying.

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)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 19,000
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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** _____**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** _____**9 Net income or (loss) from special events** _____**10 Gross profit or (loss) from sales of inventory** _____**11 Other revenue:** a _____

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e) _____**13 Total. Add line 12, columns (b), (d), and (e)** _____

(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

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

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

**Sign
Here**

John N. Salazar SVP Wells Fargo Bank N.A.

6/12/2014

► SVP Wells Fargo Bank N A

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 6/12/2014	Check <input checked="" type="checkbox"/> if self-employed	PTIN 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	

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

PINEBROOK FAMILY SERVICES

Street

402 N FULTON ST

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

THE ARC: LEHIGH & NORTHAMPTON COUNTIES

Street

2289 AVENUE A

City

BETHLEHEM

State

PA

Zip Code

18017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CHILDREN'S HOME OF EASTON

Street

2000 S 25TH ST

City

EASTON

State

PA

Zip Code

18042

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CARL AND EMILY WELLER CENTER FOR HEALTH EDUCATION

Street

1401 N. CEDAR CREST BLVD

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

BOYS AND GIRLS CLUB OF ALLENTOWN

Street

720 N 6TH ST

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

ALLENTOWN ART MUSEUM

Street

31 N 5TH ST

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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

DESALES UNIVERSITY

Street

2755 STATION AVE

City

CENTER VALLEY

State

PA

Zip Code

18034

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

1,000

Name

BIG BROTHERS BIG SISTERS OF THE LEHIGH VALLEY

Street

878 MINESITE ROAD

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

VICTORY HOUSE OF LEHIGH VALLEY

Street

314 FILLMORE ST

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

COMMUNITY ACTION COMMITTEE OF LEHIGH VALLEY

Street

1337 E 5TH ST

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

COMMUNITY BIKE WORKS

Street

235 N MADISON ST

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

ST LUKE'S HOSPITAL

Street

801 OSTRUM ST

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

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

LEHIGH COUNTY SENIOR CITIZENS

Street

1633 ELM ST

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MUHLENBERG COLLEGE

Street

2400 W CHEW ST

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

1,000

Name

LEHIGH VALLEY CHILDREN'S CENTER INC

Street

1501 LEHIGH ST

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

LEHIGH UNIVERSITY

Street

27 MEMORIAL DR W

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

1,000

Name

SUPPORT OF THE RAISING & BUILDING READERS AND PBS 39

Street

801 E. FIRST STREET

City

BETHLEHEM

State

PA

Zip Code

18015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss		
														Total	Capital Gains/Losses Other Sales	
															0	138,793
															0	0
1 X	DODGE & COX INCOME FD CO	256210105			21/12/2013	1/13/2014		6,379	6,586	1,928					0	-209
2 X	DODGE & COX INCOME FD CO	256210105			21/12/2013	2/3/2014		756	763						0	-32
3 X	DREYFUS EMG MKT DEBT LO	261980494			8/1/20211	10/10/2013		128	134						0	-7
4 X	DREYFUS EMG MKT DEBT LO	261980494			3/3/2011	10/10/2013		6,830	7,085						0	-6
5 X	ARTISAN INTERNATIONAL FU	04314H204			10/20/2011	1/13/2014		84	56						0	-255
6 X	ARTISAN INTERNATIONAL FU	04314H204			7/13/2010	1/13/2014		2,432	1,543						0	28
7 X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013	10/9/2013		1,314	1,263						0	889
8 X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013	10/9/2013		155	124						0	51
9 X	CREDIT SUISSE COMM RETT S	22544R305			3/3/2011	10/9/2013		4,194	5,650						0	-31
10 X	CREDIT SUISSE COMM RETT S	22544R305			3/3/2011	2/8/2014		555	759						0	-1,456
11 X	DIAMOND HILL LONG-SHORT I	252645833			3/3/2011	7/10/2013		3,099	2,532						0	204
12 X	DIAMOND HILL LONG-SHORT I	252645833			8/1/2012	2/3/2014		459	375						0	867
13 X	DODGE & COX INTL STOCK F	256206103			5/10/2012	7/10/2013		1,096	905						0	84
14 X	DODGE & COX INTL STOCK F	256206103			7/13/2010	7/10/2013		938	691						0	191
15 X	DODGE & COX INTL STOCK F	256206103			7/13/2010	10/9/2013		1,442	1,104						0	147
16 X	DODGE & COX INTL STOCK F	256206103			7/13/2010	7/13/2014		1,371	982						0	338
17 X	AQR MANAGED FUTURES STI	002031859			7/12/2013	10/9/2013		4,408	4,565						0	389
18 X	ARTISAN INTERNATIONAL FU	04314H204			10/20/2011	7/10/2013		2,122	1,589						0	-157
19 X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013	1/13/2014		2,408	2,397						0	333
20 X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013	1/13/2014		2,588	2,584						0	11
21 X	J P MORGAN MID CAP VALUE	339128100			21/12/2013	7/10/2013		592	506						0	14
22 X	J P MORGAN MID CAP VALUE	339128100			21/12/2013	7/10/2012		271	179						0	56
23 X	GATEWAY FUND - M #1988	367828884			8/1/2012	7/10/2013		11,211	10,959						0	92
24 X	GATEWAY FUND - Y #1988	367828884			21/12/2013	7/10/2013		5,044	4,984						0	252
25 X	HARBOR CAPITAL APCTN	411511504			21/12/2013	7/10/2013		9,349	8,635						0	60
26 X	HARBOR CAPITAL APCTN	411511504			8/1/2012	10/9/2013		101	83						0	714
27 X	HARBOR CAPITAL APCTN	411511504			3/3/2011	7/10/2013		1,524	1,153						0	18
28 X	HARBOR CAPITAL APCTN	411511504			3/3/2011	1/13/2014		3018	2,075						0	371
29 X	ISHARES CORE S & P 500 EFT	464287200			3/29/2011	7/10/2013		9,121	7,273						0	1,948
30 X	ISHARES CORE S & P 500 EFT	464287200			8/6/2012	1/13/2014		734	562						0	172
31 X	KALMAR GRW/VAL SM CAP-J	483438305			2/1/2013	1/13/2014		1,306	1,019						0	287
32 X	KEELEY SMALL CAP VAL-FD	487300808			7/13/2010	1/13/2014		756	400						0	356
33 X	PIMCO TOTAL RET FD INST-#	6933590700			8/1/2012	7/10/2013		3,533	3,789						0	255
34 X	MFS VALUE FUND-CLASS #49	552283694			3/3/2011	7/10/2013		3,714	3,352						0	362
35 X	MFS VALUE FUND-CLASS #49	552283694			3/3/2011	7/13/2014		3,678	2,940						0	738
36 X	MFS VALUE FUND-CLASS #49	552283694			3/3/2011	1/13/2014		1,510	1,114						0	348
37 X	ASG GLOBAL ALTERNATIVES	638721885			7/13/2013	1/13/2014		1,748	1,782						0	-34
38 X	OPPENHEIMER DEVELOPING G	683874505			3/3/2011	10/9/2013		3,462	3,368						0	84
39 X	PIMCO TOTAL RET FD INST-#	6933590700			8/1/2012	7/10/2013		810	756						0	255
40 X	PIMCO TOTAL RET FD INST-#	6933590700			5/1/2012	7/10/2013		2,303	2,428						0	-125
41 X	PIMCO TOTAL RET FD INST-#	6933590700			7/13/2010	1/13/2014		1,445	1,508						0	-63
42 X	PIMCO TOTAL RET FD INST-#	6933590700			7/13/2010	2/8/2014		141	146						0	-5
43 X	PIMCO TOTAL RET FD INST-#	6933590700			5/1/2012	2/8/2014		576	596						0	21
44 X	RIDGEWORTH SEIK HY BD-#	765281645			7/12/2013	1/13/2014		3,545	3,624						0	79
45 X	RIDGEWORTH SEIK HY BD-#	765281645			10/11/2013	1/13/2014		628	641						0	-13
46 X	RIDGEWORTH SEIK HY BD-#	765281645			3/3/2011	1/13/2014		7,279	7,457						0	-178
47 X	RIDGEWORTH SEIK HY BD-#	765281645			3/3/2011	2/8/2014		8,799	9,060						0	-261
48 X	VANGUARD FTSE EMERGING	922042858			10/20/2011	2/8/2014		2,883	2,750						0	133
49 X	VANGUARD FTSE EMERGING	922042858			3/29/2011	10/9/2013		3,277	3,843						0	-566
50 X	VANGUARD FTSE EMERGING	922042858			2/7/2013	1/13/2014		3,777	4,222						0	-445
51 X	VANGUARD FTSE EMERGING	922042858			3/29/2011	1/13/2014		3,502	4,275						0	-773
52 X	VANGUARD RETI VIPER	922042853			10/9/2013	2/8/2014		662	658						0	4

Part I, Line 16a (990-PF) - Legal Fees

	2,625	0	0	2,625
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 LEGAL FEES	2,625			2,625

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

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

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

	278	0	0	278
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 GRANT ADMINISTRATION FEE	278			278

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	134	134		
2 ESTIMATED EXCISE PAYMENTS	49			

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1 FILING FEE FOR DISSOLUTION OF CORPORATI	70				70

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

Amount	5.055	0	144,012	0	204	138,997	5,219	0	0	0	0	5.219
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	F MV as of 12/31/99	Excess of FMV Over Adjusted Basis or Losses	Gains Minus Excess of FMV Over Adjusted Basis or Losses	5.219	
1 DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2013	6,3719			6,568	-209	0		
2 DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2014	1,896			1,928	-32	0		
3 DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2014	756			753	-7	0		
4 DREYFUS ENG MKG DEBTL LOC C1 #6505	281980194		8/12/2011	10/10/2013	128			134	-6	0		
5 DREYFUS ENG MKT DEBTL LOC C1 #6508	281980194		10/21/2011	10/10/2013	6,830			7,065	-255	0		
6 ARTISAN INTERNATIONAL FUND #661	031414204		1/13/2011	7/10/2014	84			56	28	0		
7 ARTISAN INTERNATIONAL FUND #661	031414204		7/13/2010	7/10/2014	2,432			1,543	889	0		
8 ARTISAN MID CAP FUND-INS #1333	043141600		7/12/2013	10/9/2013	1,314			1,253	51	0		
9 ARTISAN MID CAP FUND-INS #1333	043141600		7/12/2013	10/9/2013	155			124	31	0		
10 CREDIT SUISSE COMM RETT ST-1 #2156	225449305		3/31/2011	10/9/2013	4,194			5,630	-1,456	0		
11 CREDIT SUISSE COMM RETT ST-1 #2156	225449305		3/31/2011	2/27/2014	565			759	0	0		
12 CREDIT SUISSE COMM RETT ST-1 #2156	225449305		3/31/2011	7/10/2013	3,059			2,532	567	0		
13 DIAMOND HILL LONG-SHORT FD CL #12	252643853		8/10/2012	2/29/2014	459			375	84	0		
14 DODGE & COX INTEL STOCK FD #1048	256208103		5/10/2012	7/10/2013	1,098			905	191	0		
15 DODGE & COX INTEL STOCK FD #1048	256208103		7/13/2010	7/10/2013	838			681	147	0		
16 DODGE & COX INTEL STOCK FD #1048	256208103		7/13/2010	10/8/2013	1,442			1,104	338	0		
17 DODGE & COX INTEL STOCK FD #1048	256208103		7/13/2010	11/30/2014	1,371			982	389	0		
18 AQR MANAGED FUTURES STRT #1521	1002031659		7/12/2013	10/9/2013	4,408			4,565	-157	0		
19 ARTISAN INTERNATIONAL FUND #661	031414204		7/12/2011	7/10/2013	2,122			1,569	533	0		
20 DREHAUS ACTIVE INCOME FUND	262028855		2/11/2013	7/10/2014	2,408			2,397	11	0		
21 DREHAUS ACTIVE INCOME FUND	262028855		2/11/2013	7/10/2014	2,588			2,584	14	0		
22 DREHAUS ACTIVE INCOME FUND	339128100		2/11/2013	7/10/2013	562			506	56	0		
23 DREHAUS ACTIVE INCOME FUND	339128100		7/11/2013	7/10/2013	0			179	92	0		
24 GATEWAY FUND #1986	387829884		8/10/2012	10/8/2013	11,211			10,959	252	0		
25 GATEWAY FUND #1986	387829884		8/10/2012	11/30/2013	5,044			4,984	60	0		
26 HARBOR CAPITAL AFRCTION-INST #10	411511504		2/11/2013	7/10/2013	9,399			8,655	74	0		
27 HARBOR CAPITAL AFRCTION-INST #20	411511504		8/10/2012	10/9/2013	101			93	18	0		
28 HARBOR CAPITAL AFRCTION-INST #20	411511504		8/10/2012	10/9/2013	1,524			1,153	371	0		
29 HARBOR CAPITAL AFRCTION-INST #20	411511504		3/31/2011	7/10/2013	3,018			2,075	943	0		
30 ISHARES CORE S P 500 EFT	462872200		7/10/2011	7/10/2013	9,121			7,273	1,848	0		
31 ISHARES CORE S P 500 EFT	462872200		8/8/2012	11/30/2014	734			562	172	0		
32 KALMAR GR/WAL CAPAEDL C1 #251	4823436305		2/11/2013	11/30/2014	1,306			1,019	281	0		
33 KEELEY SMALL CAPAEDL C1 #251	4823436305		7/13/2010	11/30/2014	756			460	356	0		
34 MFS VALUE FUND-CLASS #833	552983894		2/11/2013	7/10/2013	3,714			3,352	362	0		
35 MFS VALUE FUND-CLASS #833	552983894		3/31/2011	7/10/2013	3,678			3,240	738	0		
36 MFS VALUE FUND-CLASS #833	552983894		3/31/2011	7/10/2014	1,510			1,114	398	0		
37 ASG GLOBAL ALTERNATIVES-Y #1993	638778785		7/12/2013	7/10/2014	1,748			1,762	-34	0		
38 OPPENHEIMER DEVELOPING MKT-Y #7	683374505		3/31/2011	10/9/2013	3,452			3,368	84	0		
39 PINCO TOTAL RETT FD-INST #435	693390700		5/10/2012	7/10/2013	3,533			3,768	-255	0		
40 PINCO TOTAL RETT FD-INST #435	693390700		5/10/2012	7/10/2013	2,303			2,428	-125	0		
41 PINCO TOTAL RETT FD-INST #435	693390700		7/13/2010	11/30/2014	1,445			1,598	-53	0		
42 PINCO TOTAL RETT FD-INST #435	693390700		7/13/2010	7/10/2014	141			146	-5	0		
43 PINCO TOTAL RETT FD-INST #435	693390700		5/10/2012	2/29/2014	575			596	-21	0		
44 RIDGEWORTH SEXY BD-#835	766287845		7/12/2013	7/10/2014	3,545			3,624	-79	0		
45 RIDGEWORTH SEXY BD-#835	766287845		7/12/2013	7/10/2014	628			641	-13	0		
46 RIDGEWORTH SEXY BD-#835	766287845		7/12/2013	7/10/2014	7,279			7,457	-178	0		
47 RIDGEWORTH SEXY BD-#835	766287845		3/31/2011	8/10/2014	8,759			9,060	-261	0		
48 RIDGEWORTH SEXY BD-#835	766287845		3/31/2011	2/29/2014	2,813			2,750	133	0		
49 VANGUARD S&P EMERGING MARKET	922024268		3/29/2011	10/9/2013	3,843			3,843	508	0		
50 VANGUARD S&P EMERGING MARKET	922024268		2/7/2013	7/10/2014	3,777			4,222	-445	0		
51 VANGUARD RETT VIPER	922024268		10/9/2013	7/10/2014	3,502			4,275	-773	0		
52 VANGUARD RETT VIPER	922024268		3/29/2011	7/10/2014	652			658	4	0		

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

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

	Date	Amount
1 Credit from prior year return	1	162
2 First quarter estimated tax payment	2	49
3 Second quarter estimated tax payment	3	_____
4 Third quarter estimated tax payment	4	_____
5 Fourth quarter estimated tax payment	5	_____
6 Other payments	6	_____
7 Total	7	211

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	20,033
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	20,033

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	23-2003708	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	20478.66	20478.66
Savings & Temp Inv	23-2003708	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2988.66	2988.66
			Total Savings & Temp Inv	23467.32	23467.32
Invest - Other	23-2003708	04314H204	ARTISAN INTERNATIONAL FUND #661	21463.98	13794.66
Invest - Other	23-2003708	256210105	DODGE & COX INCOME FD COM #147	30858.38	30139.53
Invest - Other	23-2003708	411511504	HARBOR CAPITAL ARCTION-INST #2012	31350.32	21335.55
Invest - Other	23-2003708	589509108	MERGER FD SH BEN INT #260	13815.49	13742.45
Invest - Other	23-2003708	6933390700	PIMCO TOTAL RET FD-INST #35	30788.83	31227.59
Invest - Other	23-2003708	6933390882	PIMCO FOREIGN BD FD USD H-INST #103	10722.88	10598.07
Invest - Other	23-2003708	77957P105	T ROWE PRICE SHORT TERM BD FD #55	26284.96	26422.48
Invest - Other	23-2003708	04314H600	ARTISAN MID CAP FUND-INS #1333	19120.5	14812.23
Invest - Other	23-2003708	315920702	FID ADV EMER MKTS INC- CL I #607	7134.54	7092.75
Invest - Other	23-2003708	464287200	ISHARES CORE S & P 500 ETF	8654.44	6342.78
Invest - Other	23-2003708	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	10596.3	11278.35
Invest - Other	23-2003708	277923728	EATON VANCE GLOBAL MACRO - I #0088	6978.63	7151.99
Invest - Other	23-2003708	256206103	DODGE & COX INTL STOCK FD #1048	22330.62	15629.64
Invest - Other	23-2003708	552983694	MFS VALUE FUND-CLASS J #893	21331.98	15370.73
Invest - Other	23-2003708	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	17068.74	17676.52
Invest - Other	23-2003708	262028855	DRIEHAUS ACTIVE INCOME FUND	18719.94	18472.99
Invest - Other	23-2003708	339128100	JP MORGAN MID CAP VALUE-I #758	13041.22	7420.89
Invest - Other	23-2003708	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	11702.01	11919.67
Invest - Other	23-2003708	922908553	VANGUARD REIT VIPER	16948.8	13445.83
Invest - Other	23-2003708	922042858	VANGUARD FTSE EMERGING MARKETS ETF	7872.52	7897.11
Invest - Other	23-2003708	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	18639.11	18498.31
Invest - Other	23-2003708	77958B402	T ROWE PRICE INST FLOAT RATE #170	4677.4	4691.05
Invest - Other	23-2003708	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	24367.76	23250.18
Invest - Other	23-2003708	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	16385.66	15427.72
Invest - Other	23-2003708	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	9535.41	7189.72
Invest - Other	23-2003708	483438305	KALMAR GR W/ VAL SM CAP-INS #4	8710.77	6826.87
Invest - Other	23-2003708	22544R305	CREDIT SUISSE COMM RET ST-I #2156	22171.59	25442.32
Invest - Other	23-2003708	487300808	KEELEY SMALL CAP VAL FD CL I #2251	8977.26	4644.38
			Total Invest - Other	460250.04	407742.46
			Total Assets	483717.36	431209.78