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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 TURTLE, MARY ZITA T/U/W		A Employer identification number 94-6415242							
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933							
City or town Winston Salem		State NC	ZIP code 27101-3818						
Foreign country name		Foreign province/state/county	Foreign postal code						
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>				<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
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H Check type of organization <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>				<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation			
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation									
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust									
<input type="checkbox"/> Other taxable private foundation									
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 847,423		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____							
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))									
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)				
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)								
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B								
	3 Interest on savings and temporary cash investments								
	4 Dividends and interest from securities	20,029	19,711						
	5a Gross rents								
	b Net rental income or (loss)								
	6a Net gain or (loss) from sale of assets not on line 10	23,395							
	b Gross sales price for all assets on line 6a	234,871							
	7 Capital gain net income (from Part IV, line 2)		23,395						
	8 Net short-term capital gain								
	9 Income modifications								
	10a Gross sales less returns and allowances								
b Less. Cost of goods sold									
c Gross profit or (loss) (attach schedule)									
11 Other income (attach schedule)									
12 Total. Add lines 1 through 11	43,424	43,106	0						
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,698	9,524	3,175					
	14 Other employee salaries and wages								
	15 Pension plans, employee benefits								
	16a Legal fees (attach schedule)								
	b Accounting fees (attach schedule)	1,051		1,051					
	c Other professional fees (attach schedule)								
	17 Interest								
	18 Taxes (attach schedule) (see instructions)	1,338	483						
	19 Depreciation (attach schedule) and depletion								
	20 Occupancy								
	21 Travel, conferences, and meetings								
	22 Printing and publications								
	23 Other expenses (attach schedule)	10		10					
	24 Total operating and administrative expenses	15,097	10,007	0	4,236				
Add lines 13 through 23	51,854			51,854					
25 Contributions, gifts, grants paid	66,951	10,007	0	56,090					
26 Total expenses and disbursements. Add lines 24 and 25									
27 Subtract line 26 from line 12									
a Excess of revenue over expenses and disbursements	-23,527								
b Net investment income (if negative, enter -0-)		33,099							
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
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	34,832	15,386	15,386
	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)			
Liabilities	11	Investments—land, buildings, and equipment, basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	695,708	700,765	832,037
	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)	730,540	716,151	847,423
Net Assets or Fund Balances	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	
		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	730,540	716,151	
	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)	730,540	716,151	
	31	Total liabilities and net assets/fund balances (see instructions)	730,540	716,151	

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	730,540
2	Enter amount from Part I, line 27a	2	-23,527
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	9,777
4	Add lines 1, 2, and 3	4	716,790
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	639
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	716,151

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
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	23,395
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.	(d) Distribution ratio (col (b) divided by col (c))	
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets
2012		0 000000
2011		0.000000
2010		0 000000
2009		0 000000
2008		0 000000
2 Total of line 1, column (d)	0.000000	
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	0.000000	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		
5 Multiply line 4 by line 3		
6 Enter 1% of net investment income (1% of Part I, line 27b)	0	
7 Add lines 5 and 6	0	
8 Enter qualifying distributions from Part XII, line 4	0	

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)

1 662

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 662

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 665

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 7 665

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 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 3

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ► 11 3

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? 1a Yes 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? 2 X

If "Yes," attach a detailed description of the activities

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? 5 X

If "Yes," attach the statement required by General Instruction T

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? 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 X No

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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □	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 checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input checked="" type="checkbox"/>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input checked="" type="checkbox"/>		
5b		N/A		
6b		X		
7b		N/A		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4 00	12,698	

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		►

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 798,310
b	Average of monthly cash balances	1b 34,914
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 833,224
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	3 833,224
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 12,498
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 820,726
6	Minimum investment return. Enter 5% of line 5	6 41,036

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 41,036
2a	Tax on investment income for 2013 from Part VI, line 5	2a 662
b	Income tax for 2013. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 662
3	Distributable amount before adjustments Subtract line 2c from line 1	3 40,374
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 40,374
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 40,374

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 56,090
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 56,090
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	
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 56,090

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				40,374
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				38,058
b Total for prior years 2009, 2010, 2011		11,366		
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: ► \$ 56,090				
a Applied to 2012, but not more than line 2a				38,058
b Applied to undistributed income of prior years (Election required—see instructions)		11,366		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				6,666
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	0	0	33,708
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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					0
(1)	Value of all assets					0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c	"Support" alternative test—enter:					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3)	Largest amount of support from an exempt organization					0
(4)	Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 51,854
<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

	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					
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)			0	43,424	0
13 Total. Add line 12, columns (b), (d), and (e)			13	43,424	

(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

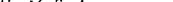
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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
 John R. Seltzer SVP Wells Fargo Bank N A 6/26/2014 SVP Wells Fargo Bank N A May the IRS... with the pr...

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

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO			6/26/2014		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		

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

PROTESTANT EPISCOPAL CHURCH

Street

1044 TAYLOR STREET

City SAN FRANCISO	State CA	Zip Code 94108	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 43,583
--	------------------

Name

EPISCOPAL DIOCESE OF SAN JOAQUIN

Street

1528 OAKDALE ROAD

City MODESTO	State CA	Zip Code 95355	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 8,271
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Name**Street**

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

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

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Short Term CG Distributions		Amount		Total		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
						Capital Gains/Losses Other sales		234,871		211,476		0	
Check "X" to include in Part IV	Description	CLISIP #	Purchaser	Check "X" if Purchaser is a Business		Acquisition Date	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss
1	X	ADR MANAGED FUTURES STI	010203H859			7/17/2013	4/5/2013	7,423	7,541	2,244		0	-118
2	X	CORE EQUITY FUND	140955127			2/7/2013	4/5/2013	2,313	4,846			0	69
3	X	CORE EQUITY FUND	140955127			2/7/2013	4/5/2013	5,077	77	72		0	-231
4	X	CORE EQUITY FUND	140955127			1/22/2014	1/22/2014		1,625	1,350		0	5
5	X	CORE EQUITY FUND	140955127			1/22/2014	1/22/2014		934	1,197		0	-245
6	X	CREDIT SUISSE COMM RET'S	22544R305			9/12/2011	10/14/2013		6,594	8,023		0	-263
7	X	CREDIT SUISSE COMM RET'S	22544R305			11/23/2010	10/14/2013		1,198	1,019		0	-142
8	X	DIAMOND HILL LONG SHORT	25264SB833			5/24/2011	4/2/2013		0	0		0	180
9	X	DIAMOND HILL LONG SHORT	25264SB833			5/24/2011	7/15/2013		825	663		0	162
10	X	DIAMOND HILL LONG SHORT	25264SB833			6/24/2011	7/15/2013		5,217	4,100		0	1,117
11	X	DIAMOND HILL LONG SHORT	25264SB833			5/4/2010	7/15/2013		11,880	8,978		0	2,902
12	X	DREYFUS EMG MKT DEBT LO	261890494			5/24/2011	10/14/2013		771	810		0	-39
13	X	DREYFUS EMG MKT DEBT LO	261890494			9/27/2011	10/14/2013		11,204	11,760		0	-566
14	X	DRIEHAUS ACTIVE INCOME F	26228655			7/17/2013	1/22/2014		3,438	3,412		0	26
15	X	GATEWAY FUND, Y #1866	367829884			2/11/2013	4/2/2013		981	970		0	11
16	X	GATEWAY FUND, Y #1866	367829884			8/17/2012	7/15/2013		19,612	19,193		0	-419
17	X	GATEWAY FUND, Y #1866	367829884			8/17/2012	7/15/2013		12,427	12,259		0	-168
18	X	ISHARES SP MIDCAP 400 GS	664287606			2/7/2013	4/2/2013		1,723	1,723		0	49
19	X	ISHARES SP MIDCAP 400 GS	664287606			5/27/2013	7/15/2013		1,901	1,723		0	178
20	X	ISHARES SP MID CAP 400 G	664287606			8/15/2012	1/22/2014		2,271	1,534		0	637
21	X	ISHARES SP MID CAP 400 G	664287705			2/7/2013	4/2/2013		896	862		0	34
22	X	ISHARES SP MIDCAP 400 VA	464287705			6/22/2011	4/2/2013		697	682		0	115
23	X	ISHARES SP MIDCAP 400 VA	464287705			6/22/2011	7/15/2013		841	899		0	-142
24	X	ISHARES SP MIDCAP 400 VA	464287705			4/30/2010	7/15/2013		2,890	2,134		0	858
25	X	ISHARES SP MID-CAP 400 V	464287705			4/30/2010	1/22/2014		1,778	1,762		0	418
26	X	ISHARES CORE S&P SMALL-C	464287804			5/24/2011	4/2/2013		344	294		0	50
27	X	ISHARES CORE S&P SMALL-C	464287804			6/22/2011	4/2/2013		2,051	1,124		0	337
28	X	ISHARES CORE S&P SMALL-C	464287804			6/22/2011	1/22/2014		287	287		0	-140
29	X	ISHARES CORE S&P SMALL-C	464287804			5/24/2011	1/22/2014		1,859	1,221		0	638
30	X	MERGER FUND SH BEN INT #2260	5689509108			6/24/2011	7/15/2013		317	321		0	-4
31	X	MERGER FUND SH BEN INT #2260	5689509108			6/24/2011	7/15/2013		297	300		0	-3
32	X	MERGER FUND SH BEN INT #2260	5689509108			5/14/2011	7/15/2013		8,192	8,093		0	-159
33	X	AGG GLOBAL ALTERNATIVES	638727885			10/17/2013	1/22/2014		1,226	1,242		0	-16
34	X	AGG GLOBAL ALTERNATIVES	638727885			7/17/2013	1/22/2014		1,745	1,761		0	-16
35	X	PIMCO FOREIGN BD F USD	6391359882			9/2/2011	7/15/2013		1,186	1,206		0	-10
36	X	ROBECO BRI LINGSHRT RES	748256K581			7/17/2013	1/22/2014		4,684	4,222		0	362
37	X	SPDR DJ MULSHR INTERNAT	78463X983			6/22/2011	4/2/2013		1,680	1,547		0	133
38	X	AMEX MATERIALS SPDR	813681Y100			2/7/2013	7/15/2013		2,033	2,046		0	-37
39	X	AMEX HEALTH CARE SPDR	813681Y209			4/30/2010	4/2/2013		1,027	680		0	337
40	X	AMEX HEALTH CARE SPDR	813681Y209			4/30/2010	7/15/2013		1,075	1,156		0	-1,033
41	X	AMEX HEALTH CARE SPDR	813681Y209			3/21/2010	7/15/2013		583	314		0	269
42	X	CONSUMER STAPLES SECTOR	813681Y308			2/7/2013	4/2/2013		1,204	1,120		0	84
43	X	CONSUMER STAPLES SECTOR	813681Y308			2/7/2013	7/15/2013		560	523		0	57
44	X	CONSUMER STAPLES SECTOR	813681Y308			4/30/2010	7/15/2013		2,033	2,046		0	-1,053
45	X	CONSUMER STAPLES SECTOR	813681Y308			4/30/2010	3/21/2013		3,230	2,046		0	120
46	X	CONSUMER STAPLES SECTOR	813681Y308			2/7/2013	4/2/2013		1,144	1,080		0	12
47	X	CONSUMER STAPLES SECTOR	813681Y308			2/7/2013	7/15/2013		3,481	2,937		0	534
48	X	CONSUMER STAPLES SECTOR	813681Y308			4/30/2010	7/15/2013		1,910	1,138		0	772
49	X	CONSUMER STAPLES SECTOR	813681Y308			4/30/2010	3/21/2013		560	523		0	151
50	X	AMEX ENERGY SELECT SPDR	813681Y506			2/7/2013	7/15/2013		2,818	2,988		0	-41
51	X	AMEX ENERGY SELECT SPDR	813681Y506			4/30/2010	4/2/2013		2,485	1,815		0	640
52	X	AMEX ENERGY SELECT SPDR	813681Y506			10/15/2013	3/21/2014		488	424		0	54
53	X	AMEX FINANCIAL SELECT SP	813681Y605			4/30/2010	4/2/2013		837	760		0	691
54	X	AMEX FINANCIAL SELECT SP	813681Y605			4/30/2010	7/15/2013		3,666	2,975		0	691
55	X	AMEX FINANCIAL SELECT SP	813681Y605			10/15/2013	3/21/2014		943	874		0	691
56	X	AMEX FINANCIAL SELECT SP	813681Y605			10/15/2013	7/15/2013		448	407		0	41
57	X	AMEX INDUSTRIAL SPDR	813681Y704			2/7/2013	4/2/2013		2,789	1,756		0	115
58	X	AMEX INDUSTRIAL SPDR	813681Y704			4/30/2010	7/15/2013		583	314		0	704
59	X	AMEX INDUSTRIAL SPDR	813681Y704			4/30/2010	3/21/2014		1,204	1,120		0	183
60	X	AMEX TECHNOLOGY SELECT	813681Y803			8/15/2013	4/2/2013		517	334		0	447
61	X	AMEX TECHNOLOGY SELECT	813681Y803			2/7/2013	7/15/2013		895	697		0	434
62	X	AMEX TECHNOLOGY SELECT	813681Y803			2/7/2013	7/15/2013		121	118		0	3
63	X	AMEX MATERIALS SPDR	813681Y100			4/30/2010	4/2/2013		6,549	6,066		0	483
64	X	AMEX MATERIALS SPDR	813681Y100			3/21/2013	7/15/2013		889	626		0	63
65	X	AMEX TECHNOLOGY SELECT	813681Y803			4/30/2010	7/15/2013		236	197		0	39
66	X	AMEX TECHNOLOGY SELECT	813681Y803			4/30/2010	7/15/2013		3,982	2,955		0	1,009
67	X	AMEX TECHNOLOGY SELECT	813681Y803			10/14/2013	4/2/2014		1,685	1,238		0	447
68	X	AMEX TECHNOLOGY SELECT	813681Y803			4/30/2010	7/15/2013		857	826		0	0

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	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Total		Cost, Other Basis and Expenses	Net Gain or Loss
											Capital Gains/Losses Other Sales	Gross Sales		
68 X	VANGUARD MSCI EAFE ETF	921943858			2/7/2013		4/2/2013	1,055	1,047				0	0
70 X	VANGUARD FSE DEVELOPE	921943858	-		2/7/2013		7/15/2013	-	4,769					23,395
71 X	VANGUARD FSE DEVELOPE	921943858	-		2/7/2013		10/14/2013	-	4,727					0
72 X	VANGUARD FSE DEVELOPE	921943858	-		2/7/2013		1/22/2014	-	1,581					0
73 X	VANGUARD FSE EMERGING	922042858	-		5/20/2011		10/14/2013	-	4,477					0
74 X	VANGUARD FSE EMERGING	922042858	-		6/22/2011		10/14/2013	-	7,392					0
75 X	VANGUARD FSE EMERGING	922042858	-		2/7/2013		10/14/2013	-	1,014					0
76 X	VANGUARD REIT VIPER	9222908553	-		2/6/2009		4/2/2013	-	1,208					0
77 X	WELLS FARGO ADV H INC-INV	949977538	-		7/17/2013		1/22/2014	-	6,120					0
78 X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		7/15/2013	-	5,049					0
79 X	TAXABLE SHORT-TERM BOND	9998612906			5/8/2005		4/5/2013	-	821					0
80 X	TAXABLE SHORT-TERM BOND	999612906			5/6/2005		7/15/2013	-	1,562					0
81 X	TAXABLE SHORT-TERM BOND	999812906			5/6/2005		1/22/2014	-	871					0
82 X	TAXABLE INTERMEDIATE TEF	999708902	-		12/15/1999		7/15/2013	-	6,179					0
83 X	SHORT TERM CTF GAIN	-			-		-	-	6,087					0
84 X	LONG TERM CTF GAIN	-			-		-	-	-					0

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

		1,051	0	0	1,051
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,051			1,051

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

		1,338	483	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	483	483		
2	PY EXCISE TAXES PAID	190			
3	ESTIMATED EXCISE TAXES PAID	665			

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

		10	0	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	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 Mutual Fund Timing Difference	1	314
2 Undistributed CTF Capital Gain	2	2,321
3 Recovery of Grants Paid	3	7,142
4 Total	4	9,777

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

1 Cost Basis Adjustment	1	27
2 CTF Book to Tax Difference	2	35
3 PY Return of Capital Adjustment	3	577
4 Total	4	639

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
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	12,698		
1									12,698	0	0

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

	Date	Amount
1 Credit from prior year return		
2 First quarter estimated tax payment	8/9/2013	1 166
3 Second quarter estimated tax payment	9/9/2013	2 166
4 Third quarter estimated tax payment	12/10/2013	3 166
5 Fourth quarter estimated tax payment	3/12/2014	4 167
6 Other payments		
7 Total		6 665
		7 665

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	38,058
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	38,058

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1 Undistributed income for the 3rd year 2011	1	11,366
2 Undistributed income for the 4th year 2010	2	
3 Undistributed income for the 5th year 2009	3	
4 Total	4	11,366

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Invest - Other	94-6415242	589509108	MERGER FD SH BEN INT #260	997.872	16055.8	15701.5
Invest - Other	94-6415242	694390882	PIMCO FOREIGN BD FD USD H-INST #103	603.03	6464.48	6413.99
Invest - Other	94-6415242	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	204	8784.24	5693.61
Invest - Other	94-6415242	81369Y605	FINANCIAL SELECT SECTOR SPDR	630	14074.2	9900.16
Invest - Other	94-6415242	81369Y800	AMEX MATERIALS SPDR	65	3073.2	2283.77
Invest - Other	94-6415242	81369Y803	AMEX TECHNOLOGY SELECT SPDR	439	15957.7	10262.2
Invest - Other	94-6415242	81369Y506	AMEX ENERGY SELECT SPDR	98	8727.88	5910.53
Invest - Other	94-6415242	999612906	TAXABLE SHORT-TERM BOND FUND	2339.757	18671.3	18861.03
Invest - Other	94-6415242	999708902	TAXABLE INTERMEDIATE TERM BD FD	3299.282	33256.8	32896.45
Invest - Other	94-6415242	991283912	TAXABLE TOTAL RETURN BOND FUND	4400.862	33402.5	32540.02
Invest - Other	94-6415242	315920702	FID ADV EMER MKTS INC- CL I #607	895.729	12255.7	12253.6
Invest - Other	94-6415242	464287804	ISHARES CORE S&P SMALL-CAP E	438	48241.3	30103.4
Invest - Other	94-6415242	464287705	ISHARES S&P MID-CAP 400 VALUE	210	25288.2	15864.5
Invest - Other	94-6415242	464287606	ISHARES S&P MID-CAP 400 GROWTH	242	37006.6	22656.6
Invest - Other	94-6415242	81369Y704	AMEX INDUSTRIAL SPDR	187	9785.71	5998.14
Invest - Other	94-6415242	81369Y209	AMEX HEALTH CARE SPDR	168	9826.32	5268.95
Invest - Other	94-6415242	81369Y407	AMEX CONSUMER DISCR SPDR	187	12102.6	6381.24
Invest - Other	94-6415242	140995127	CORE EQUITY FUND	3060.138	45586.1	37729.71
Invest - Other	94-6415242	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	2177.604	30293.4	31414.6
Invest - Other	94-6415242	262028855	DRIEHAUS ACTIVE INCOME FUND	1970.09	21178.5	21131
Invest - Other	94-6415242	638727885	ASG GLOBAL ALTERNATIVES Y #1993	2608.015	29444.5	30070.4
Invest - Other	94-6415242	94985D582	WELLS FARGO ADV INTL BOND-S #4705	594.212	6554.16	6626.01
Invest - Other	94-6415242	922908553	VANGUARD REIT VIPER	494	34886.3	15376
Invest - Other	94-6415242	00203H859	AQR MANAGED FUTURES STR- I #15213	1220.207	12141.1	12460.1
Invest - Other	94-6415242	922042858	VANGUARD FTSE EMERGING MARKETS ETF	2193	88991.9	82748.9
Invest - Other	94-6415242	77958B402	T ROWE PRICE INST FLOAT RATE #170	825	8481	8505.75
Invest - Other	94-6415242	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	838	34500.5	26090.6
Invest - Other	94-6415242	921943858	VANGUARD FTSE DEVELOPED ETF	2253	92981.3	81357.4
Invest - Other	94-6415242	74925K581	ROBECO BP LNG/SHRT RES-INS	1474.811	21620.7	19644.5
Invest - Other	94-6415242	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	759.688	17412.1	12872.1
Invest - Other	94-6415242	949917558	WELLS FARGO ADV HI INC-INS #3110	4544.54	34220.4	30905.5
Invest - Other	94-6415242	22544R305	CREDIT SUISSE COMM RET ST-I #2156	5328.638	40870.7	44842.7
Total Other Investments				45745.47	832036.9	700764.9
Savings & Temp Inv	94-6415242	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2957.45	2957.45	2957.45
Savings & Temp Inv	94-6415242	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	12428.51	12428.5	12428.5
Cash	94-6415242		Total Cash and Temporary Investments	0	0	0
			Total	61131.43	847422.9	716151

Turtle, Mary Zita T/U/W 100877
EIN: 94-6415242

**SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Pursuant to IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

Undistributed income from the tax year(s) ending:

<u>Tax Year</u>	<u>Amount</u>
2011	\$ 11,366