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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

5/1/2013

, and ending

4/30/2014

Name of foundation

T W LEON M SEIDEL CHARITABLE TR

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

A Employer identification number

22-6104262

B Telephone number (see instructions)

(888) 730-4933

G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name changeC 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 ► 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) ► \$ 689,016

J Accounting method Cash Accrual
 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)
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	12,981	12,691		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	49,214			
b	Gross sales price for all assets on line 6a	400,098			
7	Capital gain net income (from Part IV, line 2)		49,214		
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	62,195	61,905	0	

Revenue		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								
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For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
			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	29,876	20,468	20,468
	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)	573,390	609,648	668,548
	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)	603,266	630,116	689,016
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	603,266	630,116	
	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)	603,266	630,116	
	31	Total liabilities and net assets/fund balances (see instructions)	603,266	630,116	

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	603,266
2	Enter amount from Part I, line 27a	2	27,069
3	Other increases not included in line 2 (itemize) ► Mutual Fund Timing Difference	3	66
4	Add lines 1, 2, and 3	4	630,401
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	285
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	630,116

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	49,214	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	29,044	628,958	0.046178
2011	31,280	627,880	0.049818
2010	29,370	631,085	0.046539
2009	18,377	564,744	0.032540
2008	42,869	556,477	0.077036

- 2 Total of line 1, column (d) **2** **0 252111**
- 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 050422**
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** **660,205**
- 5 Multiply line 4 by line 3 **5** **33,289**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **537**
- 7 Add lines 5 and 6 **7** **33,826**
- 8 Enter qualifying distributions from Part XII, line 4 **8** **26,756**

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)

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

1c 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

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

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

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

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

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

1	1,074
2	0
3	1,074
4	
5	1,074
6a	232
6b	
6c	
6d	
7	232
8	
9	842
10	0
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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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?
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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 NJ

8b 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

1a	X	Yes	No
1b	X		
1c	X		
2	X		
3	X		
4a	X		
4b	N/A		
5	X		
6	X		
7	X		
8b	X		
9	X		
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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 ►		X
1c	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?		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.)		
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?		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?		X
4b			X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . .	<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 checked="" type="checkbox"/> Yes <input 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"/>		5b	X
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		6b	X
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? . . .		7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE	4.00	10,624	

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

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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	645,572
b	Average of monthly cash balances	1b	24,687
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	670,259
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	670,259
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,054
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	660,205
6	Minimum investment return. Enter 5% of line 5	6	33,010

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	33,010
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,074
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,074
3	Distributable amount before adjustments Subtract line 2c from line 1	3	31,936
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	31,936
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	31,936

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	26,756
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	26,756
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	26,756
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				31,936
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				1,651
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: ► \$ 26,756				1,651
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				25,105
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	6,831
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				0
	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:				0
(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	23,500
<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.

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		62,195	0
13	Total. Add line 12, columns (b), (d), and (e)				13	62,195
(See worksheet in line 13 instructions to verify calculations)						

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

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

Recipient(s) paid during the year

Name

AMERICAN CANCER SOCIETY

Street

PO BOX 720366

City OKLAHOMA CITY	State OK	Zip Code 73172-0366	Foreign Country
-----------------------	-------------	------------------------	-----------------

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,350
--	-----------------

Name

DEBORAH HOSPITAL FOUNDATION

Street

20 PINE MILL ROAD

City BROWNS MILLS	State NJ	Zip Code 08015	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,350
--	-----------------

Name

HOPE HOSE HUMANE CO NO. 1 OF BORDERTOWN, NEW JERSEY

Street

P.O. BOX 666

City BORDERTOWN	State NJ	Zip Code 08505	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,525
--	-----------------

Name

SHRINERS HOSPITAL FOR CHILDREN

Street

P.O. BOX 863770

City ORLANDO	State FL	Zip Code 32886-3770	Foreign Country
-----------------	-------------	------------------------	-----------------

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,350
--	-----------------

Name

SARAH SEIDEL SISTERHOOD

Street

P.O. BOX 245

City BORDERTOWN	State NJ	Zip Code 08505	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,350
--	-----------------

Name

SCHOLARSHIP RECIPIENTS

Street

City	State	Zip Code	Foreign Country
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Relationship

NONE

Foundation Status

NC

Purpose of grant/contribution SCHOLARSHIPS	Amount 10,575
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Security Type	EIN	CUSIP	Asset Name	FMV	Units	19,170.43	19,170.43	Fed Cost
Savings & Temp Inv	22-6104262	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,297.43	1,297.43		1,297.43	
Savings & Temp Inv	22-6104262	99999Y944	SECURED MARKET DEPOSIT ACCOUNT					
Savings & Temp Inv	22-6104262		TOTAL CASH, SAVINGS, AND TEMP INV	20,467.86				20,467.86
Invest - Other	22-6104262	04314H204	ARTISAN INTERNATIONAL FUND #661	37,094.40	1,236.48	26,284.32		
Invest - Other	22-6104262	256210105	DODGE & COX INCOME FD COM #147	26,127.80	1,891.95	23,191.13		
Invest - Other	22-6104262	589509108	MERGER FD SH BEN INT #260	13,085.90	809.77	12,795.21		
Invest - Other	22-6104262	693390700	PIMCO TOTAL RET FD-INST #35	25,598.96	2,361.53	24,339.55		
Invest - Other	22-6104262	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5,186.93	481.61	4,893.40		
Invest - Other	22-6104262	77957P105	T ROWE PRICE SHORT TERM BD FD #55	17,697.75	3,687.03	17,708.30		
Invest - Other	22-6104262	04314H600	ARTISAN MID CAP FUND-INS #1333	27,198.43	569.72	23,079.74		
Invest - Other	22-6104262	315920702	FID ADV EMER MKTS INC- CL I #607	10,068.07	727.46	9,835.28		
Invest - Other	22-6104262	51855Q555	LAUDUS MONDRIAN INTL FI-INST #2940	5,252.96	477.11	5,308.49		
Invest - Other	22-6104262	256206103	DODGE & COX INT'L STOCK FD #1048	38,561.48	861.32	25,656.90		
Invest - Other	22-6104262	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	24,425.90	1,737.26	24,492.90		
Invest - Other	22-6104262	262028855	DRIEHAUS ACTIVE INCOME FUND	16,919.82	1,572.47	16,587.66		
Invest - Other	22-6104262	339128100	JP MORGAN MID CAP VALUE-I #758	19,728.48	545.29	13,087.50		
Invest - Other	22-6104262	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	22,922.15	2,081.94	23,849.13		
Invest - Other	22-6104262	922908553	VANGUARD REIT VIPER	28,884.24	396.00	22,011.07		
Invest - Other	22-6104262	00203H59	AQR MANAGED FUTURES STR-I #15213	9,597.11	968.43	9,762.47		
Invest - Other	22-6104262	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	28,168.70	3,481.92	28,187.84		
Invest - Other	22-6104262	779588402	T ROWE PRICE INST FLOAT RATE #170	6,754.78	658.36	6,794.29		
Invest - Other	22-6104262	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	70,185.27	1,899.47	67,590.81		
Invest - Other	22-6104262	78463Y863	SPDR DJ WILSHIRE INTERNATIONAL REAL	28,572.99	669.00	25,335.75		
Invest - Other	22-6104262	74925K581	ROBECO BP LNG/SHRT RES-INS	17,141.43	1,177.30	15,905.27		
Invest - Other	22-6104262	483438305	KALMAR GR W/ VAL SM CAP-INS #4	18,177.51	866.01	15,774.93		
Invest - Other	22-6104262	22544R305	CREDIT SUISSE COMM RET ST-I #2156	33,436.10	4,253.96	34,672.59		
Invest - Other	22-6104262	487300808	KEELEY SMALL CAP VAL FD CL I #2251	19,217.08	513.55	14,248.11		
Invest - Corp Stock	22-6104262	001055102	AFLAC INC	2,257.92	36.00	2,344.29		
Invest - Corp Stock	22-6104262	008252108	AFFILIATED MANAGERS GROUP, INC COM	2,576.60	13.00	2,515.92		
Invest - Corp Stock	22-6104262	037411105	APACHE CORP	2,170.00	25.00	2,016.50		
Invest - Corp Stock	22-6104262	037833100	APPLE INC	5,310.81	9.00	4,772.74		
Invest - Corp Stock	22-6104262	07183109	BAXTER INTL INC	2,547.65	35.00	2,422.33		
Invest - Corp Stock	22-6104262	097023105	BOEING CO	2,709.42	21.00	2,737.02		
Invest - Corp Stock	22-6104262	126650100	CVS/CAREMARK CORPORATION	2,981.52	41.00	2,999.97		
Invest - Corp Stock	22-6104262	14040H105	CAPITAL ONE FINANCIAL CORP	2,364.80	32.00	2,356.16		
Invest - Corp Stock	22-6104262	17275R102	CISCO SYSTEMS INC	3,119.85	135.00	2,955.10		
Invest - Corp Stock	22-6104262	231021106	CUMMINS INC.	3,017.00	20.00	2,916.65		
Invest - Corp Stock	22-6104262	25243Q205	DIAGEO PLC - ADR	2,087.26	17.00	2,131.02		
Invest - Corp Stock	22-6104262	254687106	WALT DISNEY CO	4,046.34	51.00	4,164.50		
Invest - Corp Stock	22-6104262	268648102	E M C CORP MASS	1,599.60	62.00	1,670.89		

Invest - Corp Stock	22-6104262	375558103	GILEAD SCIENCES INC
Invest - Corp Stock	22-6104262	459200101	INTERNATIONAL BUSINESS MACHS CORP
Invest - Corp Stock	22-6104262	478366107	JOHNSON CONTROLS INC
Invest - Corp Stock	22-6104262	594918104	MICROSOFT CORP
Invest - Corp Stock	22-6104262	637071101	NATIONAL OILWELL INC COM
Invest - Corp Stock	22-6104262	641069406	NESTLE S.A. REGISTERED SHARES - ADR
Invest - Corp Stock	22-6104262	68389X105	ORACLE CORPORATION
Invest - Corp Stock	22-6104262	806857108	SCHLUMBERGER LTD
Invest - Corp Stock	22-6104262	872540109	TJX COS INC NEW
Invest - Corp Stock	22-6104262	883556102	THERMO FISHER SCIENTIFIC INC
Invest - Corp Stock	22-6104262	89151E109	TOTAL S.A. - ADR
Invest - Corp Stock	22-6104262	907818108	UNION PACIFIC CORP
Invest - Corp Stock	22-6104262	58155Q103	MCKESSON CORP
Invest - Corp Stock	22-6104262	38259P706	GOOGLE INC-CL C
Invest - Corp Stock	22-6104262	38141G104	GOLDMAN SACHS GROUP INC
Invest - Corp Stock	22-6104262	404280406	HSBC - ADR
Invest - Corp Stock	22-6104262	911312106	UNITED PARCEL SERVICE-CL B
Invest - Corp Stock	22-6104262	87612E106	TARGET CORP
Invest - Corp Stock	22-6104262	91324P102	UNITEDHEALTH GROUP INC
Invest - Corp Stock	22-6104262	189754104	COACH INC
Invest - Corp Stock	22-6104262	088606108	BHP BILLITON LIMITED - ADR
Invest - Corp Stock	22-6104262	46625H100	JPMORGAN CHASE & CO
Invest - Corp Stock	22-6104262	902973304	US BANCORP DEL NEW
Invest - Corp Stock	22-6104262	03524A108	ANHEUSER-BUSCH INBEV SPN ADR
Invest - Corp Stock	22-6104262	166764100	CHEVRON CORP
Invest - Corp Stock	22-6104262	88579Y101	3M CO
Invest - Corp Stock	22-6104262	084670702	BERKSHIRE HATHAWAY INC.
Invest - Corp Stock	22-6104262	20030N101	COMCAST CORP CLASS A
Invest - Corp Stock	22-6104262	38259P508	GOOGLE INC
Invest - Corp Stock	22-6104262	150870103	CELANESE CORP
Invest - Corp Stock	22-6104262	611740101	MONSTER BEVERAGE CORP
Invest - Corp Stock	22-6104262	G29183103	EATON CORP PLC
Invest - Corp Stock	22-6104262	12577Q105	CME GROUP INC
			TOTAL OTHER INVESTMENTS

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

Check "X" to include in Part IV Description	Amount	Long Term CG Distributions		Short Term CG Distributions		Capital Gains/Losses Other sales		Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
		8,185				0		400,098		350,894		0		
		Purchaser	CUSIP #	Purchaser	CUSIP #	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments
1 X PIMCO FOREIGN BD FD USD	693390892					10/20/2011		10/9/2013	346	348				-2
2 X PIMCO FOREIGN BD FD USD	693390892					7/11/2003		10/9/2013	1,230	1,232				-2
3 X PIMCO FOREIGN BD FD USD	693390892					21/3/2007		10/9/2013	7,644	7,319				325
4 X ROBECO BP LONG/SHRT RES	74925K581					10/9/2013		12/1/2014	4,012	3,756				256
5 X RIDGEWORTH SEIX HY BD-1#	766281645					7/11/2013		12/1/2014	5,105	5,203				-98
6 X RIDGEWORTH SEIX HY BD-1#	766281645					8/26/2011		12/1/2014	9,833	9,344				489
7 X RIDGEWORTH SEIX HY BD-1#	766281645					8/26/2011		3/2/2014	13,308	12,534				775
8 X RIDGEWORTH SEIX HY BD-1#	766281645					3/2/2014		3/2/2014	3,842	3,602				240
9 X T ROWE PRICE SHORT TERM	77957P105					21/1/2013		10/9/2013	13,666	13,809				-143
10 X T ROWE PRICE SHORT TERM	77957P105					2/14/2012		10/9/2013	316	319				-3
11 X VANGUARD FTSE EMERGING	922042858					12/28/2010		9/1/2013	728	798				71
12 X VANGUARD FTSE EMERGING	922042858					12/28/2010		12/1/2014	12,023	14,373				-2,350
13 X VANGUARD FTSE EMERGING	922042858					8/24/2011		12/1/2014	2,790	2,955				-165
14 X VANGUARD FTSE EMERGING	922042858					1/21/2011		1/21/2014	1,414	1,480				-66
15 X VANGUARD FTSE EMERGING	922042858					8/8/2012		1/21/2014	864	907				-43
16 X VANGUARD FTSE EMERGING	922042858					2/7/2013		1/21/2014	5,186	5,805				-619
17 X VANGUARD FTSE EMERGING	922042858					7/10/2013		1/21/2014	2,515	2,446				69
18 X VANGUARD FTSE EMERGING	922042858					10/9/2013		1/21/2014	6,443	6,742				-298
19 X VANGUARD FTSE EMERGING	922042858					11/17/2011		1/21/2014	668	770				-102
20 X AQR MANAGED FUTURES ST	0020301859					7/19/2013		9/19/2013	6,408	6,440				32
21 X ARTISAN INTERNATIONAL FU	04314H204					8/26/2011		7/10/2013	2,970	2,292				678
22 X ARTISAN INTERNATIONAL FU	04314H204					10/9/2013		1/2/2014	999	925				74
23 X CREDIT SUISSE COMM RET S	22544R305					8/26/2011		9/19/2013	6,251	7,860				-1,609
24 X DIAMOND HILL LONG-SHORT	25264S833					10/20/2011		7/10/2013	4,293	3,356				935
25 X DIAMOND HILL LONG-SHORT	25264S833					10/20/2011		3/2/2014	10,721	7,822				2,899
26 X ISHARES CORE S & P 500 EFT	4642817200					8/10/2012		3/3/2014	3,132	2,494				638
27 X DODGE & COX INTL STOCK F	258206103					2/13/2007		7/10/2013	2,637	3,199				-562
28 X DODGE & COX INTL STOCK F	258206103					1/15/2008		7/10/2013	79	92				-13
29 X ISHARES CORE S & P 500 EFT	4642817200					10/9/2013		1/2/2014	1,110	1,000				110
30 X ISHARES CORE S & P 500 EFT	4642817200					8/21/2011		3/2/2014	5,020	3,168				1,852
31 X ISHARES CORE S & P 500 EFT	4642817200					8/8/2012		3/3/2014	7,995	6,047				1,948
32 X ISHARES CORE S & P 500 EFT	4642817200					10/9/2013		3/3/2014	2,863	2,334				529
33 X LAUDUS MONDRIAN INTL F-H-I	5185561655					10/20/2011		10/9/2013	10,097	11,424				-327
34 X MFS VALUE FUND-CLASS #9	552983694					5/10/2012		7/10/2013	1,349	1,083				266
35 X MFS VALUE FUND-CLASS #9	552983694					2/11/2013		7/10/2013	5,132	4,632				500
36 X MFS VALUE FUND-CLASS #9	552983694					5/25/2011		7/10/2013	3,787	3,024				763
37 X MFS VALUE FUND-CLASS #9	552983694					10/9/2013		12/1/2014	1,592	1,455				137
38 X MFS VALUE FUND-CLASS #9	552983694					5/25/2011		3/2/2014	683	499				184
39 X MFS VALUE FUND-CLASS #9	552983694					8/28/2011		3/3/2014	19,679	12,640				7,039
40 X MFS VALUE FUND-CLASS #9	552983694					2/14/2012		3/3/2014	11,514	8,376				3,138
41 X MFS VALUE FUND-CLASS #9	552983694					10/9/2013		3/3/2014	2,801	2,382				219
42 X MERGER FD SH BEN INT #260	589509108					7/12/2013		10/9/2013	6,347	6,288				59
43 X MERGER FD SH BEN INT #260	589509108					10/20/2011		10/9/2013	1,65	182				3
44 X ASG GLOBAL ALTERNATIVES	638721885					7/12/2013		1/2/2014	2,526	2,542				-16
45 X PIMCO TOTAL RET FD-INST #4	693390700					8/10/2012		7/10/2013	6,266	6,719				-453
46 X PIMCO TOTAL RET FD-INST #4	693390700					5/10/2012		7/10/2013	1,789	1,887				-98
47 X PIMCO TOTAL RET FD-INST #4	693390700					5/10/2012		10/9/2013	2,314	2,406				-92
48 X PIMCO TOTAL RET FD-INST #4	693390700					12/1/2008		10/9/2013	13,367	12,642				625
49 X PIMCO FOREIGN BD F USD	693390892					10/9/2013		10/9/2013	441	424				17
50 X DREYFUS EMG MKT DEBT LO	261980494					8/26/2011		10/10/2013	132	141				-9
51 X DREYFUS EMG MKT DEBT LO	261980494					8/10/2012		10/10/2013	8,781	9,053				3
52 X DREYFUS EMG MKT DEBT LO	261980494					2/1/2012		10/10/2013	297	300				272
53 X DRIEHAUS ACTIVE INCOME F	260208855					2/11/2012		2/11/2013	3,323	3,332				-3
54 X DRIEHAUS ACTIVE INCOME F	260208855					7/11/2013		10/9/2013	2,792	2,797				5
55 X HARBOR CAPITAL APRCTN	411511504					2/11/2013		12/9/15	11,929	9,986				18
56 X HARBOR CAPITAL APRCTN	411511504					3/3/2014		1/2/2014	2,840	2,822				363
57 X EATON VANCE GLOBAL MACH	277923728					7/12/2013		10/9/2013	25,593	16,826				8,767
58 X GATEWAY FUND - Y #1986	367829884					8/10/2012		7/10/2013	6,289	6,404				0
59 X GATEWAY FUND - Y #1986	367829884					2/1/2013		7/10/2013	15,798	15,441				-115
60 X HARBOR CAPITAL APRCTN	411511504					2/11/2013		7/10/2013	7,061	6,978				0
61 X HARBOR CAPITAL APRCTN	411511504					7/11/2013		12/9/15	11,929	9,986				0
62 X HARBOR CAPITAL APRCTN	411511504					3/3/2014		1/2/2014	2,840	2,822				363
63 X HARBOR CAPITAL APRCTN	411511504					5/25/2011		3/3/2014	25,593	16,826				8,767
64 X HARBOR CAPITAL APRCTN	411511504					8/26/2011		2/1/2013	27,102	16,431				10,671
65 X ISHARES CORE S & P 500 EFT	464287200					2/11/2013		8/28	622	622				206
66 X ISHARES CORE S & P 500 EFT	464287200					10/20/2011		7/10/2013	166	122				44
67 X DODGE & COX INTL STOCK F	256206103					8/24/2011		7/10/2013	12,935	9,152				3,783
68 X DODGE & COX INCOME FD CCI	256206103					2/11/2013		7/10/2013	8,824	9,113				-289

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

Amount		Long Term CG Distributions		Short Term CG Distributions		Capital Gains/Losses		Other sales		Totals		Cost, Other Basis and Expenses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
8,185										400,098		350,864		0		350,864		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser			Check "X" if Purchaser is a Business		Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improvements		Depreciation	Adjustments	Net Gain or Loss
693 X	DODGE & COX INCOME FD CO	256210105						10/15/2007		10/9/2013	1,009	937					0	72	
70 X	DODGE & COX INCOME FD CO	256210105						2/11/2013		10/9/2013	11,330						0	-302	
71 X	DODGE & COX INCOME FD CO	256210105						7/15/2007		10/9/2013	3,232						0	-973	
72 X	DREYFUS EMG MKT DEBT FD CO	261980494						2/4/2011		10/7/2013	1,021	1,039					0	-18	

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

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

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

		402	234	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	234	234		
2	ESTIMATED EXCISE PAYMENTS	168			

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	66
2 Total	2	66

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

1 Cost Basis Adjustment	1	48
2 PY Return of Capital Adjustment	2	237
3 Total	3	285

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

	Date	Amount
1 Credit from prior year return	1	64
2 First quarter estimated tax payment	2	168
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	232

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

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	1,651
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,651