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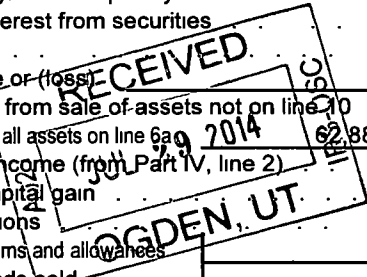


ENVELOPE DATE JUL 25 2014  
 POSTMARK DATE

For calendar year 2013 or tax year beginning **5/1/2013**, and ending **4/30/2014**

Name of foundation <b>FRONHEISER W G TW</b>			A Employer identification number <b>23-6265130</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>166,219</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	3,334	3,262		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,984			
	b Gross sales price for all assets on line 6a	62,883			
	7 Capital gain net income (from Part IV, line 2)		3,984		
	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	7,318	7,246	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,856	2,142		714
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	63	47		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	277			277
	24 Total operating and administrative expenses. Add lines 13 through 23	3,796	2,189	0	1,591
	25 Contributions, gifts, grants paid	5,500			5,500
26 Total expenses and disbursements. Add lines 24 and 25	9,296	2,189	0	7,091	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,978				
b Net investment income (if negative, enter -0-)		5,057			
c Adjusted net income (if negative, enter -0-)			0		



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<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	5,766	7,228	7,228
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	141,210	137,711	158,991	
<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
<b>15</b> Other assets (describe ▶ . . . . . )				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	146,976	144,939	166,219	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . . )			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	146,976	144,939	
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	146,976	144,939		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	146,976	144,939		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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) . . . . .		<b>1</b>	146,976
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	-1,978
<b>3</b> Other increases not included in line 2 (itemize) ▶ <b>ROUNDING</b> . . . . .		<b>3</b>	3
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	145,001
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>See Attached Statement</b> . . . . .		<b>5</b>	62
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .		<b>6</b>	144,939

**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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e 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	3,984
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	8,264	158,394	0.052174
2011	8,208	158,199	0.051884
2010	8,129	159,628	0.050925
2009	7,958	146,615	0.054278
2008	8,996	149,929	0.060002
2 Total of line 1, column (d)			2 0.269263
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 0.053853
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 177,196
5 Multiply line 4 by line 3			5 9,543
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51
7 Add lines 5 and 6			7 9,594
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 7,091

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

Table with 11 rows and 3 columns. Rows include: 1a Exempt operating foundations... 1 Date of ruling... 2 Domestic foundations... 3 All other domestic foundations... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments: 6a 2013 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax / Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL for this year? 2 Enter the amount (if any) of tax on political expenditures... 3 Enter the reimbursement (if any) paid by the foundation... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS... 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? 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of WELLS FARGO BANK N.A Telephone no. 888-730-4933
Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

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

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

<b>5b</b>	N/A	
<b>6b</b>		X
<b>7b</b>	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	TRUSTEE 4.00	2,856		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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		
<b>Total. Add lines 1 through 3</b>		▶ 0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	173,276
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	6,618
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	179,894
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	179,894
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	2,698
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	177,196
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	8,860

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	8,860
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	101
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	101
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	8,759
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	8,759
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	8,759

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	7,091
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	7,091
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	7,091

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				8,759
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			5,696	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>7,091</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			5,696	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				1,395
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				7,364
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

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

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

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

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

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

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

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**c** Any submission deadlines:

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

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**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>			▶ <b>3a</b>	5,500
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0





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

Recipient(s) paid during the year

Name

SEBASTIAN RIDING ASSOCIATES, INC

Street

3589 WATER STREET RD

City

COLLEGEVILLE

State

PA

Zip Code

19426

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

Name

ROYERSFORD OUTREACH INC

Street

350 MAIN ST

City

ROYERSFORD

State

PA

Zip Code

19468

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	23-6265130	04314H204	ARTISAN INTERNATIONAL FUND #661	7461.42	5140.71
Invest - Other	23-6265130	256210105	DODGE & COX INCOME FD COM #147	11845.80	11021.17
Invest - Other	23-6265130	411511504	HARBOR CAPITAL APRCTION-INST #2012	10943.11	7490.15
Invest - Other	23-6265130	589509108	MERGER FD SH BEN INT #260	4816.07	4757.62
Invest - Other	23-6265130	693390700	PIMCO TOTAL RET FD-INST #35	11821.04	11294.44
Invest - Other	23-6265130	693390882	PIMCO FOREIGN BD FD USD H-INST #103	3726.45	3521.34
Invest - Other	23-6265130	77957P105	T ROWE PRICE SHORT TERM BD FD #55	7548.69	7564.25
Savings & Temp Inv	23-6265130	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4848.94	4848.94
Savings & Temp Inv	23-6265130	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2378.90	2378.90
Invest - Other	23-6265130	04314H600	ARTISAN MID CAP FUND-INS #1333	5233.02	4348.11
Invest - Other	23-6265130	315920702	FID ADV EMER MKTS INC- CL I #607	2505.90	2458.82
Invest - Other	23-6265130	464287200	ISHARES CORE S & P 500 ETF	3032.64	2063.64
Invest - Other	23-6265130	261980668	DREYFUS INTERNATL BOND FD CL I #6094	3689.28	3678.48
Invest - Other	23-6265130	277923728	EATON VANCE GLOBAL MACRO - I #0088	2405.15	2470.42
Invest - Other	23-6265130	256206103	DODGE & COX INT'L STOCK FD #1048	7415.52	3941.89
Invest - Other	23-6265130	552983694	MFS VALUE FUND-CLASS I #893	7385.53	5014.71
Invest - Other	23-6265130	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	5738.70	5779.93
Invest - Other	23-6265130	262028855	DRIEHAUS ACTIVE INCOME FUND	6481.82	6387.91
Invest - Other	23-6265130	339128100	JP MORGAN MID CAP VALUE-I #758	5456.34	3925.56
Invest - Other	23-6265130	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	2788.00	2784.60
Invest - Other	23-6265130	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	4127.75	4302.49
Invest - Other	23-6265130	922908553	VANGUARD REIT VIPER	5835.20	4484.95
Invest - Other	23-6265130	922042858	VANGUARD FTSE EMERGING MARKETS ETF	2742.98	2841.95
Invest - Other	23-6265130	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	2938.67	2905.98
Invest - Other	23-6265130	779588402	T ROWE PRICE INST FLOAT RATE #170	2452.96	2459.99
Invest - Other	23-6265130	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	7986.56	7545.50
Invest - Other	23-6265130	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	5893.98	4914.80
Invest - Other	23-6265130	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	3306.18	2477.22
Invest - Other	23-6265130	483438305	KALMAR GR W/ VAL SM CAP-INS #4	2868.03	2360.21
Invest - Other	23-6265130	22544R305	CREDIT SUISSE COMM RET ST-I #2156	7379.86	7602.17
Invest - Other	23-6265130	487300808	KEELEY SMALL CAP VAL FD CL I #2251	3163.97	2172.19
<b>Cash and Other Equivalents</b>				<b>7,227.84</b>	<b>7,227.84</b>
<b>Other Investment</b>				<b>158,990.62</b>	<b>137,711.20</b>
<b>Total</b>				<b>166,218.46</b>	<b>144,939.04</b>

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	Gross Sales Other Basis	Valuation Method	Totals		Net Gain or Loss
											Capital Gains/Losses Other sales	Gross Sales	
	Long Term CG Distributions	1,829									62,883	58,899	3,984
	Short Term CG Distributions										0	0	0
1	X AOR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	1,535	1,590				-55
2	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		7/10/2013	636	491				145
3	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		1/13/2014	898	614				284
4	X ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		10/9/2013	496	516				20
5	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	23	18				5
6	X ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	941	787				154
7	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		4/22/2014	56	45				11
8	X CREDIT SUISSE COMM RET S	22544R305			8/26/2011		10/9/2013	1,457	1,867				-410
9	X CREDIT SUISSE COMM RET S	22544R305			8/26/2011		2/3/2014	195	253			59	1
10	X CREDIT SUISSE COMM RET S	22544R305			8/26/2011		7/10/2013	470	563				-93
11	X DIAMOND HILL LONG-SHORT	25264S833			12/27/2011		7/10/2013	1,026	836				190
12	X DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		1/13/2014	179	143				36
13	X DODGE & COX INTL STOCK F	256206103			8/10/2012		7/10/2013	205	256				-51
14	X DODGE & COX INTL STOCK F	256206103			3/14/2008		7/10/2013	502	541				-39
15	X DRIEFUS EMG MKT DEBT LO	261980494			2/11/2013		4/22/2014	238	248				-10
16	X DRIEFUS EMG MKT DEBT LO	261980494			2/11/2013		1/13/2014	853	849				4
17	X DRIEFUS ACTIVE INCOME F	262028855			2/11/2013		1/13/2014	906	901				5
18	X JPMORGAN MID CAP VALUE	339128100			2/2/2011		7/10/2013	233	168				65
19	X GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	3,898	3,908				90
20	X GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	1,625	1,606				19
21	X HARBOR CAPITAL APCRION	411511504			2/11/2013		7/10/2013	3,071	2,837				234
22	X HARBOR CAPITAL APCRION	411511504			5/25/2011		10/9/2013	109	88				21
23	X HARBOR CAPITAL APCRION	411511504			5/25/2011		10/9/2013	559	428				131
24	X HARBOR CAPITAL APCRION	411511504			8/24/2011		1/13/2014	1,118	779				339
25	X ISHARES CORE S & P 500 ETF	464287200			8/24/2011		7/10/2013	2,885	2,112				873
26	X ISHARES CORE S & P 500 ETF	464287200			8/9/2012		1/13/2014	183	141				42
27	X JPMORGAN HIGH YIELD FUND	4812C0803			1/15/2014		4/22/2014	2,451	2,433				18
28	X JPMORGAN HIGH YIELD FUND	4812C0803			2/5/2014		4/22/2014	1,068	1,054				14
29	X KALMAR GR W VAL SM CAP	483438305			2/11/2013		1/13/2014	449	449				0
30	X LAUDUS MONDRIAN INTL FHI	51855Q655			12/27/2011		4/22/2014	2,883	3,160				-177
31	X LAUDUS MONDRIAN INTL FHI	51855Q655			7/12/2013		4/22/2014	322	314				8
32	X LAUDUS MONDRIAN INTL FHI	51855Q655			1/15/2014		4/22/2014	274	267				7
33	X MFS VALUE FUND-CLASS I #8	52983694			5/10/2012		7/10/2013	460	368				91
34	X MFS VALUE FUND-CLASS I #8	52983694			2/11/2013		7/10/2013	816	904				88
35	X MFS VALUE FUND-CLASS I #8	52983694			5/25/2011		7/10/2013	1,059	846				213
36	X MFS VALUE FUND-CLASS I #8	52983694			5/25/2011		1/13/2014	558	411				147
37	X ASG GLOBAL ALTERNATIVES	638721885			7/12/2013		1/13/2014	632	644				-12
38	X OPPENHEIMER DEVELOPING	683974505			5/10/2012		7/10/2013	1,395	1,327				68
39	X OPPENHEIMER DEVELOPING	683974505			1/15/2014		4/22/2014	450	442				8
40	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/10/2013	816	875				-59
41	X DODGE & COX INTL STOCK F	256206103			3/14/2008		10/9/2013	481	481				0
42	X DODGE & COX INTL STOCK F	256206103			3/14/2008		1/13/2014	165	155				10
43	X DODGE & COX INTL STOCK F	256206103			5/10/2012		1/13/2014	349	250				99
44	X DODGE & COX INTL STOCK F	256206103			2/5/2014		4/22/2014	227	206				21
45	X DODGE & COX INTL STOCK F	256206103			5/10/2012		4/22/2014	175	120				55
46	X DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	2,149	2,219				-70
47	X DODGE & COX INCOME FD C	256210105			2/11/2013		1/13/2014	709	721				-12
48	X DODGE & COX INCOME FD C	256210105			2/11/2013		2/3/2014	261	261				-3
49	X DRIEFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	2,327	2,399				-72
50	X DRIEFUS EMG MKT DEBT LO	261980494			2/2/2011		7/10/2013	92	94				-2
51	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		7/10/2013	1,137	1,189				-52
52	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		1/13/2014	539	562				-23
53	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		2/3/2014	250	259				-9
54	X RIDGEWORTH SEIX HY BD-I #	766281645			7/12/2013		1/13/2014	1,253	1,281				-28
55	X RIDGEWORTH SEIX HY BD-I #	766281645			10/11/2013		1/13/2014	216	220				-4
56	X RIDGEWORTH SEIX HY BD-I #	766281645			8/26/2011		1/13/2014	2,522	2,404				118
57	X RIDGEWORTH SEIX HY BD-I #	766281645			2/3/2014		2/3/2014	4,041	3,871				170
58	X T ROWE PRICE SHORT TERM	77857P105			2/11/2013		4/22/2014	1,552	1,568				-16
59	X VANGUARD FTSE EMERGING	922042858			2/2/2011		10/9/2013	1,106	1,285				-179
60	X VANGUARD FTSE EMERGING	922042858			2/2/2011		1/13/2014	1,298	1,451				-153
61	X VANGUARD FTSE EMERGING	922042858			2/2/2011		1/13/2014	1,259	1,523				-264
62	X VANGUARD REIT VIPER	922908553			10/9/2013		2/3/2014	265	263				2
63	X VANGUARD REIT VIPER	922908553			11/19/2012		4/22/2014	144	125				19
64	X VANGUARD REIT VIPER	922908553			10/9/2013		4/22/2014	72	66				6

**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**

		63	47	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	47	47		
2	ESTIMATED EXCISE TAXES PAID	16			

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

		277	0	0	277
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	GRANT ADMINISTRATION FEES	277			277

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

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

<b>1</b>	<b>ROUNDING</b>	<b>1</b>	<b>3</b>
<b>2</b>	<b>Total</b>	<b>2</b>	<b>3</b>

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

<b>1</b>	<b>MUTUAL FUND TIMING DIFFERENCE</b>	<b>1</b>	<b>5</b>
<b>2</b>	<b>PY RETURN OF CAPITAL ADJUSTMENT</b>	<b>2</b>	<b>57</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>62</b>

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

	Date	Amount
1 Credit from prior year return . . . . .		26
2 First quarter estimated tax payment . . . . .		
3 Second quarter estimated tax payment . . . . .	9/9/2013	16
4 Third quarter estimated tax payment . . . . .		
5 Fourth quarter estimated tax payment . . . . .		
6 Other payments . . . . .		
7 Total . . . . .		42

**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	2,856		0
1											

**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	5,696
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,696