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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation <b>BUEHLER MEMORIAL TRUST</b>			A Employer identification number <b>23-6442917</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	
City or town <b>Winston Salem</b>			State <b>NC</b>	
Foreign country name			Foreign postal code <b>27101-3818</b>	
B Telephone number (see instructions) <b>(888) 730-4933</b>				
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change			C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,949,218</b>			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
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	57,585	56,317		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	195,980			
	b Gross sales price for all assets on line 6a	1,709,884			
	7 Capital gain net income (from Part IV, line 2)		195,980		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	253,565	252,297	0	
	13 Compensation of officers, directors, trustees, etc.	36,608	27,456		9,152
	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)	1,026	1,026		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	38,234	28,482	0	9,752
	25 Contributions, gifts, grants paid	120,000			120,000
	26 Total expenses and disbursements. Add lines 24 and 25	158,234	28,482	0	129,752
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	95,331			
	b Net investment income (if negative, enter -0-)		223,815		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	60,887	25,693	25,693
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule) . . . . .			
	b Investments—corporate stock (attach schedule) . . . . .			
	c Investments—corporate bonds (attach schedule) . . . . .			
Liabilities	11 Investments—land, buildings, and equipment basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	2,466,532	2,602,399	2,923,525
	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) . . . . .	2,527,419	2,628,092	2,949,218
	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 . . . . .	2,527,419	2,628,092	
	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) . . . . .	2,527,419	2,628,092	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	2,527,419	2,628,092	

## 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	2,527,419
2 Enter amount from Part I, line 27a . . . . .	2	95,331
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	3	6,596
4 Add lines 1, 2, and 3 . . . . .	4	2,629,346
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	5	1,254
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,628,092

**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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

  

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	195,980
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.

(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	125,263	2,743,946	0.045651
2011	130,587	2,724,933	0.047923
2010	133,971	2,753,533	0.048654
2009	125,575	2,492,515	0.050381
2008	110,432	2,489,588	0.044358

  

2	Total of line 1, column (d)	2	0.236967
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	0.047393
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,893,564
5	Multiply line 4 by line 3	5	137,135
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,238
7	Add lines 5 and 6	7	139,373
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	129,752

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	4,476	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	4,476	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	4,476	
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,311	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,311	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	3,165	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

<b>1a</b>	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?	<b>Yes</b>	<b>No</b>
<b>1a</b>			X
<b>b</b>	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1b</b>			X
<b>c</b>	Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>1c</b>			X
<b>d</b>	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ (2) On foundation managers ▶ \$		
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$		
<b>2</b>	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>2</b>			X
<b>3</b>	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>3</b>			X
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4a</b>			X
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>4b</b>		N/A	
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>5</b>			X
<b>6</b>	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>6</b>		X	
<b>7</b>	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>7</b>		X	
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
<b>b</b>	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>8b</b>		X	
<b>9</b>	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>9</b>			X
<b>10</b>	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
<b>10</b>			X

**Part VII-A Statements Regarding Activities (continued)**

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

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to:
- (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)
- 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

5b	N/A		
6b		X	
7b	N/A		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	36,608		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total number of other employees paid over \$50,000** 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0



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

<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>	2,823,542
<b>b</b>	Average of monthly cash balances	<b>1b</b>	114,086
<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>	2,937,628
<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>	2,937,628
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	44,064
<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>	2,893,564
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	144,678

**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>	144,678
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	4,476
<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>	4,476
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	140,202
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	140,202
<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>	140,202

**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>	129,752
<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>	129,752
<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>	129,752

**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 . . . . .				140,202
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			18,892	
<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: ► \$ 129,752 . . . . .				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			18,892	
<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 . . . . .				110,860
<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 . . . . .				29,342
<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 . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
<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.

**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)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>				<b>3a</b> 120,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>				<b>3b</b> 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 . . . .			14	57,585	
5	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	195,980	
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		253,565	0
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	253,565

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

**1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?**

- (1) Cash**

## (2) Other assets

- (1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

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

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- (a) Name of organization

**(b) Type of organization**

**(c) Description of relationship**

**Sign  
Here**

 *John A. Salento* SVP Wells Fargo Bank N.A.

Signature of officer or trustee

7/14/2014

Date \_\_\_\_\_

▶ SVP Wells Fargo Bank N.A.

Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JOSEPH J. CASTRIANO

Preparer's signature

*John Doe*

Date

7/14/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Firm's EIN ► 13-4008324

Phone no	412-355-6000
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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

WARREN COUNTY HISTORICAL AND GENEALOGICAL SOCIETY

**Street**

313 MANSFIELD STREET

**City**

BELVIDERE

**State**

NJ

**Zip Code**

07823

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

374

**Name**

SACRED HEART HOSPITAL

**Street**

421 CHEW STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18102

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,400

**Name**

THE SALAVATION ARMY

**Street**

144 NORTH 8TH STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

VIA OF LEHIGH VALLEY INC

**Street**

336 WEST SPRUCE STREET

**City**

BETHLEHEM

**State**

PA

**Zip Code**

18018

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

HOLY FAMILY MANOR

**Street**

1200 SPRING STREET

**City**

BETHLEHEM

**State**

PA

**Zip Code**

18018

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

4,485

**Name**

HUGH MOOR HISTORICAL PARK

**Street**

30 CENTRE SQUARE

**City**

EASTON

**State**

PA

**Zip Code**

18032-7743

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

27,463

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

Recipient(s) paid during the year

**Name**

TURNING POINT OF THE LEHIGH VALLEY INC

**Street**

PO BOX 1705

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

ALLENTOWN AREA ECUMENICAL FOOD BANK

**Street**

534 WEST CHEW STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18102-3338

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

HISTORICAL BETHLEHEM PARTNERSHIP

**Street**

459 OLD YORK ROAD

**City**

BETHLEHEM

**State**

PA

**Zip Code**

18018

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

747

**Name**

ORWIGSBURG HISTORICAL SOCIETY

**Street**

109 EAST MIFFLIN STREET

**City**

ORWIGSBURG

**State**

PA

**Zip Code**

17961

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,459

**Name**

ALLENTOWN RESCUE MISSION

**Street**

PO BOX 748

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

LEHIGH COUNTY HISTORICAL SOCIETY

**Street**

PO BOX 1548

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18102

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

453



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

Recipient(s) paid during the year

**Name**

RAILWAYS TO YESTERDAY, INC.

**Street**

PO BOX 1601

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

9,600

**Name**

MEALS ON WHEELS OF LEHIGH COUNTY, INC.

**Street**

4234 DORNEY PARK ROAD

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18104-5727

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**Name**

THE HOYT INSTITUTE OF FINE ARTS

**Street**

ATTN: KIMBERLY B KOLLYER JOHNS

**City**

NEW CASTLE

**State**

PA

**Zip Code**

16101

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

25,019

**Name**

CENTER FOR VISION LOSS

**Street**

ATTN: FINANCE DEPARTMENT 845 WOYMING STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18103

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,000

**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**

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Corp Stock	23-6442917	001055102	AFLAC INC	160.00	10,035.20	9,993.58
Invest - Corp Stock	23-6442917	008252108	AFFILIATED MANAGERS GROUP, INC COM	60.00	11,892.00	11,211.50
Invest - Corp Stock	23-6442917	037411105	APACHE CORP	110.00	9,548.00	8,906.37
Invest - Corp Stock	23-6442917	037833100	APPLE INC	40.00	23,603.60	21,221.80
Invest - Corp Stock	23-6442917	071813109	BAXTER INTL INC	160.00	11,646.40	10,934.43
Invest - Corp Stock	23-6442917	097023105	BOEING CO	90.00	11,611.80	11,436.16
Invest - Corp Stock	23-6442917	126650100	CVS/CAREMARK CORPORATION	180.00	13,089.60	12,029.26
Invest - Corp Stock	23-6442917	17275R102	CISCO SYSTEMS INC	580.00	13,403.80	13,258.63
Invest - Corp Stock	23-6442917	231021106	CUMMINS INC.	80.00	12,068.00	10,618.44
Invest - Corp Stock	23-6442917	25243Q205	DIAGEO PLC - ADR	70.00	8,594.60	8,463.23
Invest - Corp Stock	23-6442917	254687106	WALT DISNEY CO	210.00	16,661.40	16,188.88
Invest - Corp Stock	23-6442917	268648102	E M C CORP MASS	270.00	6,966.00	6,677.07
Invest - Corp Stock	23-6442917	375558103	GILEAD SCIENCES INC	160.00	12,558.40	12,908.78
Invest - Corp Stock	23-6442917	459200101	INTERNATIONAL BUSINESS MACHS CORP	40.00	7,858.80	7,069.20
Invest - Corp Stock	23-6442917	478366107	JOHNSON CONTROLS INC	220.00	9,930.80	10,179.27
Invest - Corp Stock	23-6442917	594918104	MICROSOFT CORP	230.00	9,292.00	8,450.20
Invest - Corp Stock	23-6442917	637071101	NATIONAL OILWELL INC COM	130.00	10,208.90	9,744.79
Invest - Corp Stock	23-6442917	641069406	NESTLE S.A. REGISTERED SHARES - ADR	130.00	10,033.40	9,809.80
Invest - Corp Stock	23-6442917	68389X105	ORACLE CORPORATION	250.00	10,220.00	9,352.48
Invest - Corp Stock	23-6442917	806857108	SCHLUMBERGER LTD	140.00	14,217.00	12,469.73
Invest - Corp Stock	23-6442917	872540109	TIX COS INC NEW	180.00	10,472.40	10,682.98
Invest - Corp Stock	23-6442917	883556102	THERMO FISHER SCIENTIFIC INC	80.00	9,120.00	9,507.90
Invest - Corp Stock	23-6442917	89151E109	TOTAL S.A. - ADR	150.00	10,686.00	8,820.20
Invest - Corp Stock	23-6442917	907818108	UNION PACIFIC CORP	80.00	15,234.40	14,023.19
Invest - Corp Stock	23-6442917	58155Q103	MCKESSON CORP	70.00	11,843.30	12,088.93
Invest - Corp Stock	23-6442917	38259P706	GOOGLE INC-CL C	15.00	7,899.90	8,772.98
Invest - Corp Stock	23-6442917	38141G104	GOLDMAN SACHS GROUP INC	50.00	7,991.00	8,051.28
Invest - Corp Stock	23-6442917	404280406	HSBC - ADR	250.00	12,830.00	12,868.30
Invest - Corp Stock	23-6442917	911312106	UNITED PARCEL SERVICE-CL B	90.00	8,865.00	8,522.99
Invest - Corp Stock	23-6442917	87612E106	TARGET CORP	200.00	12,350.00	11,317.70
Invest - Corp Stock	23-6442917	91324P102	UNITEDHEALTH GROUP INC	200.00	15,008.00	14,003.94
Invest - Corp Stock	23-6442917	189754104	COACH INC	160.00	7,144.00	7,571.10
Invest - Corp Stock	23-6442917	088606108	BHP BILLITON LIMITED - ADR	70.00	4,937.80	4,581.25
Invest - Corp Stock	23-6442917	46625H100	JPMORGAN CHASE & CO	260.00	14,554.80	14,736.41
Invest - Corp Stock	23-6442917	902973304	US BANCORP DEL NEW	280.00	11,418.40	11,225.17
Invest - Corp Stock	23-6442917	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	110.00	11,640.20	10,717.29
Invest - Corp Stock	23-6442917	166764100	CHEVRON CORP	80.00	10,041.60	8,917.60
Invest - Corp Stock	23-6442917	88579Y101	3M CO	60.00	8,345.40	7,792.20
Invest - Corp Stock	23-6442917	084670702	BERKSHIRE HATHAWAY INC.	140.00	18,039.00	15,784.87
Invest - Corp Stock	23-6442917	20030N101	COMCAST CORP CLASS A	290.00	15,010.40	15,773.07
Invest - Corp Stock	23-6442917	38259P508	GOOGLE INC	15.00	8,023.20	8,801.10
Invest - Corp Stock	23-6442917	150870103	CELANESE CORP	140.00	8,600.20	7,228.20

Invest - Corp Stock	23-6442917	172967424	CITIGROUP INC.	9,102.90	190.00	9,567.47
Invest - Corp Stock	23-6442917	611740101	MONSTER BEVERAGE CORP	8,035.20	120.00	8,385.16
Invest - Corp Stock	23-6442917	G29183103	EATON CORP PLC	10,169.60	140.00	9,731.61
Invest - Corp Stock	23-6442917	12572Q105	CME GROUP INC	11,262.40	160.00	12,071.26
Invest - Other	23-6442917	04314H204	ARTISAN INTERNATIONAL FUND #661	163,157.28	5,438.58	116,352.71
Invest - Other	23-6442917	256210105	DODGE & COX INCOME FD COM #147	114,610.82	8,299.12	96,103.78
Invest - Other	23-6442917	589509108	MERGER FD SH BEN INT #260	57,472.06	3,553.35	55,849.92
Invest - Other	23-6442917	693390700	PIMCO TOTAL RET FD-INST #35	112,333.76	10,362.89	106,530.54
Invest - Other	23-6442917	693390882	PIMCO FOREIGN BD FD USD H-INST #103	22,804.40	2,117.40	21,936.34
Invest - Other	23-6442917	77957P105	T ROWE PRICE SHORT TERM BD FD #55	77,827.52	16,214.07	77,896.98
Invest - Other	23-6442917	04314H600	ARTISAN MID CAP FUND-INS #1333	121,436.76	2,543.71	102,635.96
Invest - Other	23-6442917	315920702	FID ADV EMER MKTS INC- CL I #607	44,144.60	3,189.64	43,123.92
Invest - Other	23-6442917	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	23,088.54	2,097.05	23,137.94
Invest - Other	23-6442917	256206103	DODGE & COX INT'L STOCK FD #1048	169,636.13	3,789.06	80,460.15
Invest - Other	23-6442917	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	107,418.93	7,640.04	108,514.11
Invest - Other	23-6442917	262028855	DRIEHAUS ACTIVE INCOME FUND	74,404.72	6,914.94	72,948.65
Invest - Other	23-6442917	339128100	JP MORGAN MID CAP VALUE-I #758	89,184.24	2,465.02	60,709.90
Invest - Other	23-6442917	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	100,797.41	9,155.08	104,854.24
Invest - Other	23-6442917	922908553	VANGUARD REIT VIPER	126,696.78	1,737.00	94,419.65
Invest - Other	23-6442917	00203H859	AQR MANAGED FUTURES STR-I #15213	42,198.98	4,258.22	43,884.39
Invest - Other	23-6442917	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	116,928.69	14,453.49	116,105.54
Invest - Other	23-6442917	779588402	T ROWE PRICE INST FLOAT RATE #170	29,694.42	2,894.19	29,868.07
Invest - Other	23-6442917	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	308,601.08	8,351.86	289,427.21
Invest - Other	23-6442917	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	125,652.82	2,942.00	109,542.46
Invest - Other	23-6442917	74925K581	ROBECO BP LNG/SHRT RES-INS	75,403.98	5,178.85	69,966.20
Invest - Other	23-6442917	483438305	KALMAR GR W/ VAL SM CAP-INS #4	79,717.35	3,797.87	69,203.16
Invest - Other	23-6442917	22544R305	CREDIT SUISSE COMM RET ST-I #2156	147,050.05	18,708.66	155,983.29
Invest - Other	23-6442917	487300808	KEELEY SMALL CAP VAL FD CL I #2251	81,248.47	2,171.26	60,477.06
Invest - Other	23-6442917			-	-	-
			TOTAL OTHER INVESTMENTS	2,923,524.59		2,602,399.92
Savings & Temp Inv	23-6442917	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	13,238.08	13,238.08	13,238.08
Savings & Temp Inv	23-6442917	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	12,454.83	12,454.83	12,454.83
			TOTAL CASH, SAVINGS, AND TEMP INV	25,692.91		25,692.91
			GRAND TOTAL	2,949,217.50		2,628,092.83

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
								Gross Sales Price	Other sales	Gross Sales	Other sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss				
1	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		7/10/2013	15,196		11,724							3,472				
2	X	ARTISAN INTERNATIONAL FU	04314H204		10/9/2013		12/12/2014	4,025		3,727							298				
3	X	CAPITAL ONE FINANCIAL COR	14040H105		2/10/2014		3/25/2014	9,793		9,246							547				
4	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		10/9/2013	25,444		32,605							-7,161				
5	X	DIAMOND HILL LONG-SHORT	25264S833		2/22/2012		7/10/2013	19,914		17,051							2,863				
6	X	DIAMOND HILL LONG-SHORT	25264S833		2/22/2012		2/6/2014	42,389		34,406							7,983				
7	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		2/6/2014	16,348		13,232							3,116				
8	X	DODGE & COX INTL STOCK F	256206103		2/22/2012		7/10/2013	12,982		11,446							1,536				
9	X	DODGE & COX INTL STOCK F	256206103		3/31/2009		7/10/2013	857		439							418				
10	X	DODGE & COX INTL STOCK F	256206103		10/9/2013		12/12/2014	4,578		4,245							333				
11	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	41,915		43,288							-1,373				
12	X	DODGE & COX INCOME FD C	256210105		2/11/2013		10/9/2013	45,544		46,792							-1,248				
13	X	DODGE & COX INCOME FD C	256210105		9/30/2008		10/9/2013	18,298		15,695							2,603				
14	X	DREYFUS EMG MKT DEBT LO	261960494		8/10/2012		10/10/2013	37,952		39,126							-1,174				
15	X	DREYFUS EMG MKT DEBT LO	261960494		2/22/2012		10/10/2013	4,311		4,371							-60				
16	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		10/9/2013	14,676		14,717							-41				
17	X	DRIEHAUS ACTIVE INCOME F	262028855		2/20/2013		10/9/2013	7,912		7,927							-15				
18	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		12/12/2014	14,515		14,421							94				
19	X	EATON VANCE GLOBAL MACH	271923728		7/12/2013		10/9/2013	27,082		27,573							-491				
20	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		7/10/2013	2,831		1,998							833				
21	X	GATEWAY FUND - Y #1986	367829884		8/10/2012		7/10/2013	69,252		67,696							1,556				
22	X	GATEWAY FUND - Y #1986	367829884		2/11/2013		7/10/2013	31,130		30,764							366				
23	X	HARBOR CAPITAL APRTION	411511504		5/10/2012		7/10/2013	12,208		10,609							1,599				
24	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		7/10/2013	48,126		44,451							3,675				
25	X	HARBOR CAPITAL APRTION	411511504		10/9/2013		12/12/2014	13,170		11,631							1,539				
26	X	HARBOR CAPITAL APRTION	411511504		8/26/2011		2/6/2014	203,676		130,444							73,232				
27	X	MERGER FD SH BEN INT #260	589509108		2/22/2012		10/9/2013	746		725							21				
28	X	ASG GLOBAL ALTERNATIVES	638727885		7/12/2013		12/12/2014	10,870		10,936							-66				
29	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	21,532		23,086							-1,554				
30	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	17,072		18,000							-928				
31	X	PIMCO TOTAL RET FD-INST #	693390700		6/30/2009		10/9/2013	6,884		6,648							236				
32	X	PIMCO TOTAL RET FD-INST #	693390700		2/4/2011		10/9/2013	12,493		12,446							47				
33	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		10/9/2013	8,181		8,506							-325				
34	X	PIMCO TOTAL RET FD-INST #	693390700		9/30/2008		10/9/2013	37,569		35,694							1,875				
35	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		10/9/2013	11,675		11,741							-66				
36	X	PIMCO FOREIGN BD FD USD	693390882		2/22/2012		10/9/2013	10,185		10,243							-58				
37	X	PIMCO FOREIGN BD FD USD	693390882		10/13/2006		10/9/2013	15,166		14,865							301				
38	X	ROBECO BP LNG/SHRT RES-I	74925K381		10/9/2013		12/12/2014	17,388		16,280							1,108				
39	X	RIDGEMORTH SEIX HY BD-I #	76628T645		7/12/2013		12/12/2014	19,884		20,267							-383				
40	X	RIDGEMORTH SEIX HY BD-I #	76628T645		10/9/2013		12/12/2014	3,954		4,014							-60				
41	X	RIDGEMORTH SEIX HY BD-I #	76628T645		8/26/2011		12/12/2014	43,003		40,866							2,137				
42	X	RIDGEMORTH SEIX HY BD-I #	76628T645		8/26/2011		2/6/2014	74,298		71,038							3,260				
43	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		10/9/2013	59,118		59,735							-617				
44	X	HARBOR CAPITAL APRTION	411511504		8/10/2012		2/6/2014	669		496							173				
45	X	HARBOR CAPITAL APRTION	411511504		2/11/2013		2/6/2014	13,896		11,031							2,865				
46	X	HARBOR CAPITAL APRTION	411511504		10/9/2013		2/6/2014	4,686		4,244							442				
47	X	MFS VALUE FUND-CLASS I #8	552983694		10/9/2013		12/12/2014	6,665		6,094							571				
48	X	ISHARES CORE S & P 500 ETF	46428T200		8/24/2011		7/10/2013	58,042		41,066							16,976				
49	X	ISHARES CORE S & P 500 ETF	46428T200		10/9/2013		12/12/2014	4,256		3,834							422				
50	X	MFS VALUE FUND-CLASS I #8	552983694		5/26/2011		2/6/2014	82,164		62,781							19,383				
51	X	ISHARES CORE S & P 500 ETF	46428T200		8/24/2011		2/6/2014	19,609		12,907							6,702				
52	X	MFS VALUE FUND-CLASS I #8	552983694		8/26/2011		2/6/2014	49,616		33,223							16,393				
53	X	ISHARES CORE S & P 500 ETF	46428T200		8/6/2012		2/6/2014	34,406		27,140							7,266				
54	X	ISHARES CORE S & P 500 ETF	46428T200		10/9/2013		2/6/2014	11,944		11,170							774				
55	X	KEELEY SMALL CAP VAL FD C	487300808		10/9/2013		12/12/2014	3,196		2,933							263				
56	X	MFS VALUE FUND-CLASS I #8	552983694		10/9/2013		2/6/2014	13,711		13,093							618				
57	X	LAUDUS MONDRIAN INTL FHI	51855Q655		2/22/2012		10/9/2013	43,281		46,393							-3,102				
58	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	22,764		20,546							2,218				
59	X	MFS VALUE FUND-CLASS I #8	552983694		5/26/2011		7/10/2013	24,640		19,735							4,905				
60	X	MERGER FD SH BEN INT #260	589509108		7/12/2013		10/9/2013	26,257		26,013							244				
61	X	VANGUARD FTSE EMERGING	922042858		12/17/2010		12/12/2014	57,205		68,602							-11,397				
62	X	VANGUARD FTSE EMERGING	922042858		8/24/2011		12/12/2014	13,005		13,774							-769				
63	X	VANGUARD FTSE EMERGING	922042858		7/12/2012		12/12/2014	7,622		7,999							-377				
64	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		12/12/2014	22,906		25,638							-2,732				
65	X	VANGUARD FTSE EMERGING	922042858		7/10/2013		12/12/2014	8,997		8,751							246				
66	X	VANGUARD FTSE EMERGING	922042858		10/9/2013		12/12/2014	30,331		31,737							-1,406				

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

		1,026	1,026	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,026	1,026		

### 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

1	Mutual Fund Timing Difference	1	318
2	Federal Excise Tax Refund	2	6,278
3	Total	3	6,596

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

1	Cost Basis Adjustment	1	210
2	PY Return of Capital Adjustment	2	1,044
3	Total	3	1,254

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

Long Term CG Distributions															Short Term CG Distributions														
Amount															35,874														
Description of Property Sold															CUSIP #														
How Acquired															Date Acquired														
Date Sold															Gross Sales Price														
Depreciation Allowed															Adjustments														
Cost or Other Basis Plus Expense of Sale															Gain or Loss														
F.M.V. as of 12/31/69															Adjusted Basis as of 12/31/69														
Excess of F.M.V. Over Adj. Basis															Gains Minus Excess of F.M.V. Over Adjusted Basis or Losses														
1 ARTISAN INTERNATIONAL FUND #661															04314H204														
2 ARTISAN INTERNATIONAL FUND #661															04314H204														
3 CAPITAL ONE FINANCIAL CORP															1040DH105														
4 CREDIT SUISSE COMM RET ST1 #2156															27544R305														
5 DIAMOND HILL LONG-SHORT FD CL I #2528S833															2528S833														
6 DIAMOND HILL LONG-SHORT FD CL I #2528S833															2528S833														
7 DIAMOND HILL LONG-SHORT FD CL I #2528S833															2528S833														
8 DODGE & COX INTL STOCK FD #1048															256206103														
9 DODGE & COX INTL STOCK FD #1048															256206103														
10 DODGE & COX INTL STOCK FD #1048															256206103														
11 DODGE & COX INCOME FD COM #147															256210105														
12 DODGE & COX INCOME FD COM #147															256210105														
13 DODGE & COX INCOME FD COM #147															256210105														
14 DREYFUS EMG MKT DEBT LOC C-I #908															261980494														
15 DREYFUS EMG MKT DEBT LOC C-I #908															261980494														
16 DRIEHAUS ACTIVE INCOME FUND															260208855														
17 DRIEHAUS ACTIVE INCOME FUND															260208855														
18 DRIEHAUS ACTIVE INCOME FUND															260208855														
19 EATON VANCE GLOBAL MACRO - I #758															277923728														
20 J.P. MORGAN MID CAP VALUE-I #758															319128100														
21 GATEWAY FUND - Y #1986															367829884														
22 GATEWAY FUND - Y #1986															367829884														
23 HARBOR CAPITAL APRTION-INST #20															411511504														
24 HARBOR CAPITAL APRTION-INST #20															411511504														
25 HARBOR CAPITAL APRTION-INST #20															411511504														
26 HARBOR CAPITAL APRTION-INST #20															411511504														
27 MERGER FD SH BEN INT #260															589509108														
28 ASG GLOBAL ALTERNATIVES-Y #993															638721885														
29 PIMCO TOTAL RET FD-INST #35															693390700														
30 PIMCO TOTAL RET FD-INST #35															693390700														
31 PIMCO TOTAL RET FD-INST #35															693390700														
32 PIMCO TOTAL RET FD-INST #35															693390700														
33 PIMCO TOTAL RET FD-INST #35															693390700														
34 PIMCO TOTAL RET FD-INST #35															693390700														
35 PIMCO FOREIGN BD FD USD H-INST #1															693390882														
36 PIMCO FOREIGN BD FD USD H-INST #1															693390882														
37 PIMCO FOREIGN BD FD USD H-INST #1															693390882														
38 ROBEKO BP LING-SHRT RES-INS															74925K561														
39 RIDGEWORTH SEIX HY BCI #5855															76628T645														
40 RIDGEWORTH SEIX HY BCI #5855															76628T645														
41 RIDGEWORTH SEIX HY BCI #5855															76628T645														
42 RIDGEWORTH SEIX HY BCI #5855															76628T645														
43 T ROME PRICE SHORT TERM BD FD #5															77957P105														
44 HARBOR CAPITAL APRTION-INST #20															411511504														
45 HARBOR CAPITAL APRTION-INST #20															411511504														
46 HARBOR CAPITAL APRTION-INST #20															411511504														
47 MFS VALUE FUND-CLASS I #893															552983694														
48 ISHARES CORE S & P 500 ETF															464287200														
49 ISHARES CORE S & P 500 ETF															464287200														
50 MFS VALUE FUND-CLASS I #893															523656594														
51 ISHARES CORE S & P 500 ETF															464287200														
52 MFS VALUE FUND-CLASS I #893															523656594														
53 ISHARES CORE S & P 500 ETF															464287200														
54 ISHARES CORE S & P 500 ETF															464287200														
55 KEELY SMALL CAP VAL FD CL I #2251															487300808														
56 MFS VALUE FUND-CLASS I #893															552983694														
57 LAUDUS MONDRIAN INTL F-INST #294051															85506555														
58 MFS VALUE FUND-CLASS I #893															552983694														
59 MFS VALUE FUND-CLASS I #893															552983694														
60 MERGER FD SH BEN INT #260															589509108														
61 VANGUARD FTSE EMERGING MARKET															922042858														
62 VANGUARD FTSE EMERGING MARKET															922042858														
63 VANGUARD FTSE EMERGING MARKET															922042858														
64 VANGUARD FTSE EMERGING MARKET															922042858														
65 VANGUARD FTSE EMERGING MARKET															922042858														



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

	Date	Amount
1 Credit from prior year return . . . . .		1 1,311
2 First quarter estimated tax payment . . . . .		2
3 Second quarter estimated tax payment . . . . .		3
4 Third quarter estimated tax payment . . . . .		4
5 Fourth quarter estimated tax payment . . . . .		5
6 Other payments . . . . .		6
7 Total . . . . .		7 1,311

Part VII, 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
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-04-1	Winston Salem	NC	27101-3818		TRUSTEE	4 00	36,608		
										36,608	0	0

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	<b>1</b>	18,892
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	18,892