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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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

5/1/2013

, and ending

4/30/2014

Name of foundation			A Employer identification number
WALTER D DUNN MEMORIAL T/W			23-6609806
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions)
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			(888) 730-4933
City or town	State	ZIP code	
Winston Salem	NC	27101-3818	
Foreign country name	Foreign province/state/county	Foreign postal code	
<b>G</b> 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			<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/>
<b>H</b> 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			<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,623,233		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
<b>Part I</b> 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))			<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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				
5a Gross rents	28,987	28,334		
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 6a	28,966			
b Gross sales price for all assets on line 6a	656,183			
7 Capital gain net income (from Part II, line 2)		28,966		
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	57,953	57,300	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	22,056	16,542		5,514
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)	495	495		
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	23,151	17,037	0	6,114
25 Contributions, gifts, grants paid	44,927			44,927
26 Total expenses and disbursements. Add lines 24 and 25	68,078	17,037	0	51,041
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10,125			
b Net investment income (if negative, enter -0-)		40,263		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	32,142	41,726	41,726
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S. and state government obligations (attach schedule) . . . . .			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	1,259,547	1,240,477	1,581,507	
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►) . . . . .				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	1,291,689	1,282,203	1,623,233	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	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 . . . . .	1,291,689	1,282,203	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,291,689	1,282,203	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,291,689	1,282,203	
<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>					
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	1,291,689	
2	Enter amount from Part I, line 27a . . . . .		2	-10,125	
3	Other increases not included in line 2 (itemize) ► See Attached Statement . . . . .		3	1,289	
4	Add lines 1, 2, and 3 . . . . .		4	1,282,853	
5	Decreases not included in line 2 (itemize) ► See Attached Statement . . . . .		5	650	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .		6	1,282,203	

**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)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			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))	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b>	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	<b>2</b>	28,966
<b>3</b>	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		<b>3</b>	0

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

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

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

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

1	Enter the appropriate amount in each column for each year; see the instructions before making any entries.		
(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	69,896	1,389,569	0.050300
2011	75,923	1,395,479	0.054406
2010	97,587	1,427,123	0.068380
2009	85,685	1,303,435	0.065738
2008	89,604	1,313,601	0.068212
<b>2</b>	Total of line 1, column (d)		2 0.307036
<b>3</b>	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 0.061407
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 1,453,302
<b>5</b>	Multiply line 4 by line 3		5 89,243
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		6 403
<b>7</b>	Add lines 5 and 6		7 89,646
<b>8</b>	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 51,041

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.  
Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

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

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

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 577

b Exempt foreign organizations—tax withheld at source 6b

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

d Backup withholding erroneously withheld 6d

7 Total credits and payments. Add lines 6a through 6d 7 577

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

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 228

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 0

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ► 11 0

1	805	
2	0	
3	805	
4		
5	805	
7	577	
8		
9	228	
10	0	
11	0	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

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

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

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

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 Yes X

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

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Yes X  
*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 Yes X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 Yes X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ  
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b Yes X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 Yes X

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

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

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

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

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

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

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

Information on Officers, Directors, Trustees, Foundation Managers and Non-Compensation (See Instructions)				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE 4 00	22,056		
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**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				
<b>Total number of other employees paid over \$50,000</b>	. . . . .	. . . . .	. . . . .	► 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
<b>NONE</b>		
<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 <b>NONE</b>	
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 <b>NONE</b>	
2	
All other program-related investments. See instructions	
3 <b>NONE</b>	
<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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,434,411
b	Average of monthly cash balances	1b	41,023
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,475,434
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,475,434
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	22,132
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,453,302
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	72,665

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	72,665
2a	Tax on investment income for 2013 from Part VI, line 5	2a	805
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	805
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,860
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	71,860
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,860

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	51,041
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,041
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	51,041

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				71,860
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				0
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	5,160			
e From 2012	995			
f Total of lines 3a through e	6,155			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 51,041				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				51,041
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,155			6,155
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				14,664
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .				
b	85% of line 2a . . .				0
c	Qualifying distributions from Part XII, line 4 for each year listed . . .				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . .				0
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . .				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .				0
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .				0
(3)	Largest amount of support from an exempt organization . . .				0
(4)	Gross investment income . . .				0

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>			► 3a	44,927
<i>b Approved for future payment</i> NONE				
<b>Total</b>			► 3b	0

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue:</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate:</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>					
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue:</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>					
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>					
		0		57,953	0	
					13	57,953

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



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

Recipient(s) paid during the year

Name

THE CHILDREN'S SEASHORE HOUSE

Street

34TH ST. &amp; CIVIC CENTER BLVD

City PHILADELPHIA	State PA	Zip Code 19014-4399	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 22,463
--	------------------

Name

ASSOCIATED SERVICES FOR THE BLIND

Street

919 WALNUT STREET

City PHILADELPHIA	State PA	Zip Code 19107	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 11,232
--	------------------

Name

TABOR SERVICES INC.

Street

601 NEW BRITAIN ROAD

City DOYLESTOWN	State PA	Zip Code 18901	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 11,232
--	------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
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Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	23-6609806	04314H204	ARTISAN INTERNATIONAL FUND #661	83912.82	60102.17
Invest - Other	23-6609806	256210105	DODGE & COX INCOME FD COM #147	60569.62	51148.69
Invest - Other	23-6609806	411511504	HARBOR CAPITAL APRITION-INST #2012	114283.77	75790.21
Invest - Other	23-6609806	589509108	MERGER FD SH BEN INT #260	29085.37	28455.59
Invest - Other	23-6609806	693390700	PIMCO TOTAL RET FD-INST #35	60469.09	56788.45
Invest - Other	23-6609806	693390882	PIMCO FOREIGN BD FD USD H-INST #103	11448.75	10613.79
Invest - Other	23-6609806	77957P105	T ROWE PRICE SHORT TERM BD FD #55	30214.68	30172.08
Savings & Temp Inv		23-6609806	99999Y944	39641.36	39641.36
Invest - Other	23-6609806	04314H600	SECURED MARKET DEPOSIT ACCOUNT	2085.13	2085.13
Invest - Other	23-6609806	315920702	SECURED MARKET DEPOSIT ACCOUNT	52712.65	44043.18
Invest - Other	23-6609806	464287200	ARTISAN MID CAP FUND-INS #1333	22362.73	21845.67
Invest - Other	23-6609806	261980668	ISHARES CORE S & P 500 ETF	35254.44	25543.9
Invest - Other	23-6609806	256206103	DREYFUS INTERNATL BOND FD CLI #6094	11341.12	11307.92
Invest - Other	23-6609806	552983694	DODGE & COX INT'L STOCK FD #1048	85169.15	54122.03
Invest - Other	23-6609806	261980494	MFS VALUE FUND-CLASS I #893	77275.81	54424.65
Invest - Other	23-6609806	262028855	DREYFUS EMG MKT DEBT LOC C-I #6083	53932.36	54297.92
Invest - Other	23-6609806	339128100	DRIEHAUS ACTIVE INCOME FUND	37353.86	36608.35
Invest - Other	23-6609806	67065Q772	JP MORGAN MID CAP VALUE-I #758	54709.91	39676.16
Invest - Other	23-6609806	638727885	NUVEEN HIGH YIELD MUNI BD-R #1668	25665.9	25634.7
Invest - Other	23-6609806	922908553	ASG GLOBAL ALTERNATIVES-Y #1993	53232.84	55262.99
Invest - Other	23-6609806	00203H859	VANGUARD REIT VIPER	61488.42	45287.57
Invest - Other	23-6609806	4812C0803	AQR MANAGED FUTURES STR-I #15213	21184.2	22021.88
Invest - Other	23-6609806	77958B402	JPMORGAN HIGH YIELD FUND SS #3580	27067.96	27028.95
Invest - Other	23-6609806	683974505	T ROWE PRICE INST FLOAT RATE #170	22626.61	22706.31
Invest - Other	23-6609806	78463X863	OPPENHEIMER DEVELOPING MKT-Y #788	151476.19	141890.05
Invest - Other	23-6609806	74925K581	SPDR DJ WILSHIRE INTERNATIONAL REAL	61972.21	52807.05
Invest - Other	23-6609806	25264S833	ROBECO BP LNG/SHRT RES-INS	37863.95	35133.37
Invest - Other	23-6609806	483438305	DIAMOND HILL LONG-SHORT FD CLI #11	31298.3	22820.27
Invest - Other	23-6609806	22544R305	KALMAR GR W/ VAL SM CAP-INS #4	40399.45	35046.39
Invest - Other	23-6609806	487300808	CREDIT SUISSE COMM RET ST-I #2156	67932.03	69604.14
Cash			KEELEY SMALL CAP VAL FD CLI #2251	40803.78	30292.9
				0	0
			<b>Cash and Other Equivalents</b>	<b>41,726.49</b>	<b>41,726.49</b>
			<b>Other Investments</b>	<b>1,581,506.64</b>	<b>1,240,477.33</b>
			<b>Total</b>	<b>1,623,233.13</b>	<b>1,282,203.82</b>

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

	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss	
											Totals	Gross Sales	656,183	627,217	
	Check "X" to include in Part IV										Other sales	0	0	0	0
1	X	ARTISAN INTERNATIONAL FUND	04311H204		8/26/2011		7/10/2013	8,195	6,322					1,873	
2	X	ARTISAN MID CAP FUND-INT'L	04311H204		10/9/2013		12/1/2014	2,754	2,550					204	
3	X	ARTISAN MID CAP FUND-INT'L	04311H600		7/12/2013		4/22/2014	3,679	3,473					206	
4	X	ARTISAN MID CAP FUND-INT'L	04311H600		21/12/2013		4/22/2014	3,788	3,176					622	
5	X	CREDIT SUISSE COMM RETT S	22544R305		10/9/2013		12/1/2014	13,481	17,250					-3,789	
6	X	CREDIT SUISSE COMM RETT S	22544R305		8/26/2011		4/22/2014	5,886	7,054					-1,158	
7	X	DIAMOND HILL LONG-SHORT F	25664S833		10/20/2011		7/10/2013	9,905	7,748					2,157	
8	X	DODGE & COX INT'L STOCK F	256206103		9/26/2008		7/10/2013	7,031	6,647					384	
9	X	DODGE & COX INT'L STOCK F	256206103		10/9/2013		12/1/2014	3,023	2,804					219	
10	X	DODGE & COX INCOME FD-CO	256210105		21/11/2013		7/10/2013	20,682	21,360					-678	
11	X	DODGE & COX INCOME FD-CO	256210105		10/9/2013		12/1/2013	23,318	23,857					-539	
12	X	DODGE & COX INCOME FD-CO	256210105		9/26/2008		10/9/2013	9,743	8,350					1,393	
13	X	DREYFUS EMG MKT DEBT LO	261980494		8/10/2012		10/10/2013	20,304	20,932					-628	
14	X	DREYFUS EMG MKT DEBT LO	261980494		12/17/2010		10/10/2013	7,031	6,647					-15	
15	X	DRIEHAUS ACTIVE INCOME F	262028835		21/11/2013		10/9/2013	1,604	1,619					0	
16	X	DRIEHAUS ACTIVE INCOME F	262028835		7/12/2013		10/9/2013	7,182	7,202					-20	
17	X	DRIEHAUS ACTIVE INCOME F	262028835		7/12/2013		10/9/2013	4,085	4,092					-7	
18	X	EATON VANCE GLOBAL MACH	277929728		7/12/2013		10/9/2013	8,273	8,273					54	
19	X	GATEWAY FUND - Y #1986	367829884		8/10/2012		7/10/2013	13,833	14,984					-251	
20	X	GATEWAY FUND - Y #1986	367829884		21/11/2013		7/10/2013	35,581	34,791					800	
21	X	HARBOR CAPITAL APRCTN	411511504		21/11/2013		7/10/2013	29,146	29,146					181	
22	X	HARBOR CAPITAL APRCTN	411511504		8/26/2011		7/10/2013	828	617					2,226	
23	X	HARBOR CAPITAL APRCTN	411511504		10/9/2013		12/1/2014	7,706	6,806					211	
24	X	ISHARES CORE S & P 500 EFT	464287200		8/24/2012		7/10/2013	29,197	20,651					900	
25	X	ISHARES CORE S & P 500 EFT	464287200		10/9/2013		12/1/2014	2,406	2,167					8536	
26	X	KEELEY SMALL CAP VAL FD	487300898		10/9/2013		12/1/2014	1,984	1,802					239	
27	X	LAUDUS MONDRIAN INT'L F-1	51855Q635		10/20/2011		7/10/2013	22,153	25,075					-162	
28	X	LAUDUS MONDRIAN INT'L F-1	51855Q635		10/20/2011		4/22/2014	3,582	4,011					-449	
29	X	LAUDUS MONDRIAN INT'L F-1	51855Q635		2/14/2012		4/22/2014	297	308					-21	
30	X	LAUDUS MONDRIAN INT'L F-1	51855Q635		7/12/2013		4/22/2014	3,432	3,350					82	
31	X	LAUDUS MONDRIAN INT'L F-1	51855Q635		12/3/2014		4/22/2014	4,228	4,147					81	
32	X	MFS VALUE FUND-CLASS 1 #3	552983694		5/10/2012		7/10/2013	3,158	2,535					623	
33	X	MFS VALUE FUND-CLASS 1 #3	552983694		2/17/2013		7/10/2013	10,587	9,565					1,032	
34	X	MFS VALUE FUND-CLASS 1 #3	552983694		5/26/2011		7/10/2013	9,871	7,906					1,965	
35	X	MFS VALUE FUND-CLASS 1 #3	552983694		10/9/2013		12/1/2014	4,046	3,699					347	
36	X	MERGER FD SH BEN INT #260	588509108		7/12/2013		10/9/2013	13,564	13,468					126	
37	X	MERGER FD SH BEN INT #260	588509108		10/20/2011		10/9/2013	432	424					8	
38	X	ASS GLOBAL ALTERNATIVES	638727885		7/12/2013		12/1/2014	5,986	6,003					-37	
39	X	OPPENHEIMER DEVELOPING	683974505		10/9/2013		4/22/2014	3,522	3,452					70	
40	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	8,558	9,766					-618	
41	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	10,445	11,013					-566	
42	X	PIMCO TOTAL RET FD-INST #	693390700		6/26/2008		10/9/2013	2,824	2,733					91	
43	X	PIMCO TOTAL RET FD-INST #	693390700		8/26/2011		10/9/2013	6,079	6,163					8	
44	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		10/9/2013	4,169	4,334					-165	
45	X	PIMCO TOTAL RET FD-INST #	693390700		10/31/2008		10/9/2013	20,664	19,356					1,298	
46	X	PIMCO FOREIGN BD FD US	693390700		2/17/2013		10/9/2013	30,407	30,724					-317	
47	X	ROBECO BPP NLGSHR FUND	749285K51		10/9/2013		12/1/2014	9,134	8,552					582	
48	X	RIDGEWORTH SEIX HY BD-#4	766281645		7/12/2013		12/1/2014	10,541	10,744					-203	
49	X	RIDGEWORTH SEIX HY BD-#4	766281645		8/26/2011		12/1/2014	22,204	21,100					1,104	
50	X	RIDGEWORTH SEIX HY BD-#4	766281645		8/26/2011		4/22/2014	29,081	27,395					-585	
51	X	RIDGEWORTH SEIX HY BD-#4	766281645		10/20/2011		4/22/2014	8,769	8,241					1,696	
52	X	T ROWE PRICE SHORT TERM	77857P105		21/1/2013		10/9/2013	11,775	11,775					0	
53	X	T ROWE PRICE SHORT TERM	77857P105		10/9/2013		12/1/2014	9,134	8,552					582	
54	X	VANGUARD FTSE EMERGING	922042858		2/14/2012		4/22/2014	8,847	8,939					-92	
55	X	VANGUARD FTSE EMERGING	922042858		10/9/2013		12/1/2014	30,086	36,091					-5,995	
56	X	VANGUARD FTSE EMERGING	922042858		8/24/2011		12/1/2014	4,361	4,619					-258	
57	X	VANGUARD FTSE EMERGING	922042858		5/9/2012		12/1/2014	3,222	3,371					-149	
58	X	VANGUARD FTSE EMERGING	922042858		8/8/2012		12/1/2014	2,318	2,433					548	
59	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		12/1/2014	11,119	12,445					-115	
60	X	VANGUARD FTSE EMERGING	922042858		7/10/2013		12/1/2014	4,911	4,777					134	
61	X	VANGUARD FTSE EMERGING	922042858		10/9/2013		12/1/2014	14,930	15,622					-692	
62	X	VANGUARD REIT VIPER	922090853		10/9/2013		4/22/2014	2,665	2,434					231	

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

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**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1 FOREIGN TAXES PAID	495	495			0

## 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	239
2	FEDERAL EXCISE TAX REFUND	2	1,050
3	Total . . . . .	3	1,289

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

1	COST BASIS ADJUSTMENT	1	107
2	PY RETURN OF CAPITAL ADJUSTMENT	2	543
3	Total . . . . .	3	650

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

Amount										10.150		0		0		0		0		0		0		
Long Term CG Distributions		Short Term CG Distributions		638,033		638,033		638,033		638,033		638,033		638,033		638,033		638,033		638,033		638,033		
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Cost of Sale	Cost or Other Basis Plus Expense of Sale	Adjustments	F M V of 12/31/13	Cost of Sale	Cost or Other Basis Plus Expense of Sale	Adjustments	F M V of 12/31/13	Cost of Sale	Cost or Other Basis Plus Expense of Sale	Adjustments	F M V of 12/31/13	Cost of Sale	Cost or Other Basis Plus Expense of Sale	Adjustments	F M V of 12/31/13	
1 ARTISAN INTERNATIONAL FUND #6861	04314H04	02/26/2011	7/10/2013	8,195	0	0	0	0	0	0	1,973	0	0	0	0	0	0	0	0	0	0	0	0	0
2 ARTISAN INTERNATIONAL FUND #6861	04314H04	10/9/2013	12/17/2014	2,754	0	2,550	204	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3 ARTISAN MID CAP FUND-INS #1333	04314H0500	7/12/2013	4/22/2014	3,679	0	3,473	206	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4 ARTISAN MID CAP FUND-INS #1333	04314H0500	2/11/2013	4/22/2014	3,758	0	3,176	622	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5 CREDIT SUISSE COMM RET ST- #2156	22544R0505	02/26/2011	10/02/2013	13,461	0	17,250	-3,789	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6 CREDIT SUISSE COMM RET ST- #2156	22544R0505	02/26/2011	4/22/2014	5,986	0	7,054	-1,158	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
7 DIAMOND HILL LONG SHORT FD CL # 23665393	10/29/2011	7/10/2013	9,805	0	7,146	2,157	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8 DODGE & COX INTL STOCK FD #1048	258,2061,03	9/26/2013	7/10/2013	6,647	0	3,94	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9 DODGE & COX INTL STOCK FD #1048	258,2061,03	10/6/2013	12/1/2014	3,023	0	2,804	219	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10 DODGE & COX INCOME FD COM #147	258,2101,05	2/11/2013	7/10/2013	20,682	0	21,360	-378	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
11 DODGE & COX INCOME FD COM #147	258,2101,05	2/11/2013	10/6/2013	23,316	0	23,857	-539	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
12 DODGE & COX INCOME FD COM #147	258,2101,05	9/26/2013	10/6/2013	9,733	0	8,350	1,393	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
13 DREIFELLS ERG MKT DEBT LOC C- #806	01012012	10/1/2012	10/1/2012	1,604	0	20,932	-424	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
14 DREIFELLS ERG MKT DEBT LOC C- #806	261,980,04,94	12/17/2013	10/1/2013	1,604	0	1,619	-15	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
15 DRIEHAUS ACTIVE INCOME FUND	202,888,55	2/11/2013	10/6/2013	7,182	0	7,202	-20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
16 DRIEHAUS ACTIVE INCOME FUND	202,888,55	7/12/2013	10/6/2013	4,055	0	4,052	-7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
17 DRIEHAUS ACTIVE INCOME FUND	202,888,55	7/12/2013	12/1/2014	8,327	0	8,273	54	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
18 EATON VANCE GLOBAL MACRO - #006	277,927,27,20	7/10/2013	10/6/2013	13,853	0	14,034	-251	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
19 GATEWAY FUND - Y #886	397,82,98,94	9/10/2012	7/10/2013	35,591	0	34,791	800	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
20 GATEWAY FUND - Y #886	397,82,98,94	2/11/2013	7/10/2013	15,327	0	15,148	181	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
21 HARBOUR CAPITAL APRTN INST #20	41151,1504	2/11/2013	7/10/2013	28,146	0	26,920	2,228	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22 HARBOUR CAPITAL APRTN INST #20	41151,1504	8/26/2013	7/10/2013	8,787	0	8,617	211	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23 HARBOUR CAPITAL APRTN INST #20	41151,1504	10/6/2013	12/1/2014	7,078	0	6,898	900	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
24 SHARES CORE S & P 500 ETF	454,287,27,00	9/24/2011	7/10/2013	29,167	0	20,651	8,538	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
25 KEELEY SMALL CAP VAL FD CL #2251	487,28,72,00	10/9/2013	12/1/2014	2,468	0	2,167	239	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
26 LAUDUS MONDRAN INTL F/LINST #224051850055	10/26/2011	7/10/2013	1,964	0	1,802	162	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
28 LAUDUS MONDRAN INTL F/LINST #224051850055	10/26/2011	4/22/2014	3,562	0	4,011	-449	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
29 LAUDUS MONDRAN INTL F/LINST #224051850055	2/11/2012	4/22/2014	207	0	308	-21	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
30 LAUDUS MONDRAN INTL F/LINST #224051850055	2/11/2012	7/10/2013	3,432	0	3,350	82	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
31 LAUDUS MONDRAN INTL F/LINST #224051850055	5/10/2014	4/22/2014	4,228	0	4,147	81	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
32 MFS VALUE FUND-CLASS 1B93	55,298,36,94	5/10/2013	7/10/2013	3,158	0	3,535	-623	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
33 MFS VALUE FUND-CLASS 1B93	55,298,36,94	2/11/2013	7/10/2013	10,527	0	9,505	1,012	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
34 MFS VALUE FUND-CLASS 1B93	55,298,36,94	5/26/2011	7/10/2013	9,871	0	7,906	1,965	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
35 MFS VALUE FUND-CLASS 1B93	55,298,36,94	12/1/2014	4/22/2014	4,047	0	3,639	347	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
36 MERGER FUND INT #280	59,595,09,08	7/12/2013	10/6/2013	13,594	0	13,488	128	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
37 MERGER FUND INT #280	59,595,09,08	10/26/2011	10/6/2013	432	0	424	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
38 AS3 GLOBAL ALTERNATIVES Y #1983	63,38,72,78,85	7/12/2013	10/6/2013	5,866	0	6,003	-37	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
39 BIMCO TOTAL RET FD-INST #35	63,33,97,07,00	9/10/2012	7/10/2013	8,526	0	9,176	-418	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
41 PINCO TOTAL RET FD-INST #35	63,33,97,07,00	5/10/2012	7/10/2013	10,445	0	11,013	-588	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
42 PINCO TOTAL RET FD-INST #35	63,33,97,07,00	8/26/2013	10/6/2013	2,824	0	2,733	91	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
43 PINCO TOTAL RET FD-INST #35	63,33,97,07,00	8/26/2011	10/6/2013	6,079	0	6,163	-94	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
44 PINCO TOTAL RET FD-INST #35	63,33,97,07,00	5/10/2012	10/6/2013	4,169	0	4,334	-165	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
45 PINCO TOTAL RET FD-INST #35	63,33,97,07,00	10/31/2010	10/6/2013	20,654	0	19,986	1,298	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
46 PINCO FOREIGN BD FD INST #1	63,33,97,08,02	9/26/2008	10/6/2013	18,793	0	17,175	1,618	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
48 RIDGEWORTH SEK Y BD- #3855	76,628,78,45	7/12/2013	10/6/2014	9,134	0	8,532	582	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
49 RIDGEWORTH SEK Y BD- #3855	76,628,78,45	8/26/2011	12/1/2014	10,541	0	10,744	-203	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
50 RIDGEWORTH SEK Y BD- #3855	9																							

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

	Date	Amount
1 Credit from prior year return	1	577
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	577

**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	22,056		
1									22,056	0	0