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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.

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

Name of foundation SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND			A Employer identification number 46-6016424	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name Foreign province/state/county Foreign postal code			C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input 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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,423,247		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
			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)	498,744			
	2 Check <input 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	27,108	26,885		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	141,609			
	b Gross sales price for all assets on line 6a	1,705,724			
	7 Capital gain net income (from Part IV, line 2)		141,609		
	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)	366	366			
12 Total. Add lines 1 through 11	667,827	168,860	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,088	9,066		3,022
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,445	360		
	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	14,533	9,426	0	3,022
25 Contributions, gifts, grants paid	45,000			45,000	
26 Total expenses and disbursements. Add lines 24 and 25	59,533	9,426	0	48,022	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	608,294				
b Net investment income (if negative, enter -0-)		159,434			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	12,818	53,350	53,350	
	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)	767,484	1,335,029	1,369,897		
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)	780,302	1,388,379	1,423,247		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	780,302	1,388,379		
	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)	780,302	1,388,379		
31	Total liabilities and net assets/fund balances (see instructions)	780,302	1,388,379			

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	780,302
2	Enter amount from Part I, line 27a	2	608,294
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,388,596
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	217
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,388,379

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	141,609
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	41,530	798,489	0.052011
2011	38,408	773,365	0.049663
2010	30,000	750,108	0.039994
2009	29,525	632,630	0.046670
2008	0	563,524	0.000000

2	Total of line 1, column (d)	2	0.188338
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	0.037668
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,337,751
5	Multiply line 4 by line 3	5	50,390
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,594
7	Add lines 5 and 6	7	51,984
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	48,022

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 <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	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	1	3,189	
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-)	2	0	
3	Add lines 1 and 2	3	3,189	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,189	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,285	
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	1,285	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,906	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 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
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 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
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?	X	
7 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SD		
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	
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

	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))? ☐ 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	12,088		

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.)

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	1,315,694
b	Average of monthly cash balances	1b	42,429
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,358,123
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	1,358,123
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,337,751
6	Minimum investment return. Enter 5% of line 5	6	66,888

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	66,888
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,189
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,189
3	Distributable amount before adjustments Subtract line 2c from line 1	3	63,699
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	63,699
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	63,699

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	48,022
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	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	48,022
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,022

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				63,699
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			292	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4. \blacktriangleright \$ 48,022				
a Applied to 2012, but not more than line 2a			292	
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				47,730
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
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			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				15,969
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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 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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			3a	45,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|----------|---|--|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | |
| | (2) Other assets | |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | |
| | (2) Purchases of assets from a noncharitable exempt organization | |
| | (3) Rental of facilities, equipment, or other assets | |
| | (4) Reimbursement arrangements | |
| | (5) Loans or loan guarantees | |
| | (6) Performance of services or membership or fundraising solicitations | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Salente SVP Wells Fargo Bank N.A.
Signature of officer or trustee

8/1/2014
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

Date _____

8/1/2014

Check ☒ if self-employed

PTIN

P01251603

Firm's name	▶ PricewaterhouseCoopers, LLP
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Firm's EIN ▶ 13-4008324

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

Phone no	412-355-6000
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Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2013

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND

Employer identification number

46-6016424

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND

Employer identification number

46-6016424

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND	Employer identification number 46-6016424
--	---

Part III **Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ► \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For	Prov	Country
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For	Prov	Country
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For	Prov	Country
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For	Prov	Country

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

Recipient(s) paid during the year

Name

SOUTH DAKOTA ELKS MAJOR PROJECTS INC

Street

1205 SKYLINE DR

City

WATERTOWN

State

SD

Zip Code

57201

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

45,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										15,095											
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss						
									Capital Gains/Losses	Other sales	1,705,724	0	1,564,115	0							
1	X	WFA CORE BD FD-I #944	94975J581		5/31/2013		11/5/2013	266			270				0	-4					
2	X	WFA CORE BD FD-I #944	94975J581		6/28/2013		11/5/2013	290			288				0	2					
3	X	WFA CORE BD FD-I #944	94975J581		7/17/2013		11/5/2013	7,561			7,525				0	36					
4	X	WFA CORE BD FD-I #944	94975J581		7/31/2013		11/5/2013	331			329				0	2					
5	X	WFA CORE BD FD-I #944	94975J581		8/31/2012		11/5/2013	424			450				4	-22					
6	X	WFA CORE BD FD-I #944	94975J581		9/19/2012		11/5/2013	8,525			9,104				0	-579					
7	X	WFA CORE BD FD-I #944	94975J581		9/30/2013		11/5/2013	360			359				0	1					
8	X	WFA CORE BD FD-I #944	94975J581		9/18/2013		11/5/2013	32,341			32,083				0	258					
9	X	WFA CORE BD FD-I #944	94975J581		11/21/2012		11/5/2013	155			166				0	-11					
10	X	WFA CORE BD FD-I #944	94975J581		10/31/2013		11/5/2013	24			24				0	0					
11	X	WFA CORE BD FD-I #944	94975J581		10/31/2013		11/5/2013	381			387				0	-6					
12	X	WFA CORE BD FD-I #944	94975J581		9/24/2012		11/5/2013	71			76				0	-5					
13	X	WFA CORE BD FD-I #944	94975J581		12/9/2012		11/5/2013	5			5				0	0					
14	X	WFA CORE BD FD-I #944	94975J581		12/31/2013		11/5/2013	1			1				0	0					
15	X	WFA ADV GROWTH FUND - I #3	949915714		5/9/2013		11/5/2013	10,367			9,059				0	1,308					
16	X	WFA ADV GROWTH FUND - I #3	949915714		5/9/2013		11/5/2013	2,085			1,519				0	566					
17	X	WFA ADV GROWTH FUND - I #3	949915714		5/9/2013		11/5/2013	7,597			6,406				0	1,191					
18	X	WFA ADV GROWTH FUND - I #3	949915714		9/28/2012		11/5/2013	31,073			24,526				0	6,547					
19	X	INVECO SMALL CAP GROWT	00141M622		9/28/2012		11/5/2013	5,984			4,781				0	1,203					
20	X	FEDERATED TOTAL RET BD-I	31428Q101		1/31/2013		11/5/2013	154			158				0	-4					
21	X	FEDERATED TOTAL RET BD-I	31428Q101		2/28/2013		11/5/2013	172			178				0	-6					
22	X	FEDERATED TOTAL RET BD-I	31428Q101		3/28/2013		11/5/2013	193			199				0	-6					
23	X	FEDERATED TOTAL RET BD-I	31428Q101		4/30/2013		11/5/2013	220			228				0	-8					
24	X	FEDERATED TOTAL RET BD-I	31428Q101		5/9/2013		11/5/2013	49,545			51,299				0	-1,754					
25	X	FEDERATED TOTAL RET BD-I	31428Q101		5/31/2013		11/5/2013	296			301				0	-5					
26	X	FEDERATED TOTAL RET BD-I	31428Q101		6/28/2013		11/5/2013	345			343				0	2					
27	X	FEDERATED TOTAL RET BD-I	31428Q101		7/17/2013		11/5/2013	359			359				0	0					
28	X	FEDERATED TOTAL RET BD-I	31428Q101		7/31/2013		11/5/2013	382			381				0	1					
29	X	FEDERATED TOTAL RET BD-I	31428Q101		8/31/2012		11/5/2013	394			413				4	-15					
30	X	DELAWARE US GROWTH FD-I	245917802		7/17/2013		11/5/2013	39,130			36,229				0	2,901					
31	X	DODGE & COX INT'L STOCK F	256206103		11/5/2013		11/5/2013	1,598			1,554				0	44					
32	X	DODGE & COX INCOME FD-C	256210105		11/5/2013		11/5/2013	3,961			3,941				0	20					
33	X	DRIEHAUS ACTIVE INCOME F	262028855		11/5/2013		11/5/2013	13,684			13,646				0	38					
34	X	FEDERATED TOTAL RET BD-I	31428Q101		11/30/2012		11/5/2013	188			199				11	0					
35	X	FEDERATED TOTAL RET BD-I	31428Q101		9/28/2012		11/5/2013	4,792			5,081				288	-1					
36	X	FEDERATED TOTAL RET BD-I	31428Q101		9/28/2012		11/5/2013	53,857			56,838				0	-2,981					
37	X	FEDERATED TOTAL RET BD-I	31428Q101		12/28/2012		11/5/2013	40			41				0	-1					
38	X	FEDERATED TOTAL RET BD-I	31428Q101		12/28/2012		11/5/2013	721			749				0	-28					
39	X	FEDERATED TOTAL RET BD-I	31428Q101		12/28/2012		11/5/2013	112			116				0	-4					
40	X	FEDERATED TOTAL RET BD-I	31428Q101		12/31/2012		11/5/2013	186			193				0	-7					
41	X	FEDERATED TOTAL RET BD-I	31428Q101		11/7/2013		11/5/2013	16,353			16,917				0	-564					
42	X	FEDERATED TOTAL RET BD-I	31428Q101		9/19/2012		11/5/2013	4,421			4,653				0	-232					
43	X	FEDERATED TOTAL RET BD-I	31428Q101		9/30/2013		11/5/2013	433			431				0	2					
44	X	FEDERATED TOTAL RET BD-I	31428Q101		11/21/2012		11/5/2013	188			199				0	-11					
45	X	FEDERATED TOTAL RET BD-I	31428Q101		10/31/2013		11/5/2013	473			475				0	-2					
46	X	FEDERATED TOTAL RET BD-I	31428Q101		9/18/2013		11/5/2013	23,115			22,847				0	168					
47	X	FEDERATED TOTAL RET BD-I	31428Q101		9/18/2013		11/5/2013	471			470				0	1					
48	X	FEDERATED TOTAL RET BD-I	31428Q101		9/24/2012		11/5/2013	80			85				0	-5					
49	X	FEDERATED TOTAL RET BD-I	31428Q101		12/30/2013		11/5/2013	3			3				0	0					
50	X	FEDERATED TOTAL RET BD-I	31428Q101		12/31/2013		11/5/2013	2			2				0	0					
51	X	GOLDMAN SACHS SMALL CAP	38142V209		7/8/2009		11/5/2013	3,422			1,503				0	1,919					
52	X	GOLDMAN SACHS SMALL CAP	38142V209		7/8/2009		11/5/2013	2,522			1,085				0	1,437					
53	X	GOLDMAN SACHS SMALL CAP	38142V209		12/5/2012		11/5/2013	336			293				0	4,499					
54	X	GOLDMAN SACHS SMALL CAP	38142V209		12/28/2012		11/5/2013	10			7				0	72					
55	X	GOLDMAN SACHS SMALL CAP	38142V209		11/7/2013		11/5/2013	1,443			1,151				0	282					
56	X	GOLDMAN SACHS SMALL CAP	38142V209		5/9/2013		11/5/2013	3,779			3,329				0	450					
57	X	GOLDMAN SACHS SMALL CAP	38142V209		7/17/2013		11/5/2013	5,920			5,549				0	371					
58	X	HARBOR INTERNATIONAL FD IN	411511306		9/28/2012		11/5/2013	28,227			23,728				0	4,499					
59	X	HARBOR INTERNATIONAL FD IN	411511306		12/17/2012		11/5/2013	579			507				0	72					
60	X	HARBOR INTERNATIONAL FD IN	411511306		11/7/2013		11/5/2013	16,425			14,894				0	1,531					
61	X	HARBOR INTERNATIONAL FD IN	411511306		21/9/2013		11/5/2013	9,487			8,742				0	745					
62	X	HARBOR INTERNATIONAL FD IN	411511306		5/9/2013		11/5/2013	26,321			25,102				0	1,219					
63	X	HARBOR CAPITAL APRTION	411511504		11/5/2013		11/5/2013	3,048			2,911				0	137					
64	X	T ROWE PRICE INSTL LG CA	45775L408		5/9/2013		9/18/2013	21,383			19,636				0	2,747					
65	X	T ROWE PRICE INSTL LG CA	45775L408		5/9/2013		9/27/2013	2,948			2,592				0	356					
66	X	T ROWE PRICE INSTL LG CA	45775L408		3/16/2012		11/5/2013	58,659			43,225				0	15,434					
67	X	T ROWE PRICE INSTL LG CA	45775L408		7/18/2012		11/5/2013	5,965			4,125				0	1,840					
68	X	T ROWE PRICE INSTL LG CA	45775L408		11/16/2012		11/5/2013	4,641			3,207				0	1,434					

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

Amount														
15,095														
Long Term CG Distributions														
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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	T ROWE PRICE INSTL LG CAP	45775L408		5/9/2013		11/5/2013	10,253	8,515					1,738
70	X	JP MORGAN SMALL CAP EQU	4812A1373		7/6/2009		11/5/2013	7,208	3,636					3,572
71	X	JP MORGAN SMALL CAP EQU	4812A1373		7/6/2009		11/5/2013	4,162	2,072					2,110
72	X	JP MORGAN SMALL CAP EQU	4812A1373		12/13/2012		11/5/2013	1,018	780					238
73	X	JP MORGAN SMALL CAP EQU	4812A1373		12/18/2012		11/5/2013	149	115					34
74	X	JP MORGAN SMALL CAP EQU	4812A1373		11/7/2013		11/5/2013	2,867	2,308					559
75	X	JP MORGAN SMALL CAP EQU	4812A1373		5/9/2013		11/5/2013	7,486	6,664					822
76	X	JP MORGAN SMALL CAP EQU	4812A1373		7/17/2013		11/5/2013	12,006	11,268					738
77	X	LAUDUS MONDRIAN INTL FFI	51855Q655		11/5/2013		4/22/2014	27,912	27,759					153
78	X	LAUDUS MONDRIAN INTL FFI	51855Q655		1/23/2014		4/22/2014	4,293	4,211					82
79	X	MFS VALUE FUND-CLASS I #8	552983694		5/9/2013		9/18/2013	11,164	10,399					765
80	X	MFS VALUE FUND-CLASS I #8	552983694		12/10/2013		12/12/2014	1,475	1,438					37
81	X	MFS VALUE FUND-CLASS I #8	552983694		11/5/2013		12/12/2014	1,012	986					26
82	X	MAINSTAY IJC GROWTH I #14	56062X641		12/23/2008		7/17/2013	28,378	13,142					15,236
83	X	MAINSTAY IJC GROWTH I #14	56062X641		6/16/2010		7/17/2013	1,326	868					458
84	X	MAINSTAY IJC GROWTH I #14	56062X641		5/9/2013		7/17/2013	15,330	14,822					508
85	X	MET WEST TOTAL RETURN B	592905509		11/30/2012		9/27/2013	118	124					-1
86	X	MET WEST TOTAL RETURN B	592905509		9/28/2012		9/27/2013	3,365	3,522				137	0
87	X	MET WEST TOTAL RETURN B	592905509		9/28/2012		11/5/2013	36,351	37,645					-1,294
88	X	MET WEST TOTAL RETURN B	592905509		12/14/2012		11/5/2013	804	821					-17
89	X	MET WEST TOTAL RETURN B	592905509		10/31/2013		12/12/2014	244	245					-1
90	X	MET WEST TOTAL RETURN B	592905509		9/24/2012		12/12/2014	54	56					-2
91	X	MET WEST TOTAL RETURN B	592905509		12/13/2013		12/12/2014	2	2					0
92	X	MET WEST TOTAL RETURN B	592905509		12/31/2013		12/12/2014	1	0					1
93	X	ASG GLOBAL ALTERNATIVES	63872T885		11/5/2013		12/12/2014	5,989	6,089					-100
94	X	NORTHERN MID CAP INDEX #	665130100		5/9/2013		9/27/2013	7,335	6,933					402
95	X	NORTHERN MID CAP INDEX #	665130100		9/28/2012		11/5/2013	83,707	65,497					18,210
96	X	NORTHERN MID CAP INDEX #	665130100		5/9/2013		11/5/2013	34,332	31,259					3,073
97	X	PIMCO TOTAL RET FD-INSTR #	693390700		11/5/2013		12/12/2014	2,634	2,661					-27
98	X	RIDGEMOUNT SEIX HY BD-I #	76628T645		11/5/2013		12/12/2014	32,508	33,432					-924
99	X	RIDGEMOUNT SEIX HY BD-I #	76628T645		11/5/2013		4/22/2014	35,280	35,954					-674
100	X	T ROWE PRICE EQUITY INCO	779547108		5/9/2013		11/5/2013	10,161	9,596					565
101	X	T ROWE PRICE EQUITY INCO	779547108		9/19/2011		11/5/2013	14,652	9,871					4,781
102	X	T ROWE PRICE EQUITY INCO	779547108		9/28/2011		11/5/2013	341	219					122
103	X	T ROWE PRICE EQUITY INCO	779547108		12/13/2012		11/5/2013	91	74					17
104	X	T ROWE PRICE EQUITY INCO	779547108		11/7/2013		11/5/2013	7,724	6,522					1,202
105	X	T ROWE PRICE EQUITY INCO	779547108		21/9/2013		11/5/2013	21,590	18,953					2,637
106	X	T ROWE PRICE EQUITY INCO	779547108		3/28/2013		11/5/2013	198	177					21
107	X	T ROWE PRICE EQUITY INCO	779547108		5/9/2013		11/5/2013	13,327	12,370					957
108	X	MET WEST TOTAL RETURN B	592905509		5/31/2013		11/5/2013	201	204					-3
109	X	MET WEST TOTAL RETURN B	592905509		6/28/2013		11/5/2013	199	197					2
110	X	MET WEST TOTAL RETURN B	592905509		7/31/2013		11/5/2013	236	235					1
111	X	MET WEST TOTAL RETURN B	592905509		8/31/2012		11/5/2013	240	246					-5
112	X	MET WEST TOTAL RETURN B	592905509		9/19/2012		11/5/2013	3,161	3,261					-100
113	X	MET WEST TOTAL RETURN B	592905509		9/30/2013		11/5/2013	255	254					1
114	X	MET WEST TOTAL RETURN B	592905509		9/18/2013		11/5/2013	15,837	15,703					134
115	X	MET WEST TOTAL RETURN B	592905509		11/21/2012		11/5/2013	119	123					-4
116	X	MET WEST TOTAL RETURN B	592905509		10/31/2013		11/5/2013	11	11					0
117	X	MET WEST TOTAL RETURN B	592905509		5/9/2013		11/5/2013	32,635	33,674					-1,039
118	X	T ROWE PRICE EQUITY INCO	779547108		6/26/2013		11/5/2013	297	272					25
119	X	T ROWE PRICE EQUITY INCO	779547108		9/26/2013		11/5/2013	259	250					9
120	X	T ROWE PRICE SHORT TERM	77957P105		11/5/2013		4/22/2014	13,345	13,345					0
121	X	SPDR DJ WILSHIRE INTERNA	78463X863		11/5/2013		4/22/2014	1,613	1,630					-17
122	X	THORNBERG INTL VALUE FUI	885215566		9/28/2012		11/5/2013	28,223	24,445					3,778
123	X	THORNBERG INTL VALUE FUI	885215566		11/7/2013		11/5/2013	16,566	15,576					990
124	X	THORNBERG INTL VALUE FUI	885215566		21/9/2013		11/5/2013	8,176	7,759					417
125	X	THORNBERG INTL VALUE FUI	885215566		3/22/2013		11/5/2013	195	181					14
126	X	THORNBERG INTL VALUE FUI	885215566		5/9/2013		11/5/2013	26,073	25,505					568
127	X	THORNBERG INTL VALUE FUI	885215566		6/24/2013		11/5/2013	520	459					61
128	X	THORNBERG INTL VALUE FUI	885215566		9/18/2013		11/5/2013	2,239	2,265					-26
129	X	THORNBERG INTL VALUE FUI	885215566		9/24/2013		11/5/2013	267	268					-1
130	X	VANGUARD FTSE EMERGING	922042858		11/5/2013		12/12/2014	19,841	20,912					-1,071
131	X	VANGUARD 500 INDEX FUND	922908496		5/9/2013		7/17/2013	34,195	33,133					1,062
132	X	VANGUARD 500 INDEX FUND	922908496		5/9/2013		9/18/2013	27,342	25,711					1,631
133	X	VANGUARD 500 INDEX FUND	922908496		9/20/2013		9/27/2013	875	863					-8
134	X	VANGUARD 500 INDEX FUND	922908496		5/9/2013		9/27/2013	3,424	3,298					126
135	X	VANGUARD 500 INDEX FUND	922908496		9/28/2012		11/5/2013	153,502	125,277					28,225
136	X	VANGUARD 500 INDEX FUND	922908496		11/16/2012		11/5/2013	4,432	3,425					1,007

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										15,095		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales Price	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	
137	X	MET WEST TOTAL RETURN B	592905509		12/31/2012		11/5/2013	121	124			-3
138	X	MET WEST TOTAL RETURN B	592905509		1/17/2013		11/5/2013	10,882	10,922			-240
139	X	MET WEST TOTAL RETURN B	592905509		1/31/2013		11/5/2013	111	113			-2
140	X	MET WEST TOTAL RETURN B	592905509		2/28/2013		11/5/2013	131	134			-3
141	X	MET WEST TOTAL RETURN B	592905509		3/28/2013		11/5/2013	132	135			-3
142	X	MET WEST TOTAL RETURN B	592905509		4/30/2013		11/5/2013	173	179			-6
143	X	VANGUARD 500 INDEX FUND	922908496		6/21/2012		11/5/2013	1,874	1,516			358
144	X	VANGUARD 500 INDEX FUND	922908496		6/21/2013		11/5/2013	1,237	1,115			122
145	X	VANGUARD 500 INDEX FUND	922908496		3/21/2013		11/5/2013	760	664			96
146	X	VANGUARD 500 INDEX FUND	922908496		5/9/2013		11/5/2013	16,152	14,910			1,242
147	X	VANGUARD REIT VIPER	922908553		11/5/2013		4/22/2014	3,169	3,012			157
148	X	WFA CORE BD FDI #944	94975J581		11/30/2012		9/27/2013	154	166			12
149	X	WFA CORE BD FDI #944	94975J581		9/28/2012		9/27/2013	8,920	9,600			680
150	X	WFA CORE BD FDI #944	94975J581		9/28/2012		11/5/2013	87,130	93,468			-6,338
151	X	WFA CORE BD FDI #944	94975J581		12/17/2012		11/5/2013	4,184	4,315			-131
152	X	WFA CORE BD FDI #944	94975J581		12/18/2012		11/5/2013	4,539	4,658			-119
153	X	WFA CORE BD FDI #944	94975J581		12/31/2012		11/5/2013	128	132			-4
154	X	WFA CORE BD FDI #944	94975J581		1/17/2013		11/5/2013	22,968	23,574			-606
155	X	WFA CORE BD FDI #944	94975J581		1/31/2013		11/5/2013	160	163			-3
156	X	WFA CORE BD FDI #944	94975J581		2/28/2013		11/5/2013	160	164			-4
157	X	WFA CORE BD FDI #944	94975J581		3/28/2013		11/5/2013	180	184			-4
158	X	WFA CORE BD FDI #944	94975J581		4/30/2013		11/5/2013	131	136			-5
159	X	WFA CORE BD FDI #944	94975J581		5/9/2013		11/5/2013	82,940	85,592			-2,652
160	X	INVESTCO SMALL CAP GROWT	00141M622		12/7/2012		11/5/2013	534	396			138
161	X	INVESTCO SMALL CAP GROWT	00141M622		1/17/2013		11/5/2013	1,288	1,025			263
162	X	INVESTCO SMALL CAP GROWT	00141M622		5/9/2013		11/5/2013	4,007	3,466			541
163	X	INVESTCO SMALL CAP GROWT	00141M622		7/17/2013		11/5/2013	5,876	5,438			438
164	X	ACADIAN EMG MKTS PORT-IN	00758M162		5/9/2013		9/18/2013	9,489	9,944			-455
165	X	ACADIAN EMG MKTS PORT-IN	00758M162		2/19/2013		11/5/2013	24,115	25,037			-922
166	X	ACADIAN EMG MKTS PORT-IN	00758M162		2/25/2013		11/5/2013	5,083	5,167			-84
167	X	ACADIAN EMG MKTS PORT-IN	00758M162		5/9/2013		11/5/2013	7,838	8,275			-437
168	X	ACADIAN EMG MKTS PORT-IN	00758M162		7/17/2013		11/5/2013	5,425	5,174			251
169	X	ARTISAN INTERNATIONAL FU	04314H204		11/5/2013		1/21/2014	1,423	1,408			15
170	X	ARTISAN MID CAP FUND-INS	22544R305		11/5/2013		4/22/2014	6,281	6,518			-237
171	X	CREDIT SUISSE COMM RET S	22544R305		12/3/2014		4/22/2014	5,220	4,801			419
172	X	DELAWARE US GROWTH FD-I	2459J7802		7/17/2013		9/27/2013	7,855	7,543			312

Part I, Line 11 (990-PF) - Other Income

		366	366	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	366	366	

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

		2,445	360	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	360	360		
2	PY EXCISE TAX DUE	800			
3	ESTIMATED EXCISE PAYMENTS	1,285			

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

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

1	Mutual Fund Timing Difference	1	207
2	ROUNDING	2	10
3	Total	3	217

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

Long Term CG Distributions										Amount	Short Term CG Distributions										Amount
										15,085											0
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	FMV as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses								
1 WFA CORE BD FDI #944	94975581	Acquired	5/31/2013	11/5/2013	266			280	14	128,514	0	0	128,514								
2 WFA CORE BD FDI #944	94975581	Acquired	5/31/2013	11/5/2013	288			270	18	0	0	0	0								
3 WFA CORE BD FDI #944	94975581	Acquired	7/1/2013	11/5/2013	7,961			7,525	436	0	0	0	0								
4 WFA CORE BD FDI #944	94975581	Acquired	7/1/2013	11/5/2013	331			329	2	0	0	0	0								
5 WFA CORE BD FDI #944	94975581	Acquired	8/31/2012	11/5/2013	424			430	-6	0	0	0	0								
6 WFA CORE BD FDI #944	94975581	Acquired	9/19/2012	11/5/2013	8,525			9,104	-579	0	0	0	0								
7 WFA CORE BD FDI #944	94975581	Acquired	9/30/2013	11/5/2013	360			339	21	0	0	0	0								
8 WFA CORE BD FDI #944	94975581	Acquired	11/2/2012	11/5/2013	32,341			32,083	258	0	0	0	0								
9 WFA CORE BD FDI #944	94975581	Acquired	11/2/2012	11/5/2013	155			166	-11	0	0	0	0								
10 WFA CORE BD FDI #944	94975581	Acquired	10/31/2013	11/5/2013	24			24	0	0	0	0	0								
11 WFA CORE BD FDI #944	94975581	Acquired	10/31/2013	11/5/2013	381			387	-6	0	0	0	0								
12 WFA CORE BD FDI #944	94975581	Acquired	9/24/2012	11/5/2013	71			76	-5	0	0	0	0								
13 WFA CORE BD FDI #944	94975581	Acquired	12/9/2013	11/5/2013	5			5	0	0	0	0	0								
14 WFA CORE BD FDI #944	94975581	Acquired	12/31/2013	11/5/2013	1			1	0	0	0	0	0								
15 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	10,367			9,059	1,308	0	0	0	0								
16 WFA CORE BD FDI #944	94975581	Acquired	11/17/2012	11/5/2013	2,085			1,519	566	0	0	0	0								
17 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	7,997			6,406	1,591	0	0	0	0								
18 WFA CORE BD FDI #944	94975581	Acquired	9/28/2012	11/5/2013	31,073			24,528	6,545	0	0	0	0								
19 WFA CORE BD FDI #944	94975581	Acquired	9/28/2012	11/5/2013	5,994			4,791	1,203	0	0	0	0								
20 WFA CORE BD FDI #944	94975581	Acquired	13/1/2013	11/5/2013	154			158	-4	0	0	0	0								
21 WFA CORE BD FDI #944	94975581	Acquired	2/28/2013	11/5/2013	172			178	-6	0	0	0	0								
22 WFA CORE BD FDI #944	94975581	Acquired	3/28/2013	11/5/2013	193			189	4	0	0	0	0								
23 WFA CORE BD FDI #944	94975581	Acquired	4/30/2013	11/5/2013	220			228	-8	0	0	0	0								
24 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	49,545			51,299	-1,754	0	0	0	0								
25 WFA CORE BD FDI #944	94975581	Acquired	5/31/2013	11/5/2013	296			301	-5	0	0	0	0								
26 WFA CORE BD FDI #944	94975581	Acquired	6/28/2013	11/5/2013	345			343	2	0	0	0	0								
27 WFA CORE BD FDI #944	94975581	Acquired	7/1/2013	11/5/2013	359			359	0	0	0	0	0								
28 WFA CORE BD FDI #944	94975581	Acquired	7/31/2013	11/5/2013	382			381	1	0	0	0	0								
29 WFA CORE BD FDI #944	94975581	Acquired	8/31/2012	11/5/2013	394			413	-19	0	0	0	0								
30 WFA CORE BD FDI #944	94975581	Acquired	7/1/2013	11/5/2013	39,130			38,229	901	0	0	0	0								
31 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	1,596			1,554	42	0	0	0	0								
32 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	3,961			3,941	20	0	0	0	0								
33 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	13,684			13,646	38	0	0	0	0								
34 WFA CORE BD FDI #944	94975581	Acquired	11/30/2012	11/5/2013	186			199	-13	0	0	0	0								
35 WFA CORE BD FDI #944	94975581	Acquired	9/28/2012	11/5/2013	4,792			5,081	-289	0	0	0	0								
36 WFA CORE BD FDI #944	94975581	Acquired	9/28/2012	11/5/2013	53,657			56,838	-3,181	0	0	0	0								
37 WFA CORE BD FDI #944	94975581	Acquired	12/8/2012	11/5/2013	40			41	-1	0	0	0	0								
38 WFA CORE BD FDI #944	94975581	Acquired	12/8/2012	11/5/2013	721			749	-28	0	0	0	0								
39 WFA CORE BD FDI #944	94975581	Acquired	12/8/2012	11/5/2013	112			116	-4	0	0	0	0								
40 WFA CORE BD FDI #944	94975581	Acquired	12/31/2012	11/5/2013	193			193	0	0	0	0	0								
41 WFA CORE BD FDI #944	94975581	Acquired	11/7/2013	11/5/2013	16,353			16,917	-564	0	0	0	0								
42 WFA CORE BD FDI #944	94975581	Acquired	9/19/2012	11/5/2013	4,221			4,653	-432	0	0	0	0								
43 WFA CORE BD FDI #944	94975581	Acquired	9/30/2012	11/5/2013	433			431	2	0	0	0	0								
44 WFA CORE BD FDI #944	94975581	Acquired	11/21/2012	11/5/2013	473			475	-2	0	0	0	0								
45 WFA CORE BD FDI #944	94975581	Acquired	10/31/2013	11/5/2013	23,115			22,947	168	0	0	0	0								
46 WFA CORE BD FDI #944	94975581	Acquired	9/18/2013	11/5/2013	471			470	1	0	0	0	0								
47 WFA CORE BD FDI #944	94975581	Acquired	9/24/2012	11/5/2013	80			85	-5	0	0	0	0								
48 WFA CORE BD FDI #944	94975581	Acquired	12/30/2013	11/5/2013	3			3	0	0	0	0	0								
49 WFA CORE BD FDI #944	94975581	Acquired	12/31/2013	11/5/2013	2			2	0	0	0	0	0								
50 WFA CORE BD FDI #944	94975581	Acquired	7/6/2009	11/5/2013	3,422			1,503	1,919	0	0	0	0								
51 WFA CORE BD FDI #944	94975581	Acquired	7/6/2009	11/5/2013	2,522			1,085	1,437	0	0	0	0								
52 WFA CORE BD FDI #944	94975581	Acquired	12/5/2012	11/5/2013	396			293	103	0	0	0	0								
53 WFA CORE BD FDI #944	94975581	Acquired	12/5/2012	11/5/2013	10			7	3	0	0	0	0								
54 WFA CORE BD FDI #944	94975581	Acquired	11/7/2013	11/5/2013	1,443			1,151	292	0	0	0	0								
55 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	3,779			3,329	450	0	0	0	0								
56 WFA CORE BD FDI #944	94975581	Acquired	7/17/2013	11/5/2013	5,920			5,549	371	0	0	0	0								
57 WFA CORE BD FDI #944	94975581	Acquired	9/28/2012	11/5/2013	28,227			23,728	4,499	0	0	0	0								
58 WFA CORE BD FDI #944	94975581	Acquired	12/17/2012	11/5/2013	579			507	72	0	0	0	0								
59 WFA CORE BD FDI #944	94975581	Acquired	11/7/2012	11/5/2013	16,425			14,894	1,531	0	0	0	0								
60 WFA CORE BD FDI #944	94975581	Acquired	2/19/2013	11/5/2013	9,487			8,742	745	0	0	0	0								
61 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	26,321			25,102	1,219	0	0	0	0								
62 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	3,468			2,911	557	0	0	0	0								
63 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	21,383			18,636	2,747	0	0	0	0								
64 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	2,548			2,592	-44	0	0	0	0								
65 WFA CORE BD FDI #944	94975581	Acquired	3/16/2012	11/5/2013	58,559			43,225	15,334	0	0	0	0								
66 WFA CORE BD FDI #944	94975581	Acquired	7/19/2012	11/5/2013	5,965			4,125	1,840	0	0	0	0								
67 WFA CORE BD FDI #944	94975581	Acquired	11/16/2012	11/5/2013	4,541			3,207	1,334	0	0	0	0								
68 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	10,553			8,515	2,038	0	0	0	0								
69 WFA CORE BD FDI #944	94975581	Acquired	7/6/2009	11/5/2013	7,208			3,636	3,572	0	0	0	0								
70 WFA CORE BD FDI #944	94975581	Acquired	7/6/2009	11/5/2013	4,182			2,072	2,110	0	0	0	0								
71 WFA CORE BD FDI #944	94975581	Acquired	12/13/2012	11/5/2013	1,018			760	238	0	0	0	0								
72 WFA CORE BD FDI #944	94975581	Acquired	12/18/2012	11/5/2013	149			115	34	0	0	0	0								
73 WFA CORE BD FDI #944	94975581	Acquired	11/7/2013	11/5/2013	2,857			2,308	549	0	0	0	0								
74 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	7,486			6,864	622	0	0	0	0								
75 WFA CORE BD FDI #944	94975581	Acquired	7/17/2013	11/5/2013	12,066			11,268	798	0	0	0	0								
76 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	27,912			27,759	153	0	0	0	0								
77 WFA CORE BD FDI #944	94975581	Acquired	12/3/2014	11/5/2013	4,293			4,211	82	0	0	0	0								
78 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	11,184			10,399	785	0	0	0	0								
79 WFA CORE BD FDI #944	94975581	Acquired	12/10/2013	11/5/2013	1,475			1,438	37	0	0	0	0								
80 WFA CORE BD FDI #944	94975581	Acquired	11/5/2013	11/5/2013	1,012			986	26	0	0	0	0								
81 WFA CORE BD FDI #944	94975581	Acquired	12/23/2008	11/5/2013	28,378			13,142	15,236	0	0	0	0								
82 WFA CORE BD FDI #944	94975581	Acquired	6/16/2010	11/5/2013	1,326			666	660	0	0	0	0								
83 WFA CORE BD FDI #944	94975581	Acquired	5/9/2013	11/5/2013	15,330			14,822	508	0	0	0	0								

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

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

[illegible]

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N.A. Trust Tax D		X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	12,088		
<div style="display: flex; justify-content: space-between;"> 1 12,088 0 </div>												

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	9/9/2013	2	366
3 Second quarter estimated tax payment	10/9/2013	3	367
4 Third quarter estimated tax payment	1/9/2014	4	366
5 Fourth quarter estimated tax payment	4/10/2014	5	186
6 Other payments		6	
7 Total		7	1,285

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	292
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	292

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	46-6016424	VP0528308	FEDERATED TREAS OBL FD 68	42,567.51	42,567.51	42,567.51
Savings & Temp Inv	46-6016424	VP0528308	FEDERATED TREAS OBL FD 68	10,711.80	10,711.80	10,711.80
Cash	46-6016424			71.08	71.08	71.08
			TOTAL CASH, SAVINGS, AND TEMP INV	53,350.39		53,350.39
Invest - Other	46-6016424	04314H204	ARTISAN INTERNATIONAL FUND #661	62,420.13	2,080.67	61,046.88
Invest - Other	46-6016424	256210105	DODGE & COX INCOME FD COM #147	102,005.48	7,386.35	100,480.97
Invest - Other	46-6016424	411511504	HARBOR CAPITAL APRCTION-INST #2012	94,249.44	1,704.64	93,716.52
Invest - Other	46-6016424	589509108	MERGER FD SH BEN INT #260	41,371.94	2,560.15	41,627.96
Invest - Other	46-6016424	693390700	PIMCO TOTAL RET FD-INST #35	101,850.45	9,395.80	102,010.51
Invest - Other	46-6016424	693390882	PIMCO FOREIGN BD FD USD H-INST #103	31,996.83	2,970.92	31,510.83
Invest - Other	46-6016424	77957P105	T ROWE PRICE SHORT TERM BD FD #55	65,031.25	13,548.18	64,895.77
Invest - Other	46-6016424	04314H600	ARTISAN MID CAP FUND-INS #1333	45,198.04	946.75	48,975.60
Invest - Other	46-6016424	315920702	FID ADV EMER MKTS INC- CL I #607	21,288.19	1,538.16	20,811.36
Invest - Other	46-6016424	464287200	ISHARES CORE S & P 500 ETF	26,535.60	140.00	24,857.00
Invest - Other	46-6016424	261980668	DREYFUS INTERNATL BOND FD CL I #6094	31,837.12	1,864.00	31,743.92
Invest - Other	46-6016424	277923728	EATON VANCE GLOBAL MACRO - I #0088	20,744.88	2,228.24	20,974.89
Invest - Other	46-6016424	256206103	DODGE & COX INT'L STOCK FD #1048	64,901.95	1,449.68	60,900.83
Invest - Other	46-6016424	552983694	MFS VALUE FUND-CLASS I #893	63,981.26	1,904.77	42,783.42
Invest - Other	46-6016424	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	50,209.27	3,571.07	50,342.38
Invest - Other	46-6016424	262028855	DRIEHAUS ACTIVE INCOME FUND	55,682.74	5,174.98	55,734.49
Invest - Other	46-6016424	339128100	JP MORGAN MID CAP VALUE-I #758	46,898.36	1,296.25	46,037.08
Invest - Other	46-6016424	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	24,009.52	1,459.55	23,980.32
Invest - Other	46-6016424	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	35,577.02	3,231.34	37,435.66
Invest - Other	46-6016424	922908553	VANGUARD REIT VIPER	50,182.72	688.00	47,044.90
Invest - Other	46-6016424	922042858	VANGUARD FTSE EMERGING MARKETS ETF	23,827.08	582.00	24,100.33
Invest - Other	46-6016424	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	25,322.67	3,130.12	25,286.74
Invest - Other	46-6016424	779588402	T ROWE PRICE INST FLOAT RATE #170	21,170.27	2,063.38	21,244.39
Invest - Other	46-6016424	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	69,808.01	1,889.26	69,873.03
Invest - Other	46-6016424	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	49,799.86	1,166.00	49,858.75
Invest - Other	46-6016424	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	29,082.62	1,261.72	27,745.20
Invest - Other	46-6016424	483438305	KALIMAR GR W/ VAL SM CAP-INS #4	25,039.08	1,192.91	26,375.14
Invest - Other	46-6016424	22544R305	CREDIT SUISSE COMM RET ST-I #2156	63,559.31	8,086.43	57,283.92
Invest - Other	46-6016424	487300808	KEELEY SMALL CAP VAL FD CL I #2251	26,315.43	703.25	26,350.59
			TOTAL OTHER INVESTMENTS	1,369,896.52		1,335,029.38
			GRAND TOTAL	1,423,246.91		1,388,379.77