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Return of Private Foundation

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

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

Number and street (or P O box number if mail is not delivered to street address) Room/suite

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code

Winston Salem NC 27101-3818

Foreign country name Foreign province/state/county Foreign postal code

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,423,247 **J** Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 ►□ 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				
Operating and Administrative Expenses	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	
	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	RECEIVED	
	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.

HTA

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
	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
	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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		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	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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	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?
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	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	8	48,022

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) }
1 3,189

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b }
2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b). }
3 3,189

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) }
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 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 if Form 2220 is attached }
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** }
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** }
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ► 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 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 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 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 X

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 General Instruction G? If "No," attach explanation 8b 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 X

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

Part VII-A Statements Regarding Activities (continued)

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

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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A	
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 checked="" 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? If "Yes" to 6b, file Form 8870		6b	X	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, 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.	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	48,022
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	48,022
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				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			0	
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 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 <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
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	45,000
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>OTHER INCOME</u>					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		168,860	0
13 Total. Add line 12, columns (b), (d), and (e)				13	168,860

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
Not Applicable	

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

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

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

**Sign
Here**

John N Salente SVP Wells Fargo Bank N.A.

8/1/2014

► SVP Wells Fargo Bank N.A.

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

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO			8/1/2014		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324			
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no		412-355-6000		

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

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

► 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 I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MERLE CAUDLE ESTATE 1428 DAVENPORT STREET STURGIS SD 57785 Foreign State or Province _____ Foreign Country _____	\$ 498,744	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

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	

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
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 45,000
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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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
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Long Term CG Distributions		Short Term CG Distributions		Amount 15,095	
Check "X" to include in Part IV		Description		CUSIP #			
				Purchaser		Check "X" if Purchaser is a Business	
Check "X" to include in Part IV	Description	Purchaser		Date Acquired	Acquisition Method	Date Sold	Gross Sales Price
1	X WFA CORE BD-FD-14944	94975J581		5/31/2013		11/5/2013	266
2	X WFA CORE BD-FD-14944	94975J581		6/28/2013		11/5/2013	290
3	X WFA CORE BD-FD-14944	94975J581		7/17/2013		11/5/2013	7525
4	X WFA CORE BD-FD-14944	94975J581		7/31/2013		11/5/2013	331
5	X WFA CORE BD-FD-14944	94975J581		8/31/2012		11/5/2013	424
6	X WFA CORE BD-FD-14944	94975J581		9/19/2012		11/5/2013	8,525
7	X WFA CORE BD-FD-14944	94975J581		9/30/2013		11/5/2013	360
8	X WFA CORE BD-FD-14944	94975J581		9/18/2013		11/5/2013	32341
9	X WFA CORE BD-FD-14944	94975J581		11/2/2012		11/5/2013	155
10	X WFA CORE BD-FD-14944	94975J581		10/3/2013		11/5/2013	24
11	X WFA CORE BD-FD-14944	94975J581		10/31/2013		12/1/2014	381
12	X WFA CORE BD-FD-14944	94975J581		9/24/2012		12/1/2014	71
13	X WFA CORE BD-FD-14944	94975J581		12/9/2013		12/1/2014	5
14	X WFA CORE BD-FD-14944	94975J581		12/31/2013		12/1/2014	1
15	X WFA ADV GROWTH FUND - 142	94991514		5/9/2013		9/18/2013	10,367
16	X WF ADV GROWTH FUND - 143	949915714		11/16/2012		11/5/2013	2,085
17	X WF ADV GROWTH FUND - 143	949915714		5/9/2013		11/5/2013	6,406
18	X WF ADV GROWTH FUND - 142	949915714		9/28/2012		11/5/2013	31,073
19	X INVESSCO SMALL CAP GROW	00141M622		9/29/2012		11/5/2013	5,594
20	X FEDERATED TOTAL RET BD-I	31428Q101		1/31/2013		11/5/2013	154
21	X FEDERATED TOTAL RET BD-I	31428Q101		2/28/2013		11/5/2013	172
22	X FEDERATED TOTAL RET BD-I	31428Q101		3/28/2013		11/5/2013	193
23	X FEDERATED TOTAL RET BD-I	31428Q101		4/30/2013		11/5/2013	220
24	X FEDERATED TOTAL RET BD-I	31428Q101		5/9/2013		11/5/2013	49,345
25	X FEDERATED TOTAL RET BD-I	31428Q101		5/31/2013		11/5/2013	295
26	X FEDERATED TOTAL RET BD-I	31428Q101		6/28/2013		11/5/2013	345
27	X FEDERATED TOTAL RET BD-I	31428Q101		7/17/2013		11/5/2013	359
28	X FEDERATED TOTAL RET BD-I	31428Q101		7/31/2013		11/5/2013	381
29	X FEDERATED TOTAL RET BD-I	31428Q101		8/31/2012		11/5/2013	394
30	X DELAWARE US GROWTH FD-	245817802		7/17/2013		11/5/2013	39,130
31	X DODGE & COX INT'L STOCK F	266206103		11/5/2013		12/1/2014	1,598
32	X DODGE & COX INCOME FD CH	266206103		11/5/2013		12/1/2014	1,564
33	X DRIEHAUS ACTIVE INCOME F	262208855		11/5/2013		12/1/2014	3,941
34	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		12/1/2014	13,684
35	X FEDERATED TOTAL RET BD-I	31428Q101		11/30/2012		9/21/2013	188
36	X FEDERATED TOTAL RET BD-I	31428Q101		9/28/2012		9/21/2013	4,792
37	X FEDERATED TOTAL RET BD-I	31428Q101		9/28/2012		9/21/2013	56,838
38	X FEDERATED TOTAL RET BD-I	31428Q101		12/28/2012		11/5/2013	40
39	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	41
40	X FEDERATED TOTAL RET BD-I	31428Q101		12/28/2012		11/5/2013	721
41	X FEDERATED TOTAL RET BD-I	31428Q101		12/31/2013		11/5/2013	112
42	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	186
43	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	16,917
44	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	4,421
45	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	433
46	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	433
47	X FEDERATED TOTAL RET BD-I	31428Q101		11/5/2013		11/5/2013	475
48	X FEDERATED TOTAL RET BD-I	31428Q101		9/18/2013		11/5/2013	23,115
49	X FEDERATED TOTAL RET BD-I	31428Q101		9/18/2013		11/5/2013	471
50	X FEDERATED TOTAL RET BD-I	31428Q101		9/24/2012		12/1/2014	80
51	X GOLDMAN SACHS SMALL CAP	38112V209		12/31/2013		12/1/2014	3
52	X GOLDMAN SACHS SMALL CAP	38112V209		12/31/2013		12/1/2014	2
53	X GOLDMAN SACHS SMALL CAP	38112V209		7/6/2009		11/5/2013	3,422
54	X GOLDMAN SACHS SMALL CAP	38112V209		12/5/2013		11/5/2013	2,522
55	X GOLDMAN SACHS SMALL CAP	38112V209		12/5/2013		11/5/2013	1,085
56	X GOLDMAN SACHS SMALL CAP	38112V209		12/28/2012		11/5/2013	293
57	X GOLDMAN SACHS SMALL CAP	38112V209		11/7/2013		11/5/2013	10
58	X HARBOR INTERNATIONAL FD IN	41511306		11/5/2013		11/5/2013	7
59	X HARBOR INTERNATIONAL FD IN	41511306		11/5/2013		11/5/2013	579
60	X HARBOR INTERNATIONAL FD IN	41511306		11/5/2013		11/5/2013	4,421
61	X HARBOR INTERNATIONAL FD IN	41511306		11/5/2013		11/5/2013	1,151
62	X HARBOR INTERNATIONAL FD IN	41511306		5/9/2013		11/5/2013	450
63	X HARBOR CAPITAL APCTN	41511304		11/5/2013		11/5/2013	5,920
64	X T ROWE PRICE INSTL LG C	45775J408		7/6/2013		11/5/2013	5,920
65	X T ROWE PRICE INSTL LG C	45775J408		9/18/2013		11/5/2013	2,948
66	X T ROWE PRICE INSTL LG C	45775J408		31/6/2012		11/5/2013	5,965
67	X T ROWE PRICE INSTL LG C	45775J408		7/18/2012		11/5/2013	4,125
68	X T ROWE PRICE INSTL LG C	45775J408		11/6/2012		11/5/2013	4,641

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

Long Term CG Distributions		Amount	Long Term CG Distributions		Amount	Short Term CG Distributions		Amount					
Check "X" to include in Part IV		Check "X" if Purchaser is a Business	Purchaser		CUSIP #	Description	Check "X" if Purchaser is a Business		Capital Gains/Losses Other sales	Gross Sales	Cost, Other Basis and Expenses	Basis and Expenses	Net Gain or Loss
69	X	T ROWE PRICE INSTL LG CAT	45751408			5/9/2013		10/253	8,515				1,738
70	X	JP MORGAN SMALL CAP EQU	4812A1373			5/9/2013		7,208	3,536				3,572
71	X	JP MORGAN SMALL CAP EQU	4812A1372			7/8/2009		11/5/2013	4,112				2,110
72	X	JP MORGAN SMALL CAP EQU	4812A1373			12/1/2012		11/5/2013	1,018				238
73	X	JP MORGAN SMALL CAP EQU	4812A1373			12/18/2012		11/5/2013	149				34
74	X	JP MORGAN SMALL CAP EQU	4812A1373			1/17/2013		11/5/2013	2,867				559
75	X	JP MORGAN SMALL CAP EQU	4812A1373			5/9/2013		11/5/2013	7,466				6,864
76	X	JP MORGAN SMALL CAP EQU	4812A1373			7/17/2013		11/5/2013	12,006				6,222
77	X	LAUDIUS MONDRIAN INT'L EQU	518506655			11/5/2013		11/5/2013	27,912				738
78	X	LAUDIUS MONDRIAN INT'L EQU	518506655			1/2/2014		4/22/2014	27,759				153
79	X	MFS VALUE FUND-CLASS #8	552983694			5/9/2013		9/18/2013	4,211				82
80	X	MFS VALUE FUND-CLASS #8	552983694			12/10/2013		1/21/2014	1,184				765
81	X	MFS VALUE FUND-CLASS #8	552983694			11/5/2013		1/21/2014	1,475				37
82	X	MAINSTAY LC GROWTH #14	560622641			12/23/2008		1/21/2014	1,012				26
83	X	MAINSTAY LC GROWTH #14	560622641			6/16/2010		7/17/2013	28,378				15,236
84	X	MAINSTAY LC GROWTH #14	560622641			6/16/2010		7/17/2013	1,326				458
85	X	MEET WEST TOTAL RETURN B	592805509			5/9/2013		9/27/2012	15,350				508
86	X	MEET WEST TOTAL RETURN B	592805509			9/28/2012		9/27/2013	118				-1
87	X	MEET WEST TOTAL RETURN B	592805509			9/28/2012		9/27/2013	3,365				137
88	X	MEET WEST TOTAL RETURN B	592805509			12/14/2012		11/5/2013	36,351				0
89	X	MEET WEST TOTAL RETURN B	592805509			10/31/2013		11/5/2013	804				-17
90	X	MEET WEST TOTAL RETURN B	592805509			10/31/2013		1/21/2014	244				0
91	X	MEET WEST TOTAL RETURN B	592805509			9/24/2012		7/17/2013	56				-2
92	X	MEET WEST TOTAL RETURN B	592805509			12/31/2013		1/21/2014	2				0
93	X	ASG GLOBAL ALTERNATIVES	53181227885			12/31/2013		1/21/2014	1				0
94	X	NORTHERN MID CAP INDEX #	5665130100			11/5/2013		1/21/2014	5,989				-100
95	X	NORTHERN MID CAP INDEX #	6665130100			9/28/2012		9/27/2013	7,335				402
96	X	NORTHERN MID CAP INDEX #	6665130100			10/31/2013		1/21/2014	245				0
97	X	PRINCIPLE TOTAL RET-INST #	6665130100			9/24/2012		7/17/2013	56				-2
98	X	RIDGEWORTH SEX-HY BD-1 #	766287645			11/5/2013		1/21/2014	2,661				0
99	X	RIDGEWORTH SEX-HY BD-1 #	766287645			11/5/2013		1/21/2014	32,508				-924
100	X	T ROWE PRICE EQUITY INCO	779347108			5/9/2013		4/22/2014	35,220				674
101	X	T ROWE PRICE EQUITY INCO	779347108			9/19/2013		10/16/2013	9,936				563
102	X	T ROWE PRICE EQUITY INCO	779347108			9/28/2012		11/5/2013	34,332				18,210
103	X	T ROWE PRICE EQUITY INCO	779347108			5/9/2013		11/5/2013	31,259				3,073
104	X	T ROWE PRICE EQUITY INCO	779347108			11/5/2013		1/21/2014	2,634				-27
105	X	T ROWE PRICE EQUITY INCO	779347108			1/17/2013		1/21/2014	33,332				0
106	X	T ROWE PRICE EQUITY INCO	779347108			2/19/2013		4/22/2014	35,054				0
107	X	T ROWE PRICE EQUITY INCO	779347108			3/26/2013		9/18/2013	10,161				4781
108	X	T ROWE PRICE EQUITY INCO	779347108			9/19/2013		11/5/2013	14,622				9,871
109	X	NET WEST TOTAL RETURN B	592805509			5/31/2013		11/5/2013	34,327				957
110	X	NET WEST TOTAL RETURN B	592805509			6/28/2013		11/5/2013	201				122
111	X	NET WEST TOTAL RETURN B	592805509			7/31/2013		11/5/2013	91				17
112	X	NET WEST TOTAL RETURN B	592805509			8/31/2013		11/5/2013	236				1,202
113	X	NET WEST TOTAL RETURN B	592805509			9/30/2013		11/5/2013	240				2,633
114	X	NET WEST TOTAL RETURN B	592805509			9/30/2013		11/5/2013	198				0
115	X	NET WEST TOTAL RETURN B	592805509			5/31/2013		11/5/2013	3,261				21
116	X	NET WEST TOTAL RETURN B	592805509			6/28/2013		11/5/2013	255				9
117	X	NET WEST TOTAL RETURN B	592805509			7/31/2013		11/5/2013	15,837				134
118	X	NET WEST TOTAL RETURN B	592805509			8/31/2013		11/5/2013	19				0
119	X	NET WEST TOTAL RETURN B	592805509			9/18/2013		11/5/2013	19				0
120	X	T ROWE PRICE SHORT TERM	779347108			11/21/2012		11/5/2013	19				0
121	X	SPDR DJ WILSHIRE INTERNAL	784631663			11/5/2013		11/5/2013	1,613				61
122	X	THORNBURG INT'L VALUE FU	888215566			9/28/2012		10/31/2013	28,223				3,778
123	X	THORNBURG INT'L VALUE FU	888215566			1/17/2013		11/5/2013	16,566				0
124	X	THORNBURG INT'L VALUE FU	888215566			2/19/2013		11/5/2013	8,176				-1
125	X	THORNBURG INT'L VALUE FU	888215566			3/22/2013		11/5/2013	195				-1,071
126	X	THORNBURG INT'L VALUE FU	888215566			5/9/2013		11/5/2013	26,073				568
127	X	THORNBURG INT'L VALUE FU	888215566			6/24/2013		11/5/2013	1,630				1,631
128	X	THORNBURG INT'L VALUE FU	888215566			9/18/2013		11/5/2013	520				0
129	X	THORNBURG INT'L VALUE FU	888215566			9/24/2013		11/5/2013	2,239				-26
130	X	VANGUARD FUND EMERGING	92242858			11/5/2012		11/5/2013	268				0
131	X	VANGUARD 500 INDEX FUND	922908496			5/9/2013		11/5/2013	19,841				2,091
132	X	VANGUARD 500 INDEX FUND	922908496			6/20/2013		11/5/2013	27,342				0
133	X	VANGUARD 500 INDEX FUND	922908496			9/20/2013		9/27/2013	875				883
134	X	VANGUARD 500 INDEX FUND	922908496			9/29/2013		9/27/2013	3,424				3,289
135	X	VANGUARD 500 INDEX FUND	922908496			9/29/2013		9/27/2013	153,502				126
136	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				20,227
137	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
138	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
139	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
140	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
141	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
142	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
143	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
144	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
145	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
146	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
147	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
148	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
149	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
150	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
151	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
152	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
153	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
154	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
155	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
156	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
157	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
158	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
159	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
160	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
161	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
162	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
163	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
164	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
165	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
166	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
167	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
168	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
169	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
170	X	VANGUARD 500 INDEX FUND	922908496			11/16/2012		11/5/2013	4,432				0
171	X	VANGUARD 500 INDEX FUND	922908496			1							

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Date	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Depreciation	Totals		Net Gain or Loss	
											Capital Gains/Losses Other sales	Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	15,095									0	1,705,724	1,564,115	141,609
	Short Term CG Distributions										0			0
137	X MET WEST TOTAL RETURN B	592805509			12/3/2012									
138	X MET WEST TOTAL RETURN B	592805509			1/17/2013		11/5/2013	10,582	10,922					-3
139	X MET WEST TOTAL RETURN B	592805509			1/31/2013		11/5/2013	11,111	11,13					-240
140	X MET WEST TOTAL RETURN B	592805509			2/28/2013		11/5/2013	131	134					-3
141	X MET WEST TOTAL RETURN B	592805509			3/28/2013		11/5/2013	132	135					-3
142	X MET WEST TOTAL RETURN B	592805509			4/30/2013		11/5/2013	173	179					-6
143	X VANGUARD 500 INDEX FUND	922808496			12/2/2012		11/5/2013	1,874	1,516					358
144	X VANGUARD 500 INDEX FUND	922808496			6/21/2013		11/5/2013	1,237	1,115					122
145	X VANGUARD 500 INDEX FUND	922808496			3/21/2013		11/5/2013	760	664					96
146	X VANGUARD 500 INDEX FUND	922808496			5/9/2013		11/5/2013	16,152	14,910					1,242
147	X VANGUARD RETI-PIPER	922808553			11/5/2013		4/22/2014	3,169	3,012					157
148	X WFA CORE BD F-#18944	949751581			11/31/2012		9/27/2013	154	166					12
149	X WFA CORE BD F-#18944	949751581			9/28/2012		9/27/2013	8,920	9,600					680
150	X WFA CORE BD F-#18944	949751581			9/28/2012		11/5/2013	87,130	91,468					-6,338
151	X WFA CORE BD F-#18944	949751581			12/7/2012		11/5/2013	4,184	4,315					-131
152	X WFA CORE BD F-#18944	949751581			12/18/2012		11/5/2013	4,539	4,658					-119
153	X WFA CORE BD F-#18944	949751581			12/31/2012		11/5/2013	128	132					4
154	X WFA CORE BD F-#18944	949751581			1/17/2013		11/5/2013	2,968	2,3574					-606
155	X WFA CORE BD F-#18944	949751581			1/31/2013		11/5/2013	160	163					-3
156	X WFA CORE BD F-#18944	949751581			2/28/2013		11/5/2013	160	164					4
157	X WFA CORE BD F-#18944	949751581			3/28/2013		11/5/2013	180	184					-4
158	X WFA CORE BD F-#18944	949751581			4/30/2013		11/5/2013	131	136					-5
159	X WFA CORE BD F-#18944	949751581			5/9/2013		11/5/2013	82,940	85,592					-652
160	X INVESCO SMALL CAP GROWTH	001411M622			1/17/2012		11/5/2013	534	396					138
161	X INVESCO SMALL CAP GROWTH	001411M622			1/17/2013		11/5/2013	1,288	1,025					263
162	X INVESCO SMALL CAP GROWTH	001411M622			5/9/2013		11/5/2013	4,007	3,466					541
163	X INVESCO SMALL CAP GROWTH	001411M622			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	26,037					-922
166	X ACADIAN EMG MKTS PORT-IN	00758M162			2/29/2013		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		1/2/2014	1,423	1,408					15
170	X ARTISAN MID CAP FUND-INS	04314H600			11/5/2013		4/22/2014	6,281	6,518					-237
171	X CREDIT SUISSE COMM RETT\$	22544R105			1/23/2014		4/22/2014	5,220	4,801					419
172	X DELAWARE US GROWTH FD-1	2459117802			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

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

		Long Term CG Distributions		Short Term CG Distributions		1,509.05		1,690,629		0		1,142		1,565,257		126,514		
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		
85	MET WEST TOTAL RETURN BOND CL	592905509	112702112	9728/2012	11/15/2013	3,365	13	3,362	13	3,362	0	0	0	0	0	0	0	0
86	MET WEST TOTAL RETURN BOND CL	592905509	112702112	9728/2012	11/15/2013	36,351	0	37,645	0	37,645	-1,294	0	0	0	0	0	0	0
87	MET WEST TOTAL RETURN BOND CL	592905509	112702112	12/1/2012	11/15/2013	804	0	821	0	821	-17	0	0	0	0	0	0	-1,294
88	MET WEST TOTAL RETURN BOND CL	592905509	112702112	10/31/2013	11/15/2014	244	0	245	0	245	-1	0	0	0	0	0	0	-1
89	MET WEST TOTAL RETURN BOND CL	592905509	112702112	9/24/2012	10/1/2014	54	0	56	0	56	-2	0	0	0	0	0	0	-2
90	MET WEST TOTAL RETURN BOND CL	592905509	112702112	12/1/2013	10/1/2014	0	0	2	0	2	0	0	0	0	0	0	0	0
91	MET WEST TOTAL RETURN BOND CL	592905509	112702112	12/1/2013	10/1/2014	1	0	0	0	0	0	0	0	0	0	0	0	0
92	MET WEST TOTAL RETURN BOND CL	592905509	112702112	11/5/2013	10/1/2014	5,989	0	6,098	0	6,098	-100	0	0	0	0	0	0	0
93	ASS GLOBAL ALTERNATIVES-1	19931	1338727085	59/2013	7/35	5,935	0	6,593	0	6,593	-402	0	0	0	0	0	0	-100
94	NORTHERN MID CAP INDEX #629	665130100	9728/2012	11/15/2013	83,707	0	65,497	0	65,497	18,210	0	0	0	0	0	0	0	402
95	NORTHERN MID CAP INDEX #629	665130100	9728/2012	11/15/2013	34,329	0	31,259	0	31,259	3,073	0	0	0	0	0	0	0	3,073
96	PIMCO TOTAL RET'D DIN\$ #35	693330700	11/5/2013	10/1/2014	2,634	0	2,681	0	2,681	-27	0	0	0	0	0	0	0	-27
97	RIDGEWORTH SIXTH BD-1585.5	766210700	11/5/2013	10/1/2014	32,508	0	33,432	0	33,432	-924	0	0	0	0	0	0	0	-924
98	RIDGEWORTH SIXTH BD-1585.5	766210700	11/5/2013	10/1/2014	35,380	0	35,954	0	35,954	-674	0	0	0	0	0	0	0	-674
99	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	9/19/2013	10/1/2013	10,161	0	9,956	0	9,956	655	0	0	0	0	0	0	545
100	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	9/19/2011	11/15/2013	14,452	0	9,871	0	9,871	4,781	0	0	0	0	0	0	4,781
101	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	9/28/2012	11/15/2013	341	0	219	0	219	122	0	0	0	0	0	0	-122
102	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	12/1/2012	11/15/2013	91	0	74	0	74	17	0	0	0	0	0	0	-17
103	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/7/2013	11/15/2013	7,724	0	6,522	0	6,522	1,202	0	0	0	0	0	0	1,202
104	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/9/2013	11/15/2013	21,590	0	18,953	0	18,953	2,637	0	0	0	0	0	0	2,637
105	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/5/2013	11/15/2013	3,161	0	3,261	0	3,261	-100	0	0	0	0	0	0	-100
106	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/6/2013	11/15/2013	1,990	0	1,777	0	1,777	21	0	0	0	0	0	0	-21
107	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/7/2013	11/15/2013	13,327	0	12,370	0	12,370	957	0	0	0	0	0	0	957
108	MET WEST TOTAL RETURN BOND CL	592905509	531/2013	11/15/2013	11/15/2013	0	0	204	0	204	3	0	0	0	0	0	0	-3
109	MET WEST TOTAL RETURN BOND CL	592905509	531/2013	6/28/2013	11/15/2013	199	0	197	0	197	2	0	0	0	0	0	0	2
110	MET WEST TOTAL RETURN BOND CL	592905509	531/2013	7/31/2013	11/15/2013	236	0	235	0	235	1	0	0	0	0	0	0	1
111	MET WEST TOTAL RETURN BOND CL	592905509	8/31/2012	11/15/2013	240	0	246	0	246	5	0	0	0	0	0	0	0	5
112	MET WEST TOTAL RETURN BOND CL	592905509	9/30/2012	11/15/2013	3,161	0	3,261	0	3,261	-100	0	0	0	0	0	0	0	-100
113	MET WEST TOTAL RETURN BOND CL	592905509	9/30/2013	11/15/2013	2,555	0	2,544	0	2,544	1	0	0	0	0	0	0	0	1
114	MET WEST TOTAL RETURN BOND CL	592905509	9/16/2013	11/15/2013	15,337	0	15,033	0	15,033	134	0	0	0	0	0	0	0	134
115	MET WEST TOTAL RETURN BOND CL	592905509	9/16/2013	11/15/2013	11,19	0	12,13	0	12,13	14	0	0	0	0	0	0	0	-14
116	MET WEST TOTAL RETURN BOND CL	592905509	9/16/2013	10/31/2013	11/15/2013	11	0	36,674	0	36,674	-1,039	0	0	0	0	0	0	-1,039
117	MET WEST TOTAL RETURN BOND CL	592905509	9/16/2013	11/15/2013	32,635	0	27,22	0	27,22	25	0	0	0	0	0	0	0	25
118	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/15/2013	297	0	250	0	250	9	0	0	0	0	0	0	0	9
119	ROWE PRICE EQUITY INCOME #71	77957108	59/2013	11/26/2013	11/15/2013	259	0	13,345	0	13,345	0	0	0	0	0	0	0	0
120	ROWE PRICE SIGNATURE FUND CL	577057904	11/5/2013	11/15/2013	13,445	0	14,830	0	14,830	-77	0	0	0	0	0	0	0	-77
121	SPDR DOW JONES INDUSTRIAL RT	19853X883	9/28/2012	11/15/2013	1,613	0	24,445	0	24,445	3,778	0	0	0	0	0	0	0	3,778
122	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/15/2013	22,233	0	15,576	0	15,576	950	0	0	0	0	0	0	0	950
123	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/17/2013	16,566	0	21,799	0	21,799	417	0	0	0	0	0	0	0	417
124	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/19/2013	8,176	0	18,1	0	18,1	14	0	0	0	0	0	0	0	14
125	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/21/2013	195	0	26,073	0	26,073	568	0	0	0	0	0	0	0	568
126	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/23/2013	520	0	459	0	459	61	0	0	0	0	0	0	0	61
127	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/25/2013	2,239	0	2,285	0	2,285	-56	0	0	0	0	0	0	0	-56
128	THORNBURG INT'L VALUE FUND-CL	198521566	9/28/2012	11/27/2013	267	0	206	0	206	1	0	0	0	0	0	0	0	-1
129	VANGUARD FUND SIGN FD	922905509	11/5/2013	11/17/2013	19,141	0	30,133	0	30,133	-1,071	0	0	0	0	0	0	0	-1,071
130	VANGUARD FUND SIGN FD	922905509	11/5/2013	11/19/2013	34,195	0	21,342	0	21,342	1,631	0	0	0	0	0	0	0	1,631
131	VANGUARD 500 INDEX FUND-SIGN FD	922905509	5/18/2013	9/16/2013	5,920	0	883	0	883	-8	0	0	0	0	0	0	0	-8
132	VANGUARD 500 INDEX FUND-SIGN FD	922905509	9/20/2013	9/27/2013	3,424	0	3,296	0	3,296	126	0	0	0	0	0	0	0	126
133	VANGUARD 500 INDEX FUND-SIGN FD	922905509	9/20/2013	10/23/2013	153,902	0	125,277	0	125,277	26,225	0	0	0	0	0	0	0	26,225
134	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/16/2013	173	0	6,920	0	6,920	6	0	0	0	0	0	0	0	6
135	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/21/2013	4,332	0	8,130	0	8,130	-3,408	0	0	0	0	0	0	0	-3,408
136	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/21/2013	121	0	4,315	0	4,315	-1,311	0	0	0	0	0	0	0	-1,311
137	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/21/2013	1,237	0	4,658	0	4,658	-1,19	0	0	0	0	0	0	0	-1,19
138	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/21/2013	10,922	0	13,28	0	13,28	-2,40	0	0	0	0	0	0	0	-2,40
139	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/21/2013	111	0	113	0	113	2	0	0	0	0	0	0	0	2
140	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	11/28/2013	132	0	134	0	134	3	0	0	0	0	0	0	0	3
141	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	12/05/2013	1,154	0	1,166	0	1,166	0	0	0	0	0	0	0	0	0
142	MET WEST TOTAL RETURN BOND CL	592905509	11/16/2013	12/05/2013	160	0	184	0	184	4	0	0	0	0	0	0	0	4
143	VANGUARD 500 INDEX FUND-SIGN FD	922905509	11/16/2013	12/05/2013	180	0	186	0	186	-6	0	0	0	0</td				

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

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

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	
Savings & Temp Inv	46-6016424	VP0528308	FEDERATED TREAS OBL FD 68	10,711.80	10,711.80	
Cash	46-6016424			71.08	71.08	
			TOTAL CASH, SAVINGS, AND TEMP INV	53,350.39		
Invest - Other	46-6016424	04314H204	ARTISAN INTERNATIONAL FUND #6661.	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 APRCTN-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	66,900.83
Invest - Other	46-6016424	552983694	MFS VALUE FUND-CLASS I #893	63,981.26	1,904.77	62,783.42
Invest - Other	46-6016424	261980494	DREYFUS EMG MKT DEBT LOC C-1 #6083	50,209.27	3,571.07	50,342.38
Invest - Other	46-6016424	252028835	DRIEHAUS ACTIVE INCOME FUND	55,682.74	5,174.98	55,734.49
Invest - Other	46-6016424	339128100	JP MORGAN MID CAP VALUE-1#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	77958B402	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	78463X563	SPDR DJ WILSHIRE INTERNATIONAL REAL	49,799.86	1,166.00	49,858.75
Invest - Other	46-6016424	252645S33	DIAMOND HILL LONG-SHORT FD CL #11	29,082.62	1,261.72	27,745.20
Invest - Other	46-6016424	483438305	KALMAR 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