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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

BATEMAN P/SC FDN

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 foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 664,507J Accounting method: Cash Accrual
 Other (specify) _____

		C If exemption application is pending, check here ► <input type="checkbox"/>			
		D 1. Foreign organizations, check here ► <input type="checkbox"/>			
		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily
equal the amounts in column (a) (see instructions))

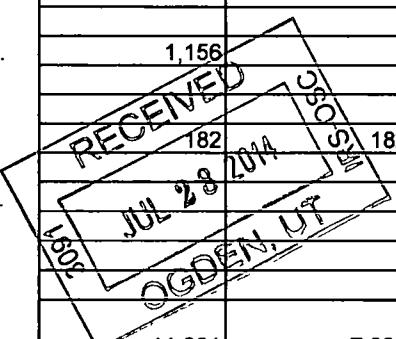
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,257	12,966		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,037			
	b Gross sales price for all assets on line 6a	232,717			
	7 Capital gain net income (from Part IV, line 2)		14,037		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	27,294	27,003	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,343	7,757		2,586
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,156			1,156
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	182			
	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.	11,681	7,939	0	3,742
	Add lines 13 through 23	26,000			26,000
	25 Contributions, gifts, grants paid	37,681	7,939	0	29,742
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,387			
	b Net investment income (if negative, enter -0-)		19,064		
	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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Assets	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	
Liabilities	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,774	24,608	24,608
	3	Accounts receivable ►			
	4	Less allowance for doubtful accounts ►			
	5	Pledges receivable ►			
	6	Less. allowance for doubtful accounts ►			
	7	Grants receivable			
	8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	9	Other notes and loans receivable (attach schedule) ►			
	10a	Less allowance for doubtful accounts ►			
	b	Investments—U S and state government obligations (attach schedule)			
	c	Investments—corporate stock (attach schedule)			
	11	Investments—corporate bonds (attach schedule)			
	12	Investments—land, buildings, and equipment, basis ►			
	13	Less. accumulated depreciation (attach schedule) ►			
	14	Investments—mortgage loans	565,689	555,019	639,899
	15	Investments—other (attach schedule) ►			
	16	Land, buildings, and equipment, basis ►			
		Less accumulated depreciation (attach schedule) ►			
		Other assets (describe ►)			
		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	590,463	579,627	664,507
Net Assets or Fund Balances	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	
		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	590,463	579,627	
	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)	590,463	579,627	
	31	Total liabilities and net assets/fund balances (see instructions)	590,463	579,627	

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	590,463
2	Enter amount from Part I, line 27a	2	-10,387
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	580,076
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	449
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	579,627

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))		
(l) FMV as of 12/31/69	(i) 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	14,037	
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	29,397	621,721	0 047283
2011	28,766	622,694	0 046196
2010	33,350	619,736	0 053813
2009	75,446	585,271	0 128908
2008	3,650	608,556	0 005998
2 Total of line 1, column (d)			2 0 282198
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 056440
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 640,021
5 Multiply line 4 by line 3			5 36,123
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 191
7 Add lines 5 and 6			7 36,314
8 Enter qualifying distributions from Part XII, line 4			8 29,742
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)

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

1c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

6a 2013 estimated tax payments and 2012 overpayment credited to 2013 199

6b Exempt foreign organizations—tax withheld at source

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

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d 199

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 ► 0

1	381
2	0
3	381
4	
5	381
6a	199
6b	
6c	
6d	
7	199
8	
9	182
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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
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

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

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

1e 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?
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*

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL
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

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*

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

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
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
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.

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 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
1b	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"/>
1c	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?	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)	
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)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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"/>				
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			
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?	<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			
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 27101	TRUSTEE	4.00	10,343	

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

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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
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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 626,587
b	Average of monthly cash balances	1b 23,181
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 649,768
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	3 649,768
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 9,747
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 640,021
6	Minimum investment return. Enter 5% of line 5	6 32,001

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 32,001
2a	Tax on investment income for 2013 from Part VI, line 5	2a 381
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 381
3	Distributable amount before adjustments Subtract line 2c from line 1	3 31,620
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 31,620
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 31,620

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 29,742
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 29,742
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 29,742

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				31,620
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				18,161
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 ► \$ 29,742				
a Applied to 2012, but not more than line 2a				18,161
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				
e Remaining amount distributed out of corpus				11,581
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				20,039
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)				
a Paid during the year See Attached Statement				
Total			► 3a	26,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount			
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					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0	27,294	0
13 Total. Add line 12, columns (b), (d), and (e)			13		27,294
(See worksheet in line 13 instructions to verify calculations)					

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	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

ROLLINS COLLEGE

Street

1000 HOLT AVE

City

WIINTER PARK

State

FL

Zip Code

32789

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

UNIVERSITY OF WEST FLORIDA

Street

11000 UNIVERSITY PARKWAY

City

PENSACOLA

State

FL

Zip Code

32514-5750

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

STETSON UNIVERSITY

Street

421 N WOODLAND BLVD

City

DELAND

State

FL

Zip Code

32723

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

BETHUNE-COOKMAN COLLEGE

Street

640 DR MARY MCLEOD BETHUNE

City

DAYTON

State

FL

Zip Code

32114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

SOUTHERN SCHOLARSHIP FOUNDATION

Street

322 STADIUM DRIVE

City

TALLAHASSEE

State

FL

Zip Code

32304

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

JACKSONVILLE UNIVERSITY

Street

2800 UNIVERSITY BLVD

City

JACKSONVILLE

State

FL

Zip Code

32211

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City GAINESVILLE	State FL	Zip Code 32604	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
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Name

BARRY UNIVERSITY

Street

11300 NE 2ND AVE

City MIAMI SHORES	State FL	Zip Code 33161	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
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Name

UNIVERSITY OF MIAMI SCHOOL OF MUSIC

Street

PO BOX 248165

City CORAL GABLES	State FL	Zip Code 33124-7610	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
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Name

ECKERD COLLEGE

Street

4200 54TH AVE SOUTH

City ST PETERBURG	State FL	Zip Code 33711	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

FLORIDA MEMORIAL COLLEGE

Street

15800 NW 42ND AVE

City MIAMI GARDENS	State FL	Zip Code 33054	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

ST. THOMAS UNIVERSITY

Street

16401 NW 37TH AVE

City MIAMI GARDENS	State FL	Zip Code 33054	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City GAINESVILLE	State FL	Zip Code 32604	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
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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
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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
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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
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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
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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

Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
								Capital Gains/Losses Other sales		232,717.0		218,680		
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
1 X KALMAR GR W/VAL SM CAP F	4834348206				2/11/2013		8/7/2013	674	742			0	132	
2 X KALMAR GR W/VAL SM CAP F	4834348305				2/11/2013		1/21/2014	748	575			0	173	
3 X KEELEY SMALL CAP VAL FD Q	4873060808				5/10/2012		12/1/2014	428	281			0	147	
4 X KEELEY SMALL CAP VAL FD Q	4873060808				12/17/2010		12/1/2014	650	421			0	229	
5 X LAUDUS MONDRIAN INT'L F/H	518855Q655				10/20/2011		8/7/2013	644	728			0	1	
6 X LAUDUS MONDRIAN INT'L F/H	518855Q655				10/20/2011		4/22/2014	10,714	12,067			0	-1,353	
7 X LAUDUS MONDRIAN INT'L F/H	518855Q655				2/14/2012		4/22/2014	205	220			0	-15	
8 X LAUDUS MONDRIAN INT'L F/H	518855Q655				7/1/2013		4/22/2014	985	962			0	-23	
9 X LAUDUS MONDRIAN INT'L F/H	518855Q655				9/24/2011		4/22/2014	645	712			0	0	
10 X LAUDUS MONDRIAN INT'L F/H	518855Q655				1/23/2014		4/22/2014	2,522	2,473			0	-49	
11 X MFS VALUE FUND-CLASS #49	5629893694				5/10/2012		7/10/2013	1,533	1,230			0	303	
12 X MFS VALUE FUND-CLASS #49	5629893694				2/11/2013		7/10/2013	5,706	5,150			0	556	
13 X VANGUARD REIT VIPER	922908553				12/17/2010		4/22/2014	360	257			0	103	
14 X ARTISAN MID CAP FUND-INS	043144H600				4/10/2012		10/9/2013	861	715			0	168	
15 X ARTISAN MID CAP FUND-INS	043144H600				1/23/2013		4/22/2014	652	657			0	0	
16 X ARTISAN MID CAP FUND-INS	043144H600				2/11/2013		4/22/2014	3,037	2,540			0	-497	
17 X CREDIT SUISSE COMM RET S	22544R305				8/26/2011		10/9/2013	6,544	8,386			0	-1,842	
18 X CREDIT SUISSE COMM RET S	22544R305				8/26/2011		4/22/2014	2,485	2,973			0	-488	
19 X DIAMOND HILL LONG-SHORT	252844S33				10/20/2011		7/10/2013	4,293	3,358			0	936	
20 X DODGE & COX INT'L STOCK F	266206103				1/4/2008		7/10/2013	2,827	3,386			0	-559	
21 X DODGE & COX INT'L STOCK F	266206103				1/4/2008		7/10/2013	2,000	2,272			0	-272	
22 X DODGE & COX INCOME FD CO	26621005				21/11/2013		7/10/2013	1,944	2,005			0	-61	
23 X DODGE & COX INCOME FD CO	26621005				21/11/2013		7/10/2013	8,837	9,128			0	-289	
24 X DODGE & COX INCOME FD CO	26621005				21/11/2013		8/7/2013	638	652			0	-16	
25 X DODGE & COX INCOME FD CO	26621005				21/11/2013		12/1/2014	1,243	1,262			0	-19	
26 X DREYFUS ENG MKT DEBT LO	261989094				8/10/2012		8/7/2013	731	731			32	0	
27 X DREYFUS ENG MKT DEBT LO	261989094				7/15/2012		10/10/2013	740	761			0	-21	
28 X DREYFUS ENG MKT DEBT LO	261989094				12/17/2010		10/10/2013	3	3			0	0	
29 X DRIEHALS ACTIVE INCOME F	2622928855				21/11/2013		12/1/2014	3,070	3,053			0	0	
30 X DRIEHALS ACTIVE INCOME F	2622928855				7/12/2013		12/1/2014	2,881	2,862			0	0	
31 X JP MORGAN MID CAP VALUE	339128100				2/11/2013		7/10/2013	1,222	1,102			0	19	
32 X JP MORGAN MID CAP VALUE	339128100				12/17/2010		7/10/2013	43	30			0	120	
33 X JP MORGAN MID CAP VALUE	339128100				12/17/2010		8/7/2013	754	732			0	13	
34 X GATEWAY FUND - Y #1986	367929884				8/10/2013		12/1/2014	716	716			0	0	
35 X GATEWAY FUND - Y #1986	367929884				21/11/2013		7/10/2013	6,585	6,507			0	0	
36 X HARBOR CAPITAL APRTN	411511504				21/11/2013		7/10/2013	12,340	11,398			0	942	
37 X HARBOR CAPITAL APRTN	411511504				5/25/2011		7/10/2013	1,222	1,102			0	110	
38 X HARBOR CAPITAL APRTN	411511504				5/25/2011		8/7/2013	574	484			0	574	
39 X HARBOR CAPITAL APRTN	411511504				5/25/2011		10/9/2013	2,580	1,986			0	604	
40 X HARBOR CAPITAL APRTN	411511504				11/2/2012		8/7/2013	813	623			0	190	
41 X HARBOR CAPITAL APRTN	411511504				5/25/2011		12/1/2014	2,658	1,917			0	741	
42 X ISHARES CORE S & P 500 ETR	464287200				5/25/2011		4/1/2014	441	303			0	144	
43 X ISHARES CORE S & P 500 ETR	464287200				8/24/2011		7/10/2013	12,935	9,132			0	3,783	
44 X MFS VALUE FUND-CLASS #18	5629893694				5/25/2011		8/7/2013	681	469			0	212	
45 X MFS VALUE FUND-CLASS #18	5629893694				5/25/2011		10/9/2013	813	623			0	222	
46 X MFS VALUE FUND-CLASS #18	5629893694				10/1/2012		7/10/2013	15,984	15,605			0	359	
47 X MFS VALUE FUND-CLASS #18	5629893694				11/1/2013		7/10/2013	6,585	6,507			0	0	
48 X DREYFUS ENG MKT DEBT LO	261989094				2/4/2011		7/10/2013	164	187			0	-37	
49 X DREYFUS ENG MKT DEBT LO	261989094				8/10/2012		10/10/2013	8,841	8,908			0	-67	
50 X ASG GLOBAL ALTERNATIVES	6389127885				7/1/2013		8/7/2013	2,999	2,395			0	-16	
51 X OPPENHEIMER DEVELOPING	6833974505				5/25/2011		7/1/2013	1,250	988			0	-31	
52 X OPPENHEIMER DEVELOPING	6833974505				10/1/2013		12/1/2014	4,517	4,296			0	0	
53 X PIMCO TOTAL RET-FD-INST #	683398100				8/10/2012		7/10/2013	3,615	3,819			0	-261	
54 X PIMCO TOTAL RET-FD-INST #	683398100				5/10/2012		4/4/2013	4,473	4,716			0	-243	
55 X PIMCO TOTAL RET-FD-INST #	683398100				5/10/2012		8/7/2013	638	664			0	-26	
56 X RIDGEWORTH SEX H/B/H #	766287845				7/1/2013		8/7/2013	632	633			0	-1	
57 X RIDGEWORTH SEX H/B/H #	766287845				7/1/2013		12/1/2014	2,528	2,528			0	-83	
58 X RIDGEWORTH SEX H/B/H #	766287845				8/7/2013		12/1/2014	827	828			0	-50	
59 X RIDGEWORTH SEX H/B/H #	766287845				8/7/2013		10/9/2013	4,517	4,296			0	0	
60 X RIDGEWORTH SEX H/B/H #	766287845				8/7/2013		12/1/2014	710	518			0	712	
61 X T ROWE PRICE SHORT TERM	77957P105				10/2/2011		7/10/2013	3,279	3,074			0	205	
62 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		8/7/2013	638	634			0	-50	
63 X SPDR DJ WILSHIRE INTERNA	784633X063				5/23/2011		7/1/2013	651	634			0	17	
64 X SPDR DJ WILSHIRE INTERNA	784633X063				5/23/2011		8/7/2013	764	714			0	-50	
65 X VANGUARD FTSE EMERGING	922042658				8/26/2011		7/1/2013	850	867			0	0	
66 X VANGUARD FTSE EMERGING	922042658				8/26/2011		12/1/2014	4,260	4,800			0	-840	
67 X VANGUARD FTSE EMERGING	922042658				8/26/2011		10/9/2013	4,400	4,935			0	-525	
68 X VANGUARD FTSE EMERGING	922042658				8/26/2011		12/1/2014	4,950	5,937			0	-987	

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Capital Gains/Losses		Cost, Other Basis and Expenses		Gross Sales		Cost, Other Basis and Expenses		Gross Sales		Net Gain or Loss	
				7,097		Other sales		218,680		232,717		0		232,717		0	
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	VANGUARD RETT. VIPER	99200B553			10/02/2013	4/22/2014	7/20/2013	720	658				0	0	62	
70	X	AQR MANAGED FUTURES ST	00210B859			7/12/2013	10/9/2013	7/10/2013	6,120	6,338				0	0	-218	
71	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2013	10/9/2013	7/10/2013	2,413	2,413				0	0	-567	
72	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	8/7/2013	7/11/2013	2,122	1,355				0	0	363	
73	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	1/21/2014	1,120	-	757				0	0	-29	
74	X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013	8/7/2013	1,788	-	1,759				0	0	29	
75	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012	8/7/2013	30	-	24				0	0	6	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,156			1,156

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

	182	182	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	182	182		

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	22
2 PY Return of Capital Adjustment	2	427
3 Total	3	449

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
1	199
2	
3	
4	
5	
6	
7	199

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	18,161
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	18,161

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 19,616.26	\$ 19,616.26
Savings & Temp Inv	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 4,992.19	\$ 4,992.19
Savings & Temp Inv	59-6149634			\$ -	\$ -
			Total Savings & Temp Inv	\$ 24,608.45	\$ 24,608.45
Invest - Other	59-6149634	04314H204	ARTISAN INTERNATIONAL FUND #661	\$ 29,218.50	\$ 19,927.02
Invest - Other	59-6149634	256210105	DODGE & COX INCOME FD COM #147	\$ 47,661.78	\$ 44,570.14
Invest - Other	59-6149634	411511504	HARBOR CAPITAL APRITION-INST #2012	\$ 44,028.75	\$ 30,200.69
Invest - Other	59-6149634	589509108	MERGER FD SH BEN INT #260	\$ 19,247.40	\$ 18,907.79
Invest - Other	59-6149634	693390700	PIMCO TOTAL RET FD-INST #35	\$ 47,582.61	\$ 45,363.89
Invest - Other	59-6149634	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$ 14,972.88	\$ 14,573.80
Invest - Other	59-6149634	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$ 30,382.41	\$ 30,444.10
Invest - Other	59-6149634	04314H600	ARTISAN MID CAP FUND-INS #1333	\$ 21,143.47	\$ 17,650.67
Invest - Other	59-6149634	315920702	FID ADV EMER MKTS INC-CLI #607	\$ 9,734.45	\$ 9,551.57
Invest - Other	59-6149634	464287200	ISHARES CORE S & P 500 ETF	\$ 12,320.10	\$ 8,594.16
Invest - Other	59-6149634	261980668	DREYFUS INTERNATL BOND FD CLI #6094	\$ 14,876.68	\$ 14,833.13
Invest - Other	59-6149634	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$ 9,708.18	\$ 9,966.11
Invest - Other	59-6149634	256206103	DODGE & COX INT'L STOCK FD #1048	\$ 30,376.89	\$ 17,193.84
Invest - Other	59-6149634	552983694	MFS VALUE FUND-CLASS I #893	\$ 29,731.65	\$ 20,357.84
Invest - Other	59-6149634	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$ 23,504.37	\$ 23,687.63
Invest - Other	59-6149634	262028855	DRIEHAUS ACTIVE INCOME FUND	\$ 26,055.15	\$ 25,682.18
Invest - Other	59-6149634	339128100	JP MORGAN MID CAP VALUE-I #758	\$ 21,921.03	\$ 15,844.41
Invest - Other	59-6149634	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	\$ 11,217.55	\$ 11,203.92
Invest - Other	59-6149634	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	\$ 16,620.84	\$ 17,318.91
Invest - Other	59-6149634	922908553	VANGUARD REIT VIPER	\$ 23,413.74	\$ 16,469.44
Invest - Other	59-6149634	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$ 11,176.62	\$ 11,669.21
Invest - Other	59-6149634	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	\$ 11,829.10	\$ 11,812.19
Invest - Other	59-6149634	77958B402	T ROWE PRICE INST FLOAT RATE #170	\$ 9,887.64	\$ 9,922.34
Invest - Other	59-6149634	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$ 32,675.77	\$ 31,033.67
Invest - Other	59-6149634	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$ 23,276.95	\$ 20,286.19
Invest - Other	59-6149634	25264S833	DIAMOND HILL LONG-SHORT FD CLI #11	\$ 13,965.05	\$ 10,107.41
Invest - Other	59-6149634	483438305	KALMAR GR W/ VAL SM CAP-INS #4	\$ 11,617.50	\$ 9,560.46
Invest - Other	59-6149634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$ 29,697.90	\$ 30,259.36
Invest - Other	59-6149634	487300808	KEELEY SMALL CAP VAL FD CLI #2251	\$ 12,053.73	\$ 8,027.23
			Total Invest-Other	\$ 639,898.69	\$ 555,019.30