Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ 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.*

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: MARIE A CARNEY TUW FBO UNIVERSITY OF WASHINGTON

A Employer identification number: 91-6249721

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 | Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town: Winston Salem | State: NC | ZIP code: 27101-3818

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,134,481

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	19,419	18,996		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93			
	b	Gross sales price for all assets on line 6a 187,801				
	7	Capital gain net income (from Part IV, line 2)		93		
	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)	628	628		
	12	**Total.** Add lines 1 through 11	20,140	19,717	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,616	12,462		4,154
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,162			1,162
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,595	321		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	27	2		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,400	12,785	0	5,341
	25	Contributions, gifts, grants paid	51,246			51,246
	26	**Total expenses and disbursements.** Add lines 24 and 25	70,646	12,785	0	56,587
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-50,506			
	b	**Net investment income** (if negative, enter -0-)		6,932		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED JUL 24 2014

RECEIVED JUL 22 2014 OGDEN, UT IRS-OSC

For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

HTA

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,135	9,314	9,314
	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)	877,103	824,236	1,125,167
	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)	884,238	833,550	1,134,481
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	884,238	833,550	
	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)	884,238	833,550	
	31	Total liabilities and net assets/fund balances (see instructions)	884,238	833,550	

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	884,238
2	Enter amount from Part I, line 27a	2	-50,506
3	Other increases not included in line 2 (itemize) ▶ UNDISTRIBUTED CTF CAPITAL GAIN	3	22
4	Add lines 1, 2, and 3	4	833,754
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	204
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	833,550

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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	93
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	55,569	1,019,779	0 054491
2011	55,394	1,004,679	0 055136
2010	58,064	1,003,546	0 057859
2009	63,891	976,262	0 065445
2008	69,300	1,062,765	0 065207

2	**Total** of line 1, column (d)	2	0 298138
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 059628
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,093,118
5	Multiply line 4 by line 3	5	65,180
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	69
7	Add lines 5 and 6	7	65,249
8	Enter qualifying distributions from Part XII, line 4	8	56,587

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	139
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	139
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	139
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 871		
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	871
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	732
11	Enter the amount of line 10 to be. **Credited to 2014 estimated tax** ▶ 139 **Refunded** ▶	11	593

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *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? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ WA			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**	X (No)
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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, I	TRUSTEE 4 00	16,616		

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	1,092,906
b	Average of monthly cash balances	1b	16,858
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,109,764
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	1,109,764
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	16,646
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,093,118
6	**Minimum investment return.** Enter 5% of line 5	6	54,656

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	54,656
2a	Tax on investment income for 2013 from Part VI, line 5	2a	139		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	139
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,517
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,517
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	54,517

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	56,587
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	56,587
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	56,587

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				54,517
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			0	
b	Total for prior years. 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 — 16,584				
b	From 2009 — 15,340				
c	From 2010 — 8,085				
d	From 2011 — 5,628				
e	From 2012 — 5,451				
f	**Total** of lines 3a through e	51,088			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 56,587				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				54,517
e	Remaining amount distributed out of corpus	2,070			
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	53,158			
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				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)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	16,584			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	36,574			
10	Analysis of line 9				
a	Excess from 2009 — 15,340				
b	Excess from 2010 — 8,085				
c	Excess from 2011 — 5,628				
d	Excess from 2012 — 5,451				
e	Excess from 2013 — 2,070				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter. **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	51,246
b *Approved for future payment*				
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			14	19,419	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	93	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	628	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		20,140	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 20,140

(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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
SVP Wells Fargo Bank N A	7/17/2014	SVP Wells Fargo Bank N A

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		7/17/2014		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

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

Recipient(s) paid during the year

Name					
UNIVERSITY OF WASHINGTON					
Street					
4311 11TH AVENUE NW, SUITE 600					
City SEATTLE		**State** WA	**Zip Code** 98105-4608	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 51,246

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	91-6249721	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	8,730 28	8,730 28
Savings & Temp Inv	91-6249721	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	559 81	559 81
			TOTAL SAVINGS & TEMP INV	9,290 09	9,290 09
Invest - Corp Stock	91-6249721	001055102	AFLAC INC	8,153 60	5,533 75
Invest - Corp Stock	91-6249721	008252108	AFFILIATED MANAGERS GROUP, INC COM	11,892 00	8,364 00
Invest - Corp Stock	91-6249721	023135106	AMAZON COM INC COM	7,603 25	4,361 50
Invest - Corp Stock	91-6249721	037833100	APPLE INC	32,454 95	12,238 00
Invest - Corp Stock	91-6249721	126650100	CVS/CAREMARK CORPORATION	16,362 00	8,993 25
Invest - Corp Stock	91-6249721	151020104	CELGENE CORP COM	14,701 00	4,011 00
Invest - Corp Stock	91-6249721	156782104	CERNER CORP COM	9,234 00	7,140 80
Invest - Corp Stock	91-6249721	235851102	DANAHER CORP	11,740 80	4,842 40
Invest - Corp Stock	91-6249721	244199105	DEERE & CO	5,600 40	5,054 40
Invest - Corp Stock	91-6249721	25243Q205	DIAGEO PLC - ADR	9,822 40	3,411 40
Invest - Corp Stock	91-6249721	268648102	E M C CORP MASS	8,772 00	4,657 59
Invest - Corp Stock	91-6249721	278865100	ECOLAB INC	10,464 00	4,633 73
Invest - Corp Stock	91-6249721	375558103	GILEAD SCIENCES INC	12,558 40	5,897 60
Invest - Corp Stock	91-6249721	437076102	HOME DEPOT INC	8,746 10	7,147 39
Invest - Corp Stock	91-6249721	459200101	INTERNATIONAL BUSINESS MACHS CORP	12,770 55	7,415 20
Invest - Corp Stock	91-6249721	461202103	INTUIT COM	8,711 25	7,074 80
Invest - Corp Stock	91-6249721	580135101	MCDONALDS CORP	11,658 70	7,362 30
Invest - Other	91-6249721	589509108	MERGER FD SH BEN INT #260	11,564 61	11,460 00
Invest - Corp Stock	91-6249721	594918104	MICROSOFT CORP	14,342 00	15,516 53
Invest - Corp Stock	91-6249721	641069406	NESTLE S A REGISTERED SHARES - ADR	8,103 90	5,284 65
Invest - Corp Stock	91-6249721	68389X105	ORACLE CORPORATION	13,081 60	10,269 97
Invest - Corp Stock	91-6249721	731068102	POLARIS INDS INC COM	10,746 40	6,984 60
Invest - Corp Stock	91-6249721	747525103	QUALCOMM INC	19,677 50	11,790 51
Invest - Corp Stock	91-6249721	806857108	SCHLUMBERGER LTD	11,170 50	8,078 39
Invest - Corp Stock	91-6249721	858912108	STERICYCLE INC COM	11,061 80	8,618 40
Invest - Corp Stock	91-6249721	883556102	THERMO FISHER SCIENTIFIC INC	17,100 00	5,428 50
Invest - Corp Stock	91-6249721	892356106	TRACTOR SUPPLY CO COM	14,456 60	2,095 71
Invest - Corp Stock	91-6249721	907818108	UNION PACIFIC CORP	18,090 85	12,035 90
Invest - Corp Stock	91-6249721	966837106	WHOLE FOODS MKT INC	10,437 00	9,278 85
Invest - Corp Stock	91-6249721	191216100	COCA COLA CO	11,829 10	10,677 77

Invest - Corp Stock	91-6249721	740189105	PRECISION CASTPARTS CORP	21,512 65	9,040 40
Invest ; Corp Stock	91-6249721	38259P706	GOOGLE INC-CL C	13,166 50	7,534 15
Invest - Other	91-6249721	81369Y605	FINANCIAL SELECT SECTOR SPDR	16,909 20	10,979 06
Invest - Corp Stock	91-6249721	30231G102	EXXON MOBIL CORPORATION	9,216 90	3,610 80
Invest - Corp Stock	91-6249721	438516106	HONEYWELL INTERNATIONAL INC	7,896 50	5,249 60
Invest - Corp Stock	91-6249721	015351109	ALEXION PHARMACEUTICALS INC	7,910 00	5,007 50
Invest - Corp Stock	91-6249721	87612E106	TARGET CORP	12,658 75	6,803 70
Invest - Other	91-6249721	315920702	FID ADV EMER MKTS INC- CL I #607	9,520 25	9,080 00
Invest - Corp Stock	91-6249721	189754104	COACH INC	4,465 00	5,893 99
Invest - Corp Stock	91-6249721	61166W101	MONSANTO CO NEW	11,070 00	9,954 80
Invest - Other	91-6249721	464287655	ISHARES RUSSELL 2000 ETF	34,153 90	16,450 00
Invest - Corp Stock	91-6249721	46625H100	JPMORGAN CHASE & CO	12,595 50	9,511 19
Invest - Other	91-6249721	46625H365	JP MORGAN ALERIAN MLP INDEX	18,180 00	14,080 48
Invest - Other	91-6249721	277923728	EATON VANCE GLOBAL MACRO - I #0088	6,925 61	7,485 60
Invest - Other	91-6249721	464287465	ISHARES MSCI EAFE ETF	40,308 80	41,020 38
Invest - Corp Stock	91-6249721	166764100	CHEVRON CORP	21,338 40	7,616 85
Invest - Other	91-6249721	262028855	DRIEHAUS ACTIVE INCOME FUND	15,693 75	15,650 00
Invest - Corp Stock	91-6249721	87817A107	TEAM HEALTH HOLDINGS INC	6,302 40	5,064 76
Invest - Other	91-6249721	464286665	ISHARES MSCI PACIFIC EX JAPAN	41,240 65	22,964 35
Invest - Other	91-6249721	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	50,602 20	27,207 95
Invest - Corp Stock	91-6249721	38259P508	GOOGLE INC	13,372 00	7,558 30
Invest - Other	91-6249721	922908553	VANGUARD REIT VIPER	4,376 40	3,145 94
Invest - Other	91-6249721	72201P522	PIMCO EM MKTS CORP BD FD INS #1948	9,091 92	9,755 12
Invest - Corp Stock	91-6249721	150870103	CELANESE CORP	6,450 15	4,732 70
Invest - Other	91-6249721	900297664	TURNER SPECTRUM FUND-INSTL #3311	9,351 22	8,830 00
Invest - Corp Stock	91-6249721	00164V103	AMC NETWORKS INC	5,253 60	5,164 83
Invest - Other	91-6249721	77958B402	T ROWE PRICE INST FLOAT RATE #170	8,598 10	8,640 00
Invest - Corp Stock	91-6249721	34964C106	FORTUNE BRANDS HOME & SECURITY	6,575 25	5,642 63
Invest - Corp Stock	91-6249721	G50871105	JAZZ PHARMACEUTICALS PLC	6,745 00	4,298 50
Invest - Other	91-6249721	06738C778	IPATH DOW JONES-UBS COMMODITY INDEX	33,631 60	34,467 73
Invest - Other	91-6249721	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	36,810 26	35,600 00
Invest - Corp Stock	91-6249721	148887102	CATAMARAN CORP	5,285 00	4,322 49
Invest - Corp Stock	91-6249721	25490A309	THE DIRECTV GROUP HOLDINGS CL A COM	1,940 00	1,545 25
Invest - Corp Stock	91-6249721	609207105	MONDELEZ INTERNATIONAL INC	9,625 50	7,400 67
Invest - Corp Stock	91-6249721	966244105	WHITEWAVE FOODS CO	7,282 47	5,194 09

Invest - Other	91-6249721 921937827	VANGUARD SHORT TERM BOND ETF	104,260 00	105,393 33
Invest - Other	91-6249721 78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	3,843 90	3,573 00
Invest - Other	91-6249721 921937819	VANGUARD INTERMEDIATE TERM B	46,156 00	48,430 21
Invest - Other	91-6249721 74925K581	ROBECO BP LNG/SHRT RES-INS	26,255 00	24,050 00
Invest - Other	91-6249721 157842105	CHAMBERS STREET PROPERTIES	9,153 25	9,333 33
Invest - Corp Stock	91-6249721 92826C839	VISA INC-CLASS A SHRS	13,169.65	3,652 47
Invest - Other	91-6249721 76628T645	RIDGEWORTH SEIX HY BD-I #5855	9,055 85	8,647 12
Invest - Corp Stock	91-6249721 45866F104	INTERCONTINENTALEXCHANGE GROUPINC	14,310 80	8,994 30
		TOTAL OTHER INVESTMENTS	1,125,167 14	824,236 46
		TOTAL ASSETS	1,134,457 23	833,526 55

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

	Amount
Long Term CG Distributions	1,588
Short Term CG Distributions	

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	187,801	187,708	93
Other sales	0	0	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
1	X	ALLERGAN INC	018490102			11/2/2012		9/11/2013	5,246	5,521				0	-275
2	X	ALLERGAN INC	018490102			1/11/2013		9/11/2013	3 497	4,148				0	651
3	X	APPLE INC	037833100			11/9/2007		6/12/2013	2,197	851				0	1,346
4	X	CELGENE CORP COM	151020104			5/20/2009		12/5/2013	816	201				0	615
5	X	CHAMBERS STREET PROPER	157842105			11/29/2007		7/8/2013	3	3				0	0
6	X	CHAMBERS STREET PROPER	157842105			11/29/2007		2/20/2014	1 019	1,025				0	-6
7	X	COMPANHIA DE BEBIDAS-PR	20441W203			1/11/2013		8/22/2013	7,483	9 394				0	-1,911
8	X	DIAMOND HILL LONG-SHORT	25264S833			11/2/2012		7/8/2013	1,470	1 279				0	191
9	X	DIAMOND HILL LONG-SHORT	25264S833			11/2/2012		7/24/2013	7,881	6,721				0	1,160
10	X	EATON VANCE GLOBAL MAC	277923728			10/25/2010		12/5/2013	2 323	2 475				0	-152
11	X	GATEWAY FUND - Y #1986	367829884			4/7/2008		7/8/2013	1,301	1,199				0	102
12	X	GATEWAY FUND - Y #1986	367829884			4/7/2008		7/24/2013	13 072	12 004				0	1,068
13	X	GILEAD SCIENCES INC	375558103			12/7/2012		7/8/2013	534	369				0	165
14	X	ISHARES MSCI BRIC ETF	464286657			3/11/2010		1/24/2014	3,626	4 802				0	-1,176
15	X	ISHARES MSCI BRIC ETF	464286657			10/25/2010		1/24/2014	1 726	2 488				0	762
16	X	ISHARES MSCI EMERGING M	464287234			11/9/2007		12/4/2013	2 066	2 572				0	-506
17	X	ISHARES MSCI EMERGING M	464287234			9/30/2008		12/4/2013	826	667				0	159
18	X	ISHARES MSCI EMERGING M	464287234			1/7/2009		12/4/2013	3 099	1,931				0	1,168
19	X	ISHARES MSCI EMERGING M	464287234			5/20/2009		12/4/2013	3,719	2,927				0	792
20	X	ISHARES MSCI EMERGING M	464287234			5/20/2009		1/24/2014	2,302	1,951				0	351
21	X	ISHARES MSCI EMERGING M	464287234			10/25/2010		1/24/2014	14,001	17 027				0	-3,026
22	X	ISHARES MSCI EMERGING M	464287234			7/1/2011		1/24/2014	2 302	2 887				0	585
23	X	ISHARES MSCI EMERGING M	464287234			12/22/2011		1/24/2014	1,918	1 918				0	0
24	X	ISHARES MSCI EAFE	464287465			1/9/2008		7/8/2013	580	765				0	185
25	X	PIMCO EMERGING LOCAL BO	72201F516			9/29/2010		7/8/2013	1 030	1 177				0	-147
26	X	PIMCO EMERGING LOCAL BO	72201F516			9/29/2010		1/24/2014	2 916	3 573				0	657
27	X	PIMCO EMERGING LOCAL BO	72201F516			9/1/2011		1/24/2014	2 114	2 621				0	507
28	X	PIMCO EMERGING LOCAL BO	72201F516			12/22/2011		1/24/2014	5 091	5 724				0	633
29	X	PRECISION CASTPARTS COR	740189105			1/15/2008		6/12/2013	1,105	613				0	492
30	X	RIDGEWORTH SEIX HY BD-I #	76628T645			9/1/2011		1/24/2014	8 643	8 388				0	255
31	X	MLN TSAR FUND LINKED BUF	78423APF3			4/24/2008		8/9/2013	45,037	50,000				0	-4 963
32	X	SPDR DJ WILSHIRE INTERNA	78463X863			12/2/2010		7/8/2013	1,600	1,588				0	12
33	X	FINANCIAL SELECT SECTOR	81369Y605			5/20/2009		7/8/2013	597	371				0	226
34	X	TARGET CORP	87612E106			3/16/2000		7/8/2013	1 417	651				0	766
35	X	THERMO FISHER SCIENTIFIC	883556102			5/20/2009		12/5/2013	2 002	724				0	1 278
36	X	TRACTOR SUPPLY CO COM	892356106			5/20/2009		7/8/2013	1 187	195				0	992
37	X	TRACTOR SUPPLY CO COM	892356106			5/20/2009		12/5/2013	1 815	244				0	1,571
38	X	VANGUARD INTERMEDIATE T	921937819			9/1/2011		2/20/2014	8,324	8 785				0	-461
39	X	VANGUARD SHORT TERM BO	921937827			8/25/2011		7/8/2013	2 396	2 456				0	-60
40	X	VANGUARD SHORT TERM BO	921937827			8/25/2011		2/20/2014	2 807	2 866				0	59
41	X	VANGUARD SHORT TERM BO	921937827			8/25/2011		2/20/2014	3,208	3,274				0	-66
42	X	VANGUARD REIT VIPER	922908553			12/2/2010		7/8/2013	1,383	1,042				0	341
43	X	VISA INC-CLASS A SHRS	92826C839			4/2/2009		7/8/2013	3,779	1,124				0	2,655
44	X	WHOLE FOODS MKT INC	966837106			1/11/2013		7/8/2013	535	442				0	93
45	X	ENSCO PLC CL A	G3157S106			1/11/2013		8/22/2013	6 240	6 703				0	463
46	X	SHORT TERM CTF GAIN (LOS								14					14
47	X	LONG TERM CTF GAIN (LOSS								8					-8

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		628	628	0
1	OTHER INCOME	628	628	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,162	0	0	1,162
	Description				
1	TAX PREP FEES	1,162			1,162

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	.	1,595	321	0	0
	Description				
1	FOREIGN TAXES PAID	321	321		
2	PY EXCISE TAX DUE	403			
3	ESTIMATED EXCISE PAYMENTS	871			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		27	2	0	25
1	ADR FEES	2	2		
2	STATE AG FEES	25			25

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

Line 3 - Other increases not included in Part III, Line 2

1	UNDISTRIBUTED CTF CAPITAL GAIN	1	22
2	Total	2	22

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

1	ROUNDING	1	5
2	MUTUAL FUND TIMING DIFFERENCE	2	3
3	PY RETURN OF CAPITAL ADJUSTMENT	3	117
4	CTF BOOK TO TAX DIFFERENCE	4	79
5	Total	5	204

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

	Amount
Long Term CG Distributions	1,568
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/3 /69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						186 233	0	0	187,708	475	0	0	0	-1 475
1	ALLERGAN INC	018490102		11/2/2012	9/11/2013	5 246		0	5 521	275	0	0	0	275
2	ALLERGAN INC	018490102		1/11/2013	9/11/2013	3 497		0	4 148	651	0	0	0	-651
3	APPLE INC	037833100		11/8/2007	8/12/2013	2,197		0	851	346	0	0	0	1 346
4	CELGENE CORP COM	151020104		5/20/2009	12/5/2013	816		0	201	615	0	0	0	615
5	CHAMBERS STREET PROPERTIES	157842105		11/29/2007	7/8/2013	3		0	3	0	0	0	0	0
6	CHAMBERS STREET PROPERTIES	157842105		11/29/2007	2/20/2014	1 019		0	1 025	-6	0	0	0	-6
7	COMPANHIA DE BEBIDAS-PRF ADR	20441W203		1/11/2013	8/22/2013	7,483		0	9 394	1,911	0	0	0	1,911
8	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		11/2/2012	7/8/2013	1 470		0	1 279	191	0	0	0	91
9	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		11/2/2012	7/24/2013	7,881		0	6,721	1,160	0	0	0	1,160
10	EATON VANCE GLOBAL MACRO I #00	277923728		10/25/2010	12/5/2013	2,323		0	2 475	152	0	0	0	52
11	GATEWAY FUND Y #1986	367829884		4/7/2006	7/8/2013	1,301		0	1,199	102	0	0	0	102
12	GATEWAY FUND - Y #1986	367829884		4/7/2006	7/24/2013	13 072		0	12 004	1 068	0	0	0	1 068
13	GILEAD SCIENCES INC	375558103		12/7/2012	7/8/2013	534		0	369	165	0	0	0	65
14	ISHARES MSCI BRIC ETF	464286657		3/11/2010	1/24/2014	3 626		0	4 802	1 176	0	0	0	1, 76
15	ISHARES MSCI BRIC ETF	464286657		10/25/2010	1/24/2014	1,726		0	2 488	762	0	0	0	762
16	ISHARES MSCI EMERGING MARKETS	464287234		11/8/2007	12/4/2013	2,066		0	2,572	506	0	0	0	506
17	ISHARES MSCI EMERGING MARKETS	464287234		9/30/2008	12/4/2013	826		0	667	159	0	0	0	159
18	ISHARES MSCI EMERGING MARKETS	464287234		1/7/2009	12/4/2013	3,099		0	,931	1,168	0	0	0	1,168
19	ISHARES MSCI EMERGING MARKETS	464287234		5/20/2009	12/4/2013	3,719		0	2 927	792	0	0	0	792
20	ISHARES MSCI EMERGING MARKETS	464287234		5/20/2009	1/24/2014	2,302		0	1,951	351	0	0	0	351
21	ISHARES MSCI EMERGING MARKETS	464287234		10/25/2010	1/24/2014	14 001		0	17 027	3 026	0	0	0	-3 026
22	ISHARES MSCI EMERGING MARKETS	464287234		7/1/2011	1/24/2014	2 302		0	2 887	585	0	0	0	585
23	ISHARES MSCI EMERGING MARKETS	464287234		12/22/2011	1/24/2014	1 918		0	1 918	0	0	0	0	0
24	ISHARES MSCI EAFE	464287465		1/9/2008	7/8/2013	580		0	765	185	0	0	0	,85
25	PIMCO EMERGING LOCAL BOND IS #33	72201F516		9/29/2010	7/8/2013	1,030		0	177	147	0	0	0	'47
26	PIMCO EMERGING LOCAL BOND IS #33	72201F516		9/29/2010	1/24/2014	2 916		0	3 573	657	0	0	0	-657
27	PIMCO EMERGING LOCAL BOND IS #33	72201F516		9/1/2011	1/24/2014	2,114		0	2 621	507	0	0	0	-507
28	PIMCO EMERGING LOCAL BOND IS #33	72201F516		12/22/201 ,	1/24/2014	5,091		0	5 724	633	0	0	0	-633
29	PRECISION CASTPARTS CORP	740189105		1/15/2008	8/12/2013	1,105		0	613	492	0	0	0	492
30	RIDGEWORTH SEIX HY BD-I #5855	766287645		9/1/2011	1/24/2014	8 643		0	8,388	255	0	0	0	255
31	MLN TSAR FUND LINKED BUFFER 8/09	78423APF3		4/24/2008	8/9/2013	45,037		0	50 000	4 963	0	0	0	-4 963
32	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		12/2/2010	7/8/2013	1,600		0	1 588	12	0	0	0	12
33	FINANCIAL SELECT SECTOR SPDR	81369Y605		5/20/2009	7/8/2013	597		0	371	226	0	0	0	226
34	TARGET CORP	87612E106		3/16/2000	7/8/2013	1,417		0	651	766	0	0	0	766
35	THERMO FISHER SCIENTIFIC INC	883556102		5/20/2009	12/5/2013	2 002		0	724	1 278	0	0	0	,278
36	TRACTOR SUPPLY CO COM	892356106		5/20/2009	7/8/2013	1,187		0	195	992	0	0	0	992
37	TRACTOR SUPPLY CO COM	892356106		5/20/2009	12/5/20'3	1,815		0	244	1,571	0	0	0	1,571
38	VANGUARD INTERMEDIATE TERM B	921937819		9/1/2011	2/20/2014	8 324		0	8,785	461	0	0	0	-461
39	VANGUARD SHORT TERM BOND ETF	921937827		8/25/2011	7/8/2013	2,396		0	2 456	-60	0	0	0	-60
40	VANGUARD SHORT TERM BOND ETF	921937827		8/25/2011	2/20/2014	2,807		0	2 866	59	0	0	0	59
41	VANGUARD SHORT TERM BOND ETF	921937827		8/25/2011	2/20/2014	3 208		0	3 274	-66	0	0	0	-66
42	VANGUARD REIT VIPER	922908553		12/2/2010	7/8/2013	1,383		0	1,042	341	0	0	0	341
43	VISA INC-CLASS A SHRS	92826C839		4/2/2009	7/8/2013	3 779		0	1 124	2 655	0	0	0	2,655
44	WHOLE FOODS MKT INC	966837106		1/11/2013	7/8/2013	535		0	442	93	0	0	0	93
45	ENSCO PLC-CL A	G31575106		1/11/2013	8/22/2013	6 240		0	6 703	-463	0	0	0	-463
46	SHORT TERM CTF GAIN (LOSS)								14	,4	0	0	0	14
47	LONG TERM CTF GAIN (LOSS)								8	8	0	0	0	-8

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

	Name	Check "X" If Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										16,616	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101 3818		TRUSTEE	4 00	16 616		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	9/9/2013	2	218
3	Second quarter estimated tax payment	10/9/2013	3	218
4	Third quarter estimated tax payment	1/9/2014	4	218
5	Fourth quarter estimated tax payment	4/10/2014	5	217
6	Other payments		6	
7	Total		7	871