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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>BROWN, CHARLOTTE L. T/U/W</b>			A Employer identification number <b>94-6469205</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>8,720,523</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	298,289	292,920		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	151,034			
	b Gross sales price for all assets on line 6a <b>1,340,501</b>				
	7 Capital gain net income (from Part IV, line 2)		151,034		
	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)	79,373	78,459			
12 Total. Add lines 1 through 11	528,696	522,413	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	91,251	68,438		22,813
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,704			3,704
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,709	4,424		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,870	5,860		10
	24 Total operating and administrative expenses. Add lines 13 through 23	108,534	78,722	0	26,527
	25 Contributions, gifts, grants paid	343,669			343,669
26 Total expenses and disbursements. Add lines 24 and 25	452,203	78,722	0	370,196	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	76,493				
b Net investment income (if negative, enter -0-)		443,691			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing					
	<b>2</b> Savings and temporary cash investments	49,926	30,997	30,997		
	<b>3</b> Accounts receivable					
	Less: allowance for doubtful accounts					
	<b>4</b> Pledges receivable					
	Less: allowance for doubtful accounts					
	<b>5</b> Grants receivable					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	<b>7</b> Other notes and loans receivable (attach schedule)					
	Less: allowance for doubtful accounts					
	<b>8</b> Inventories for sale or use					
	<b>9</b> Prepaid expenses and deferred charges					
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule)					
	<b>c</b> Investments—corporate bonds (attach schedule)					
	<b>11</b> Investments—land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
	<b>12</b> Investments—mortgage loans					
	<b>13</b> Investments—other (attach schedule)	7,025,773	7,091,615	8,689,526		
	<b>14</b> Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
	<b>15</b> Other assets (describe)					
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,075,699	7,122,612	8,720,523		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses					
	<b>18</b> Grants payable					
	<b>19</b> Deferred revenue					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule)					
	<b>22</b> Other liabilities (describe)					
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22)	0	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted					
	<b>25</b> Temporarily restricted					
	<b>26</b> Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds	7,075,699	7,122,612			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions)	7,075,699	7,122,612			
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)	7,075,699	7,122,612			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	7,075,699
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	76,493
<b>3</b> Other increases not included in line 2 (itemize)	<b>3</b>	1,363
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	7,153,555
<b>5</b> Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	<b>5</b>	30,943
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	7,122,612

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

<b>2</b>	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	151,034
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

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

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

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

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

☐ 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	381,890	8,028,921	0.047564
2011	420,072	7,954,981	0.052806
2010	364,509	7,922,195	0.046011
2009	270,958	7,345,971	0.036885
2008	346,769	7,484,641	0.046331

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.229597
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.045919
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	8,414,635
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	386,392
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	4,437
<b>7</b>	Add lines 5 and 6	<b>7</b>	390,829
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	370,196

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	8,874	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	8,874	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	8,874	
<b>6</b>	Credits/Payments:			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	2,783	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	13,250	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	16,033	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	7,159	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 7,159 <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

<b>1a</b>	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?	<b>Yes</b>	<b>No</b>
<b>1a</b>			X
<b>b</b>	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1b</b>			
<b>c</b>	Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>1c</b>			
<b>d</b>	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b>	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>2</b>			
<b>3</b>	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>3</b>			
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4a</b>			
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>4b</b>			
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>5</b>			
<b>6</b>	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>6</b>			
<b>7</b>	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>7</b>			
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
<b>b</b>	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>8b</b>			
<b>9</b>	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>9</b>			
<b>10</b>	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
<b>10</b>			

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	91,251		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
<b>Total. Add lines 1 through 3</b>	► 0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,433,125
<b>b</b>	Average of monthly cash balances	<b>1b</b>	109,652
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,542,777
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,542,777
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	128,142
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,414,635
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	420,732

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	420,732
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	8,874
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	8,874
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	411,858
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	411,858
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	411,858

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	370,196
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	370,196
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	370,196

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				411,858
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			128,586	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 370,196				
<b>a</b> Applied to 2012, but not more than line 2a			128,586	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				241,610
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				170,248
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

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

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

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	<b>343,669</b>
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>

Enter gross amounts unless otherwise indicated.

Part XIV-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	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities . . . . .			14	299,200	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	151,034	
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue: <b>a</b> <u>OTHER TAXABLE INCOME</u>			01	79,373	
<b>b</b> <u>FROM PARTNERSHIP K-1</u>	900099	914	01	73,220	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .		914		602,827	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13	603,741

(See worksheet in line 13 instructions to verify calculations )

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.)
---------------	---

[illegible]

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




Exempt Organizations		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

**b** If "Yes," complete the following schedule

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

<b>Sign Here</b>	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)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 SVP Wells Fargo Bank N.A. Signature of officer or trustee		12/8/2014 Date	 SVP Wells Fargo Bank N.A. Title				
<b>Paid Preparer Use Only</b>	Pnnt/Type preparer's name		Preparer's signature		Date		Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO				12/8/2014			P01251603
	Firm's name ▶ PncewaterhouseCoopers, 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

AMERICAN CANCER SOCIETY

Street

P O BOX 720366

City

OKLAHOMA CITY

State

OK

Zip Code

73162

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

171,835

Name

AMERICAN HEART ASSOCIATION

Street

1710 GILBRETH RD

City

BURLINGAME

State

CA

Zip Code

94010

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

171,835

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Short Term CG Distributions		Totals										Net Gain or Loss	
		Short Term CG Distributions		Amount		Short Term CG Distributions		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
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	ISHARES IBOXX \$ INVESTMENT	464287242			9/17/2007		10/7/2013	49,490	45,547				0	3,943				
2	X	IVY ASSET STRATEGY FUND	468001864			1/17/2013		10/7/2013	10,868	10,000				0	868				
3	X	JP MORGAN CHASE 7% SERI	468230200			5/20/2010		5/8/2013	25,000	24,330				0	670				
4	X	JP MORGAN CHASE & CO	46825H100			4/3/2014		4/3/2014	5,947	5,276				0	1,871				
5	X	JP MORGAN CHASE & CO	46825H100			11/11/2009		6/1/2013	8,155	5,967				0	2,188				
6	X	PIMCO EMERG MKTS BD-INS	693391559			10/14/2010		6/1/2013	24,763	25,000				0	-237				
7	X	PIMCO EMERG MKTS BD-INS	683391559			10/15/2010		6/1/2013	24,806	25,000				0	-194				
8	X	DIV CAP DIVERSIFIED PROPE	25537M100			11/29/2007		3/31/2014	2,464	2,607				0	-143				
9	X	ORIEHAUS ACTIVE INCOME F	262028855			1/17/2013		1/10/2014	10,019	10,000				0	19				
10	X	EATON VANCE GLOBAL MACI	277923728			1/17/2013		1/10/2014	9,505	10,000				0	-495				
11	X	INTERNATIONAL BUSINESS M	459200101			9/17/2007		1/10/2014	18,678	11,514				0	7,164				
12	X	ISHARES TR MSCI EMERGIN	464287234			2/8/2008		6/1/2013	57,496	63,748				0	-6,252				
13	X	WALT DISNEY CO	254687106			11/11/2009		1/10/2014	18,782	7,330				0	11,452				
14	X	ISHARES TR MSCI EMERGIN	464287234			2/28/2007		6/1/2013	1,656	1,542				0	114				
15	X	ISHARES IBOXX \$ INVESTME	464287242			3/12/2012		6/1/2013	39,435	43,439				0	-4,004				
16	X	ISHARES EMERG MKTS BD-INS	693391559			1/11/2008		10/7/2013	7,265	6,803				0	462				
17	X	PIMCO EMERG MKTS BD-INS	683391559			12/7/2011		6/1/2013	50,976	50,000				0	976				
18	X	PIMCO COMMODITY REAL RE	722005967			12/19/2012		8/6/2013	20,958	25,000				0	-4,042				
19	X	PIMCO EMERGING LOCAL BO	72201F516			9/12/2011		6/1/2013	48,787	50,000				0	-3,203				
20	X	PIMCO EMERGING LOCAL BO	72201F516			3/12/2012		6/1/2013	48,743	50,000				0	-1,257				
21	X	POWERSHARES DB COMMOD	73935S105			10/2/2012		12/20/2013	12,830	13,196				0	-366				
22	X	POWERSHARES DB COMMOD	73935S105			10/2/2012		12/20/2013	12,880	12,880				0	-50				
23	X	PRINCIPAL INV RIE SEC-IS FL	74253Q580			8/27/2013		1/10/2014	22,280	25,000				0	-2,720				
24	X	PUBLIC SVC ENTERPRISE GR	744573106			11/11/2009		12/20/2013	31,801	31,319				0	482				
25	X	TJX COS INC NEW	872540109			9/20/2011		11/10/2014	18,947	7,394				0	8,553				
26	X	TEVA PHARMACEUTICAL IND	881624209			10/14/2010		8/20/2013	19,593	27,034				0	-7,441				
27	X	TEVA PHARMACEUTICAL IND	881624209			3/24/2011		8/20/2013	9,797	12,600				0	-2,803				
28	X	TEVA PHARMACEUTICAL IND	881624209			5/29/2012		8/20/2013	9,797	11,200				0	-1,403				
29	X	TEVA PHARMACEUTICAL IND	881624209			5/29/2012		8/20/2013	9,797	9,642				0	155				
30	X	THERMO FISHER SCIENTIFIC	883556102			2/8/2012		4/3/2014	30,277	13,900				0	16,377				
31	X	UNION PACIFIC CORP	807818108			11/12/2008		4/3/2014	18,867	6,037				0	12,830				
32	X	VANGUARD GNMA FUND-AON	922031784			6/7/2012		5/30/2013	95,942	100,000				0	-4,058				
33	X	VANGUARD GNMA FUND-AON	922031784			6/21/2012		5/30/2013	20,362	21,147				0	-785				
34	X	VANGUARD GNMA FUND-AON	922031784			5/24/2012		6/12/2013	47,873	50,000				0	-2,127				
35	X	VANGUARD GNMA FUND-AON	922031784			6/21/2012		6/12/2013	47,873	50,000				0	-2,127				
36	X	VANGUARD GNMA FUND-AON	922031784			6/21/2012		6/12/2013	3,689	3,853				0	-164				
37	X	VERIZON COMMUNICATIONS	92343V104			2/25/2014		3/4/2014	0	0				0	0				
38	X	VERIZON COMMUNICATIONS	92343V104			2/25/2014		3/4/2014	1,244	1,251				0	-7				
39	X	VODAFONE GROUP PLC-SP A	92857N308			11/15/2011		2/28/2014	38	48				0	-10				
40	X	VODAFONE GROUP PLC-SP A	92857N308			11/15/2011		4/3/2014	3,262	4,736				0	-1,474				
41	X	AGR MANAGED FUTURES STI	00203H859			10/7/2013		4/3/2014	10,040	10,000				0	40				
42	X	AGR MANAGED FUTURES STI	00203H859			4/9/2010		4/3/2014	14,295	15,000				0	-705				
43	X	ABBOTT LABS	002824100			6/27/2013		6/27/2013	17,630	12,632				0	4,998				
44	X	ABBVIE INC	00287Y109			4/9/2010		6/27/2013	21,495	13,688				0	7,797				
45	X	ALLIANZ SE	018805200			5/27/2010		6/15/2013	25,000	24,550				0	450				
46	X	APPLE INC	037833100			12/30/2011		11/10/2014	26,586	20,270				0	6,316				
47	X	APPLE INC	037833100			5/14/2010		4/3/2014	13,464	6,274				0	7,180				
48	X	CHAMBERS STREET PROPER	157842105			8/28/2004		6/27/2013	53,571	39,769				0	13,802				
49	X	CHAMBERS STREET PROPER	157842105			6/28/2004		7/6/2013	73,255	67,020				0	6,235				
50	X	CHAMBERS STREET PROPER	157842105			9/17/2013		11/10/2014	38,864	33,921				0	4,943				
51	X	CHAMBERS STREET PROPER	157842105			9/17/2007		12/20/2013	12,259	9,116				0	3,143				
52	X	CHEVRON CORP	166764100			8/17/2007		11/10/2014	12,091	9,116				0	2,975				
53	X	CHEVRON CORP	166764100			12/22/2011		6/15/2013	25,000	27,064				0	-2,064				
54	X	CONSTELLATION ENERGY GR	210387205			3/28/2012		10/7/2013	1,832	25,000				0	4,404				
55	X	DIAMOND HILL LONG-SHORT	25264S833												1,832				
56	X	UT CAPITAL GAIN DIVIDENDS								1,430					-1,430				
57	X	SECTION 1296 LOSS FROM PI								14					-14				
58	X	SIT LOSS FROM PARTNERSH								12					-12				
59	X	SIT LOSS FROM PARTNERSH													27,028				
60	X	UT LOSS FROM PARTNERSH								239					-239				
61	X	UT LOSS FROM PARTNERSH																	



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

		79,373	78,459	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER TAXABLE INCOME	5,256	5,256	
2	FROM PARTNERSHIP K-1	73,203	73,203	
3	UBTI INCOME	914		

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

		3,704	0	0	3,704
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	3,704			3,704

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

		7,709	4,424	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,424	4,424		
2	PY EXCISE TAX DUE	502			
3	ESTIMATED EXCISE PAYMENTS	2,783			

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

		5,870	5,860	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	113	113		
2	PARTNERSHIP EXPENSES	5,747	5,747		
3	STATE AG FEES	10			10

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	1,363
2	Total	2	1,363

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

1	PARTNERSHIP INCOME ADJUSTMENT	1	27,713
2	PY RETURN OF CAPITAL ADJUSTMENT	2	291
3	Cost Basis Adjustment	3	2,939
4	Total	4	30,943

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

Long Term CG Distributions		Amount	41,681	0	1,298,820	0	0	1,189,467	109,353	0	0	0	0	109,353	Gain Minus Excess of FMV Over Adjusted Basis or Loss
Short Term CG Distributions		Amount	0	0	0	0	0	0	0	0	0	0	0	0	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	0	0
1 ISHARES BOX \$ INVESTMENT	46287242		8/17/2007	10/7/2013	48,180			15,547	3,943					3,943	
2 IVY ASSET STRATEGY FUND CLASS I#	460001684		11/17/2013	10/7/2013	10,988			10,988	0					0	
3 JP MORGAN CHASE 7% SERIES	466230200		5/20/2010	5/20/2013	25,000			25,000	0					0	
4 JPMORGAN CHASE & CO	46625H100		4/9/2010	4/30/2014	6,947			6,947	0					0	
5 JPMORGAN CHASE & CO	46625H100		11/11/2009	4/30/2014	6,155			6,155	0					0	
6 PIMCO EMERG MKTS BD-INST #137	693391559		10/14/2010	6/17/2013	24,763			25,000	237					237	
7 PIMCO EMERG MKTS BD-INST #137	693391559		10/15/2010	6/17/2013	24,763			25,000	237					237	
8 DIV CAP DIVERSIFIED PROPERTY FD	025557M100		11/29/2007	3/31/2014	2,164			2,807	-643					-643	
9 DRIEHAUS ACTIVE INCOME FUND	262028655		11/17/2013	11/02/2014	10,019			10,000	19					19	
10 EATON VANCE GLOBAL MACRO - 18008	277623728		11/17/2013	11/02/2014	9,505			10,000	-495					-495	
11 INTERNATIONAL BUSINESS MACHS CO	459200101		11/17/2013	11/02/2014	18,678			11,514	7,164					7,164	
12 ISHARES TR MSCI EMERGING MARKET	464287234		2/8/2008	6/17/2013	57,498			63,746	-6,252					-6,252	
13 WALT DISNEY CO	254687106		11/11/2009	11/02/2014	18,782			7,330	11,452					11,452	
14 ISHARES TR MSCI EMERGING MARKET	464287234		2/8/2007	6/17/2013	1,568			1,542	26					26	
15 ISHARES TR MSCI EMERGING MARKET	464287234		3/12/2012	6/17/2013	39,438			43,439	-4,001					-4,001	
16 ISHARES BOX \$ INVESTMENT	46287242		11/17/2008	10/7/2013	7,955			6,603	1,352					1,352	
17 PIMCO EMERG MKTS BD-INST #137	693391559		12/17/2011	6/17/2013	50,176			50,000	176					176	
18 PIMCO EMERGING LOCAL BOND IS #3372201518	722005697		12/19/2012	8/22/2013	20,958			20,958	0					0	
19 PIMCO EMERGING LOCAL BOND IS #3372201518	722005697		9/12/2011	6/17/2013	46,797			50,000	-3,203					-3,203	
20 PIMCO EMERGING LOCAL BOND IS #3372201518	722005697		12/17/2011	6/17/2013	48,743			50,000	-1,257					-1,257	
21 POWERSHARES DB COMMODITY INDE	739355105		10/22/2012	12/20/2013	12,630			13,768	-1,138					-1,138	
22 POWERSHARES DB COMMODITY INDE	739355105		10/22/2012	12/20/2013	12,630			12,600	30					30	
23 PRINCIPAL INV R/E SEC-IS FUND 4834	742530580		11/11/2009	11/02/2014	22,780			25,000	-2,220					-2,220	
24 PUBLIC SVC ENTERPRISE GROUP INC	744573106		11/11/2009	12/20/2013	31,601			31,318	283					283	
25 TJX COS INC NEW	872540109		9/20/2011	11/02/2014	15,947			7,394	8,553					8,553	
26 TEVA PHARMACEUTICAL INDUSTRIES	881624109		10/14/2010	8/20/2013	19,593			27,034	-7,441					-7,441	
27 TEVA PHARMACEUTICAL INDUSTRIES	881624109		3/27/2011	8/20/2013	9,797			11,200	-1,403					-1,403	
28 TEVA PHARMACEUTICAL INDUSTRIES	881624109		3/12/2012	8/20/2013	9,797			9,642	155					155	
29 TEVA PHARMACEUTICAL INDUSTRIES	881624109		5/29/2012	8/20/2013	9,797			13,900	-4,103					-4,103	
30 THERMO FISHER SCIENTIFIC INC	883556102		2/8/2012	4/30/2014	30,777			30,777	0					0	
31 UNION PACIFIC CORP	907818106		11/17/2008	4/30/2014	18,987			6,037	12,950					12,950	
32 VANGUARD GNMA FUND-ADM #0536	922031794		6/7/2012	5/30/2013	95,942			100,000	-4,058					-4,058	
33 VANGUARD GNMA FUND-ADM #0536	922031794		6/7/2012	5/30/2013	20,982			21,147	-165					-165	
34 VANGUARD GNMA FUND-ADM #0536	922031794		5/22/2012	6/12/2013	47,673			50,000	-2,327					-2,327	
35 VANGUARD GNMA FUND-ADM #0536	922031794		5/24/2012	6/12/2013	47,673			50,000	-2,327					-2,327	
36 VANGUARD GNMA FUND-ADM #0536	922031794		6/21/2012	6/12/2013	3,688			3,853	-165					-165	
37 VERIZON COMMUNICATIONS	92343Y104		2/25/2014	3/4/2014	0			0	0					0	
38 VERIZON COMMUNICATIONS	92343Y104		2/25/2014	4/30/2014	1,244			1,251	-7					-7	
39 VODAFONE GROUP PLC-SP ADR	92857W308		11/15/2011	2/29/2014	38			48	-10					-10	
40 VODAFONE GROUP PLC-SP ADR	92857W308		11/15/2011	4/30/2014	3,282			4,736	-1,454					-1,454	
41 AGR MANAGED FUTURES STR-I#1521	00203H859		10/7/2013	4/30/2014	10,040			10,000	40					40	
42 AGR MANAGED FUTURES STR-I#1521	00203H859		11/02/2014	4/30/2014	14,265			15,000	-735					-735	
43 ABBOTT LABS	002824100		4/9/2010	6/27/2013	17,630			12,632	4,998					4,998	
44 ABBV INC	002871109		5/27/2010	6/15/2013	21,685			13,688	7,997					7,997	
45 ALLIANT SE	016805200		12/30/2011	11/02/2014	25,000			24,500	500					500	
46 APPLE INC	037633100		5/14/2010	4/30/2014	28,586			20,270	8,316					8,316	
47 APPLE INC	037633100		6/28/2004	6/27/2013	13,464			6,274	7,190					7,190	
48 CHAMBERS STREET PROPERTIES	157842105		6/28/2004	7/8/2013	53,571			39,769	13,802					13,802	
49 CHAMBERS STREET PROPERTIES	157842105		6/28/2004	7/8/2013	3			2	1					1	
50 CHAMBERS STREET PROPERTIES	157842105		6/28/2004	7/8/2013	73,255			87,020	-4,765					-4,765	
51 CHAMBERS STREET PROPERTIES	157842105		6/28/2004	11/02/2014	38,664			33,921	4,743					4,743	
52 CHEVRON CORP	168764100		9/17/2007	12/20/2013	12,259			9,116	3,143					3,143	
53 CONSTELLATION ENERGY GRP	210387205		12/22/2011	6/15/2013	25,000			27,064	-2,064					-2,064	
54 DIAMOND HILL LONG-SHORT FD CL I#	252845833		3/29/2012	10/7/2013	29,404			25,000	4,404					4,404	
55 UT CAPITAL GAIN DIVIDENDS FROM P4					1,632			1,430	202					202	
56 UT CAPITAL GAIN DIVIDENDS FROM P4								14	-14					-14	
57 SECTION 1256 LOSS FROM PARTNERSHIP								12	-12					-12	
58 SIT LOSS FROM PARTNERSHIP								0	0					0	
59 SIT LOSS FROM PARTNERSHIP								0	0					0	
60 UT GAIN FROM PARTNERSHIP								239	-239					-239	
61 UT LOSS FROM PARTNERSHIP								0	0					0	

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
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	91,251		
										91,251	0	0

**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	2 696
3 Second quarter estimated tax payment . . . . .	10/9/2013	3 696
4 Third quarter estimated tax payment . . . . .	1/9/2014	4 696
5 Fourth quarter estimated tax payment . . . . .	4/10/2014	5 695
6 Other payments . . . . .		6
7 Total . . . . .		7 2,783



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

<b>1</b>	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	<b>1</b>	<u>128,586</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	<u>128,586</u>

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	94-6469205	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	21,330.56	21,330.56	21,330.56
Savings & Temp Inv	94-6469205	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	9,666.49	9,666.49	9,666.49
				30,997.05	30,997.05	30,997.05
Invest - US & State	94-6469205	GTYY995004	ASGI AGILITY INCOME FUND	102,998.21	95.87	101,698.14
Invest - US & State	94-6469205	GTYY995004	ASGI AGILITY INCOME FUND	2,112.09	1.97	2,078.01
Invest - Other	94-6469205	411511306	HARBOR INTERNATIONAL FD INST #2011	149,038.26	2,030.49	125,000.00
Invest - Other	94-6469205	413838202	OAKMARK INTERNATIONAL FD #109	144,611.92	5,400.00	125,000.00
Invest - Other	94-6469205	779572106	T ROWE PRICE SMALL CAP STOCK #65	55,074.70	1,260.58	50,000.00
Invest - Other	94-6469205	922908827	VANGUARD SMALL CAP GRWTH INDX #861	88,653.77	2,638.51	60,000.00
Invest - Other	94-6469205	81369Y803	AMEX TECHNOLOGY SELECT SPDR	54,675.00	1,500.00	48,789.45
Invest - Other	94-6469205	81369Y886	AMEX UTILITIES SPDR	43,210.00	1,000.00	32,221.45
Invest - Other	94-6469205	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	198,312.13	19,442.37	199,709.49
Invest - Other	94-6469205	76628T678	RIDGEWORTH SEIX FLOATING CL I #5203	151,002.23	16,703.79	149,720.05
Invest - Other	94-6469205	46428T804	ISHARES CORE S&P SMALL-CAP E	160,695.00	1,500.00	106,941.46
Invest - Other	94-6469205	583992029	BLACKROCK FULTON STREET FD LP CL B15	163,300.00	230.00	230,000.00
Invest - Other	94-6469205	46625H365	JP MORGAN ALERIAN MLP INDEX	121,200.00	2,500.00	93,120.78
Invest - Other	94-6469205	46428T507	ISHARES CORE S&P MIDCAP ETF	270,600.00	2,000.00	175,020.90
Invest - Other	94-6469205	003021714	ABERDEEN EMERG MARKETS-INST #5840	105,966.10	7,116.60	105,326.68
Invest - Other	94-6469205	46428T481	ISHARES RUSSELL MID-CAP GROWTH	63,382.50	750.00	44,833.90
Invest - Other	94-6469205	339128100	JP MORGAN MID CAP VALUE-I #758	92,205.20	2,548.51	74,821.50
Invest - Other	94-6469205	04314H808	ARTISAN INTL SMALL CAP FD-IV #1465	80,117.68	2,949.84	70,000.00
Invest - Other	94-6469205	46428T242	ISHARES IBOX \$ INVESTMENT	236,300.00	2,000.00	208,914.50
Invest - Other	94-6469205	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	33,747.77	1,120.07	25,000.00
Invest - Other	94-6469205	936793884	WASATCH EMERGING MKT S/C FD	47,819.01	18,321.46	47,690.76
Invest - Other	94-6469205	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	24,255.59	2,203.05	25,000.00
Invest - Other	94-6469205	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	211,521.79	16,208.57	187,394.00
Invest - Other	94-6469205	543495840	LOOMIS SAYLES BOND FD INSTL #1162	51,385.22	3,298.15	50,000.00
Invest - Other	94-6469205	74253Q747	PRINCIPAL MIDCAP FD-IN #4749	92,715.79	4,527.14	72,998.65
Invest - Other	94-6469205	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	30,600.00	750.00	28,673.25
Invest - Other	94-6469205	89155H256	TOUCHSTONE SMALL CAP CORE-IN #555	63,407.09	3,046.95	50,389.69
Invest - Other	94-6469205	922908553	VANGUARD REIT VIPER	54,705.00	750.00	50,852.45
Invest - Other	94-6469205	88019R690	TEMPLETON EMER MKT S/C-ADV #626	25,274.96	2,115.06	25,000.00
Invest - Other	94-6469205	358992014	FSP GALLERIA NORTH CORP *CH*	63,000.00	1.00	97,672.73
Invest - Other	94-6469205	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	279,322.65	34,526.90	275,000.00
Invest - Other	94-6469205	88019R641	TEMPLETON FRONTIER MARKET-AD #674	29,772.92	1,598.12	24,870.04
Invest - Other	94-6469205	25537M100	DIV CAP DIVERSIFIED PROPERTY FD CL E	34,623.22	4,965.33	36,588.12
Invest - Other	94-6469205	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	117,464.53	3,179.01	110,000.00
Invest - Other	94-6469205	61760X836	MORGAN STANLEY INS FR EMG-I	30,430.32	1,463.70	25,000.00
Invest - Other	94-6469205	90267B682	ETRACS ALERIAN MLP UBS AG LDN BR ETN	30,490.00	1,000.00	28,181.00

Invest - Other	94-6469205	74253Q416	PRINCIPAL PREFERRED SEC-INS #4929	285,462.47	27,607.59	275,000.00
Invest - Other	94-6469205	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	42,710.00	1,000.00	39,454.50
Invest - Other	94-6469205	74925K581	ROBEKO BP LNG/SHRT RES-INS	25,891.01	1,778.23	25,000.00
Invest - Other	94-6469205	157842105	CHAMBERS STREET PROPERTIES	77,900.00	10,000.00	67,842.52
Invest - Other	94-6469205	94987W752	WFA SHRT TRM HI YLD-INS #3170	50,121.65	6,082.73	50,000.00
Invest - Corp Stock	94-6469205	008252108	AFFILIATED MANAGERS GROUP, INC COM	59,460.00	300.00	19,819.43
Invest - Corp Stock	94-6469205	037411105	APACHE CORP	86,800.00	1,000.00	92,367.34
Invest - Corp Stock	94-6469205	037833100	APPLE INC	103,265.75	175.00	42,839.92
Invest - Corp Stock	94-6469205	071813109	BAXTER INTL INC	36,395.00	500.00	35,404.95
Invest - Corp Stock	94-6469205	126650100	CVS/CAREMARK CORPORATION	72,720.00	1,000.00	35,221.83
Invest - Corp Stock	94-6469205	14040H105	CAPITAL ONE FINANCIAL CORP	73,900.00	1,000.00	49,163.90
Invest - Corp Stock	94-6469205	151020104	CELGENE CORP COM	73,505.00	500.00	28,782.52
Invest - Corp Stock	94-6469205	231021106	CUMMINS INC.	45,255.00	300.00	41,503.50
Invest - Corp Stock	94-6469205	235851102	DANAHER CORP	73,380.00	1,000.00	36,184.10
Invest - Corp Stock	94-6469205	25243Q205	DIAGEO PLC - ADR	61,390.00	500.00	36,309.15
Invest - Corp Stock	94-6469205	254687106	WALT DISNEY CO	79,340.00	1,000.00	29,320.00
Invest - Corp Stock	94-6469205	268648102	E M C CORP MASS	51,600.00	2,000.00	44,582.80
Invest - Corp Stock	94-6469205	375558103	GILEAD SCIENCES INC	39,245.00	500.00	25,664.95
Invest - Corp Stock	94-6469205	459200101	INTERNATIONAL BUSINESS MACHS CORP	78,588.00	400.00	46,056.00
Invest - Corp Stock	94-6469205	637071101	NATIONAL OILWELL INC COM	58,897.50	750.00	56,332.45
Invest - Corp Stock	94-6469205	641069406	NESTLE S.A. REGISTERED SHARES - ADR	57,885.00	750.00	35,775.00
Invest - Corp Stock	94-6469205	92857W308	VODAFONE GROUP PLC-SP ADR	37,960.00	1,000.00	46,509.13
Invest - Corp Stock	94-6469205	66987V109	NOVARTIS AG - ADR	65,205.00	750.00	41,644.10
Invest - Corp Stock	94-6469205	68389X105	ORACLE CORPORATION	51,100.00	1,250.00	40,234.90
Invest - Corp Stock	94-6469205	747525103	QUALCOMM INC	78,710.00	1,000.00	51,176.23
Invest - Corp Stock	94-6469205	778296103	ROSS STORES INC	68,080.00	1,000.00	38,878.86
Invest - Corp Stock	94-6469205	806857108	SCHLUMBERGER LTD	101,550.00	1,000.00	69,043.13
Invest - Corp Stock	94-6469205	872540109	TIJ COS INC NEW	72,725.00	1,250.00	34,996.12
Invest - Corp Stock	94-6469205	883556102	THERMO FISHER SCIENTIFIC INC	57,000.00	500.00	26,080.00
Invest - Corp Stock	94-6469205	89151E109	TOTAL S.A. - ADR	106,860.00	1,500.00	71,278.15
Invest - Corp Stock	94-6469205	907818108	UNION PACIFIC CORP	76,172.00	400.00	18,001.60
Invest - Corp Stock	94-6469205	913017109	UNITED TECHNOLOGIES CORP	71,589.65	605.00	42,452.30
Invest - Corp Stock	94-6469205	740189105	PRECISION CASTPARTS CORP	75,927.00	300.00	39,509.55
Invest - Corp Stock	94-6469205	59021K205	ML CAP TRUST V 7.28% SERIES	25,640.00	1,000.00	22,820.00
Invest - Corp Stock	94-6469205	58155Q103	MCKESSON CORP	42,297.50	250.00	29,007.38
Invest - Corp Stock	94-6469205	404280406	HSBC - ADR	51,320.00	1,000.00	53,889.96
Invest - Corp Stock	94-6469205	911312106	UNITED PARCEL SERVICE-CL B	73,875.00	750.00	52,071.31
Invest - Corp Stock	94-6469205	87612E106	TARGET CORP	61,750.00	1,000.00	40,541.04
Invest - Corp Stock	94-6469205	91324P102	UNITEDHEALTH GROUP INC	56,280.00	750.00	36,782.43
Invest - Corp Stock	94-6469205	92343V104	VERIZON COMMUNICATIONS	93,460.00	2,000.00	66,824.76
Invest - Corp Stock	94-6469205	189754104	COACH INC	33,487.50	750.00	42,122.48

Invest - Corp Stock	94-6469205	61166W101	MONSANTO CO NEW	55,350.00	500.00	41,644.98
Invest - Corp Stock	94-6469205	088606108	BHP BILLITON LIMITED - ADR	52,905.00	750.00	53,329.41
Invest - Corp Stock	94-6469205	46625H100	JPMORGAN CHASE & CO	69,975.00	1,250.00	49,279.75
Invest - Corp Stock	94-6469205	902973304	US BANCORP DEL NEW	61,170.00	1,500.00	36,474.18
Invest - Corp Stock	94-6469205	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	52,910.00	500.00	43,610.00
Invest - Corp Stock	94-6469205	G1151C101	ACCENTURE PLC	80,220.00	1,000.00	39,256.80
Invest - Corp Stock	94-6469205	166764100	CHEVRON CORP	94,140.00	750.00	68,034.46
Invest - Corp Stock	94-6469205	743674509	PROTECTIVE LIFE CORP 8% PFD	42,740.00	2,000.00	47,620.00
Invest - Corp Stock	94-6469205	20030N101	COMCAST CORP CLASS A	38,820.00	750.00	33,609.95
Invest - Corp Stock	94-6469205	00206R102	AT & T INC	71,400.00	2,000.00	58,672.00
Invest - Corp Stock	94-6469205	007924400	AEGON N V	25,440.00	1,000.00	20,060.00
Invest - Corp Stock	94-6469205	604675991	MIRANT CORP *DORM*	-	3,591.00	-
Invest - Corp Stock	94-6469205	611740101	MONSTER BEVERAGE CORP	50,220.00	750.00	46,721.05
Invest - Corp Stock	94-6469205	89417E109	TRAVELERS COMPANIES, INC	67,935.00	750.00	40,137.10
Invest - Corp Stock	94-6469205	609207105	MONDELEZ INTERNATIONAL INC	44,562.50	1,250.00	34,601.50
Invest - Corp Stock	94-6469205	G29183103	EATON CORP PLC	36,320.00	500.00	38,023.99
Invest - Corp Stock	94-6469205	12572Q105	CME GROUP INC	35,195.00	500.00	27,134.60
Invest - Corp Stock	94-6469205	H0023R105	ACE LIMITED	76,740.00	750.00	42,217.30
Invest - Corp Bonds	94-6469205	931422AE9	WALGREEN CO 5.250% 1/15/19	113,622.00	100,000.00	98,802.98
Invest - Corp Bonds	94-6469205	20825CAR5	CONOCOPHILLIPS 5.750% 2/01/19	116,720.00	100,000.00	99,340.00
Invest - Corp Bonds	94-6469205	438516AZ9	HONEYWELL INTERNATIO 5.000% 2/15/19	113,209.00	100,000.00	98,958.00
Invest - Corp Bonds	94-6469205	585055AN6	MEDTRONIC INC 5.600% 3/15/19	115,189.00	100,000.00	99,124.00
Invest - Corp Bonds	94-6469205	911312AK2	UNITED PARCEL SERVIC 5.125% 4/01/19	114,176.00	100,000.00	99,727.00
Invest - Corp Bonds	94-6469205	079860AG7	BELLSOUTH CORP 5.200% 9/15/14	101,719.00	100,000.00	91,398.00
Invest - Corp Bonds	94-6469205	548661CH8	LOWE'S COMPANIES INC 5.000% 10/15/15	106,291.00	100,000.00	89,408.00
Invest - Corp Bonds	94-6469205	61746SBR9	MORGAN STANLEY 5.375% 10/15/15	106,514.00	100,000.00	100,849.00
Invest - Corp Bonds	94-6469205	17275RAC6	CISCO SYSTEMS INC 5.500% 2/22/16	108,918.00	100,000.00	100,126.00
Invest - Corp Bonds	94-6469205	29273RAQ2	ENERGY TRANSFER PART 5.200% 2/01/22	54,668.50	50,000.00	49,879.00
Invest - Corp Bonds	94-6469205	055451AF5	BHP BILLITON FINANCE 5.400% 3/29/17	112,123.00	100,000.00	101,721.00
Invest - Corp Bonds	94-6469205	046353AB4	ASTRAZENECA PLC 5.900% 9/15/17	114,710.00	100,000.00	102,397.00
Invest - Corp Bonds	94-6469205	263534BT5	E.I. DU PONT DE NEMO 6.000% 7/15/18	116,933.00	100,000.00	99,463.00
			TOTAL OTHER INVESTMENTS	8,689,525.68		7,091,615.34
			GRAND TOTAL	8,720,522.73		7,122,612.39

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Enter filer's identifying number, see instructions

<b>Type or print</b> File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BROWN, CHARLOTTE L. T/U/W	94-6469205
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Winston Salem, NC 27101-3818	

Enter the Return code for the return that this application is for (file a separate application for each return).

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WELLS FARGO BANK N.A.

Telephone No. ► (888) 730-4933 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year \_\_\_\_\_ or

► ☒ tax year beginning 5/1/2013, and ending 4/30/2014

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,883
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,783
c	<b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	13,250

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)