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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning 6/1/2013, and ending 5/31/2014

Name of foundation EMMA L WARNE PHILA HOME INCUR TR			A Employer identification number 23-6218118	
Number and street (or P.O. box number if mail is not delivered to street address) Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name		Foreign province/state/county		Foreign postal code
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,603,955		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
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	52,892	51,545		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,555			
	b Gross sales price for all assets on line 6a 912,404				
	7 Capital gain net income (from Part IV, line 2)		54,555		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	107,447	106,100	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	32,938	24,704		8,234
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,916			1,916
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	980	724		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	35,834	25,428	0	10,150
	25 Contributions, gifts, grants paid	105,151			105,151
26 Total expenses and disbursements. Add lines 24 and 25	140,985	25,428	0	115,301	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-33,538				
b Net investment income (if negative, enter -0-)		80,672			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	75,876	73,705	73,705
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,192,905	2,159,792	2,530,250
	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)	2,268,781	2,233,497	2,603,955
	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	2,268,781	2,233,497	
	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)	2,268,781	2,233,497	
	31 Total liabilities and net assets/fund balances (see instructions)	2,268,781	2,233,497	

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	2,268,781
2 Enter amount from Part I, line 27a	2	-33,538
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,235,243
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,746
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,233,497

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	54,555
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	108,413	2,425,380	0.044699
2011	98,610	2,373,142	0.041553
2010	63,432	2,364,193	0.026830
2009	54,957	2,143,192	0.025643
2008	115,948	1,966,589	0.058959

2 Total of line 1, column (d)	2	0.197684
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	0.039537
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,534,151
5 Multiply line 4 by line 3	5	100,193
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	807
7 Add lines 5 and 6	7	101,000
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	115,301

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	807	
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	807	
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	807	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	428	
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	428	
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	379	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	5b N/A 6b X 7b N/A
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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	32,938		

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	2,493,515
b	Average of monthly cash balances	1b	79,227
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,572,742
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	2,572,742
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	38,591
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,534,151
6	Minimum investment return. Enter 5% of line 5	6	126,708

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	126,708
2a	Tax on investment income for 2013 from Part VI, line 5	2a	807
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	807
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,901
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	125,901
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	125,901

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	115,301
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	115,301
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	807
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	114,494

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				125,901
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			114,418	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 115,301				
a Applied to 2012, but not more than line 2a			114,418	
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				883
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				125,018
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	105,151
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(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	52,892	
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	54,555	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		107,447	0
13	Total. Add line 12, columns (b), (d), and (e)				13	107,447

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|-----|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| (1) | Cash | 1a |
| (2) | Other assets | 1a |
| b | Other transactions: | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b |
| (3) | Rental of facilities, equipment, or other assets | 1b |
| (4) | Reimbursement arrangements | 1b |
| (5) | Loans or loan guarantees | 1b |
| (6) | Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1b |
| 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. | 1b |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign
Here**

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

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

8/14/2014
Date

SVP Wells Fargo Bank N A

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

John Doe

Date _____

8/14/2014

☒

Check ☒ if self-employed

PTIN

P01251603

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

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE INGLIS HOUSE

Street

2600 BELMONT AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19131

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

105,151

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										28,566		Capital Gains/Losses Other sales									
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 T ROWE PRICE SHORT TERM	719572P105			2/11/2013		5/6/2014	3,418	3,446				0	-28							
2	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		4/22/2014	3,141	2,934				0	207							
3	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		5/6/2014	3,082	2,854				0	228							
4	X VANGUARD FTSE EMERGING	922042858			2/2/2011		10/9/2013	205	238				0	-33							
5	X VANGUARD FTSE EMERGING	922042858			12/17/2010		10/9/2013	17,490	20,119				0	-2,629							
6	X VANGUARD FTSE EMERGING	922042858			2/7/2013		12/1/2014	20,745	23,219				0	-2,474							
7	X VANGUARD FTSE EMERGING	922042858			12/17/2010		12/1/2014	16,698	20,025				0	-3,327							
8	X VANGUARD REIT VIPER	922042858			12/17/2010		5/6/2014	2,596	2,968				0	-372							
9	X VANGUARD REIT VIPER	922908553			7/10/2013		4/22/2014	4,249	4,115				0	134							
10	X VANGUARD REIT VIPER	922908553			11/19/2012		5/6/2014	2,849	2,414				0	435							
11	X VANGUARD REIT VIPER	922908553			9/22/2013		5/6/2014	1,096	1,046				0	50							
12	X VANGUARD REIT VIPER	922908553			10/9/2013		5/6/2014	511	460				0	51							
13	X DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013		12/1/2014	13,361	13,287				0	74							
14	X DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		12/1/2014	10,399	10,331				0	68							
15	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		7/10/2013	2,698	1,904				0	794							
16	X JP MORGAN MID CAP VALUE	339128100			4/24/2014		5/6/2014	3,355	3,356				0	-1							
17	X GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	61,536	60,153				0	1,383							
18	X GATEWAY FUND - Y #1986	367829884			2/1/2013		7/10/2013	28,048	27,718				0	330							
19	X HARBOR CAPITAL APRTION	411511504			2/1/2013		7/10/2013	44,236	40,858				0	3,378							
20	X HARBOR CAPITAL APRTION	411511504			5/25/2011		7/10/2013	726	586				0	140							
21	X HARBOR CAPITAL APRTION	411511504			5/25/2011		10/9/2013	8,685	6,659				0	2,026							
22	X HARBOR CAPITAL APRTION	411511504			5/25/2011		12/1/2014	11,962	8,100				0	3,862							
23	X HARBOR CAPITAL APRTION	411511504			8/24/2014		5/6/2014	5,991	6,123				0	-132							
24	X ISHARES CORE S & P 500 ETF	464287200			8/24/2011		7/10/2013	46,931	33,205				0	13,726							
25	X ISHARES CORE S & P 500 ETF	464287200			8/8/2012		4/22/2014	3,018	2,250				0	768							
26	X ISHARES CORE S & P 500 ETF	464287200			8/8/2012		5/6/2014	2,634	1,969				0	665							
27	X KEELEY SMALL CAP VAL FD C	483438305			12/11/2010		12/1/2014	6,988	5,370				0	1,618							
28	X LAUDUS MONDRIAN INTL FUND	518506555			12/21/2011		4/22/2014	45,933	48,413				0	-2,480							
29	X LAUDUS MONDRIAN INTL FUND	518506555			7/12/2013		4/22/2014	5,363	5,235				0	128							
30	X LAUDUS MONDRIAN INTL FUND	518506555			12/23/2013		4/22/2014	9,043	8,869				0	174							
31	X MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	3,434	2,756				0	678							
32	X MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	11,078	9,959				0	1,079							
33	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		7/10/2013	18,776	14,995				0	3,781							
34	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		12/1/2014	4,510	3,280				0	1,220							
35	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		10/9/2013	5,436	3,969				0	1,467							
36	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		12/1/2014	3,994	2,701				0	1,293							
37	X ARTISAN INTERNATIONAL FU	04314H204			4/24/2014		5/6/2014	2,734	2,726				0	8							
38	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		5/6/2014	1,806	1,229				0	577							
39	X ARTISAN INTERNATIONAL FU	04314H204			7/12/2013		10/9/2013	7,783	7,481				0	302							
40	X ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		4/22/2014	1,678	1,584				0	94							
41	X ARTISAN MID CAP FUND-INS	04314H600			2/1/2013		4/22/2014	10,435	8,727				0	1,708							
42	X ARTISAN MID CAP FUND-INS	04314H600			22/544R305		10/9/2013	22,582	28,937				0	-6,355							
43	X CREDIT SUISSE COMM RET S	22544R305			8/26/2011		4/22/2014	9,878	11,819				0	-1,941							
44	X CREDIT SUISSE COMM RET S	22544R305			8/26/2011		5/6/2014	2,579	3,086				0	-507							
45	X DIAMOND HILL LONG-SHORT	25264S833			12/21/2011		7/10/2013	18,113	14,593				0	3,520							
46	X DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		5/6/2014	2,697	2,110				0	587							
47	X DODGE & COX INTL STOCK F	256206103			7/17/2007		7/10/2013	8,147	11,068				0	-2,921							
48	X DODGE & COX INTL STOCK F	256206103			7/17/2007		10/9/2013	7,650	9,653				0	-2,003							
49	X DODGE & COX INTL STOCK F	256206103			7/17/2007		12/1/2014	4,405	5,155				0	-750							
50	X DODGE & COX INTL STOCK F	256206103			7/17/2007		5/6/2014	699	774				0	-75							
51	X DODGE & COX INTL STOCK F	256206103			4/17/2008		5/6/2014	589	558				0	31							
52	X DODGE & COX INTL STOCK F	256206103			8/1/2007		5/6/2014	344	366				0	-22							
53	X DODGE & COX INTL STOCK F	256206103			7/17/2007		5/6/2014	2,633	2,969				0	-336							
54	X DODGE & COX INTL STOCK F	256206103			1/17/2008		5/6/2014	2,055	1,915				0	0							
55	X DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	27,760	28,669				0	-909							
56	X DODGE & COX INCOME FD C	256210105			2/11/2013		12/1/2014	4,822	4,896				0	-74							
57	X DODGE & COX INCOME FD C	256210105			2/11/2013		5/6/2014	6,182	6,182				0	0							
58	X DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		10/10/2013	283	288				0	-5							
59	X AQR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	23,773	24,619				0	-846							
60	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		7/10/2013	7,028	5,422				0	1,606							
61	X DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		10/10/2013	1,820	1,944				0	-124							
62	X DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	34,740	35,814				0	-1,074							
63	X DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		5/6/2014	639	645				0	-6							
64	X DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		5/6/2014	4,410	4,466				0	-56							
65	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		5/6/2014	2,892	2,105				0	787							
66	X MERGER FD SH BEN INT #260	589503108			12/21/2011		5/6/2014	2,571	2,542				0	29							
67	X ASG GLOBAL ALTERNATIVES	638721885			10/1/2013		12/1/2014	2,916	2,939				0	-23							

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

Totals										Amount					
Capital Gains/Losses										28,566					
Other sales															
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
69	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		1/21/2014	7,909	7,957				0	-48	
70	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		5/6/2014	2,560	2,560				0	0	
71	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		10/9/2013	20,784	19,770				0	1,014	
72	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		5/6/2014	4,778	4,573				0	205	
73	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	7,745	8,304				0	-559	
74	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	15,878	16,741				0	-863	
75	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		5/6/2014	5,642	5,642				0	0	
76	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		5/6/2014	2,581	2,541				0	40	
77	X	RIDGEWORTH SEIX HY BD-I #	76628T645		7/12/2013		1/21/2014	16,922	17,248				0	-326	
78	X	RIDGEWORTH SEIX HY BD-I #	76628T645		10/11/2013		1/21/2014	3,464	3,524				0	-60	
79	X	RIDGEWORTH SEIX HY BD-I #	76628T645		8/26/2011		1/21/2014	39,582	37,615				0	1,967	
80	X	RIDGEWORTH SEIX HY BD-I #	76628T645		8/26/2011		4/22/2014	54,324	51,157				0	3,167	
81	X	RIDGEWORTH SEIX HY BD-I #	76628T645		12/21/2011		4/22/2014	11,783	11,084				0	699	
82	X	T ROWE PRICE SHORT TERM	77957P105		5/3/2013		4/22/2014	20,099	20,309				0	-210	
83	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		4/22/2014	5,039	5,092				0	-53	
Gross Sales									912,404	Cost, Other Basis and Expenses			857,849	Net Gain or Loss	
Capital Gains/Losses									0				0	54,555	

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

		1,916	0	0	1,916
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,916			1,916

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

		980	724	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	724	724		
2	Estimated Excise Payments	256			

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

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

1	Mutual Fund Timing Difference	1	292
2	PY Return of Capital Adjustment	2	1,452
3	ROUNDING	3	2
4	Total	4	1,746

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

Long Term CG Distributions		Short Term CG Distributions		Amount		CUSIP #		Description of Property Sold		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 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	T ROWE PRICE SHORT TERM BD #F7957P105			28,565	0						2/11/2013	5/6/2014	3,418		0	3,446	-28	0	0	25,989	
2	SPDR DJ WILSHIRE INTERNATIONAL RT#78463X863										5/23/2011	4/22/2014	3,141		0	2,718	3,446	0	0	-28	
3	SPDR DJ WILSHIRE INTERNATIONAL RT#78463X863										5/23/2011	5/6/2014	2,934		0	2,854	228	0	0	207	
4	VANGUARD FTSE EMERGING MARKET										2/2/2011	10/9/2013	238		0	238	-33	0	0	-33	
5	VANGUARD FTSE EMERGING MARKET										12/1/2010	10/9/2013	205		0	205	-33	0	0	-33	
6	VANGUARD FTSE EMERGING MARKET										12/1/2010	10/9/2013	17,490		0	20,119	-2,629	0	0	-2,629	
7	VANGUARD FTSE EMERGING MARKET										2/7/2013	12/1/2014	20,745		0	23,219	-2,474	0	0	-2,474	
8	VANGUARD FTSE EMERGING MARKET										12/1/2010	12/1/2014	16,688		0	20,025	-3,337	0	0	-3,337	
9	VANGUARD FTSE EMERGING MARKET										12/1/2010	5/6/2014	2,586		0	2,968	-372	0	0	-372	
10	VANGUARD REIT VIPER										11/19/2012	5/6/2014	4,249		0	4,115	134	0	0	134	
11	VANGUARD REIT VIPER										11/19/2012	5/6/2014	2,849		0	2,414	435	0	0	435	
12	VANGUARD REIT VIPER										10/9/2013	5/6/2014	1,096		0	1,046	50	0	0	50	
13	VANGUARD REIT VIPER										10/9/2013	5/6/2014	511		0	460	51	0	0	51	
14	DRIEHAUS ACTIVE INCOME FUND										11/1/2013	12/1/2014	13,381		0	13,287	74	0	0	74	
15	DRIEHAUS ACTIVE INCOME FUND										11/1/2013	12/1/2014	10,339		0	10,331	68	0	0	68	
16	JIP MORGAN MID CAP VALUE-#758										12/1/2010	7/10/2013	2,686		0	1,904	784	0	0	784	
17	JIP MORGAN MID CAP VALUE-#758										4/24/2014	5/6/2014	3,355		0	3,355	-1	0	0	-1	
18	GATEWAY FUND - Y #1986										8/10/2012	7/10/2013	61,536		0	60,153	1,383	0	0	1,383	
19	HARBOR CAPITAL APRTION-INST #20										12/1/2010	7/10/2013	28,048		0	27,718	330	0	0	330	
20	HARBOR CAPITAL APRTION-INST #20										5/25/2011	7/10/2013	44,236		0	40,658	3,578	0	0	3,578	
21	HARBOR CAPITAL APRTION-INST #20										5/25/2011	7/10/2013	726		0	586	140	0	0	140	
22	HARBOR CAPITAL APRTION-INST #20										5/25/2011	10/9/2013	8,685		0	6,659	2,026	0	0	2,026	
23	HARBOR CAPITAL APRTION-INST #20										4/24/2014	5/6/2014	11,962		0	8,100	3,862	0	0	3,862	
24	SHARES CORE S & P 500 ETF										8/24/2011	7/10/2013	48,931		0	33,205	13,726	0	0	13,726	
25	SHARES CORE S & P 500 ETF										8/24/2011	7/10/2013	3,018		0	2,250	768	0	0	768	
26	SHARES CORE S & P 500 ETF										8/24/2011	7/10/2013	2,634		0	1,969	665	0	0	665	
27	KALMAR GR VAL SM CAP-INS #4										8/24/2011	7/10/2013	6,988		0	5,370	1,618	0	0	1,618	
28	KALMAR GR VAL SM CAP-INS #4										12/1/2010	12/1/2014	3,890		0	2,517	1,373	0	0	1,373	
29	LAUDUS MONDRIAN INTL FUND-INST #29405185Q655										12/1/2010	4/22/2014	45,933		0	48,413	-2,480	0	0	-2,480	
30	LAUDUS MONDRIAN INTL FUND-INST #29405185Q655										12/1/2010	4/22/2014	5,363		0	5,235	128	0	0	128	
31	LAUDUS MONDRIAN INTL FUND-INST #29405185Q655										12/1/2010	4/22/2014	9,043		0	8,869	174	0	0	174	
32	MFS VALUE FUND-CLASS #693										5/10/2012	7/10/2013	3,434		0	2,756	678	0	0	678	
33	MFS VALUE FUND-CLASS #693										5/10/2012	7/10/2013	11,078		0	9,999	1,079	0	0	1,079	
34	MFS VALUE FUND-CLASS #693										5/25/2011	7/10/2013	18,776		0	14,995	3,781	0	0	3,781	
35	MFS VALUE FUND-CLASS #693										5/25/2011	12/1/2014	4,510		0	3,969	540	0	0	540	
36	ARTISAN INTERNATIONAL FUND #661										8/26/2011	10/9/2013	5,436		0	3,989	1,447	0	0	1,447	
37	ARTISAN INTERNATIONAL FUND #661										8/26/2011	12/1/2014	3,994		0	2,701	1,293	0	0	1,293	
38	ARTISAN INTERNATIONAL FUND #661										4/24/2014	5/6/2014	2,734		0	2,726	8	0	0	8	
39	ARTISAN INTERNATIONAL FUND #661										8/26/2011	5/6/2014	1,806		0	1,728	78	0	0	78	
40	ARTISAN MID CAP FUND-INS #1333										7/12/2013	10/9/2013	7,783		0	7,481	302	0	0	302	
41	ARTISAN MID CAP FUND-INS #1333										7/12/2013	4/22/2014	1,678		0	1,584	94	0	0	94	
42	ARTISAN MID CAP FUND-INS #1333										7/12/2013	4/22/2014	10,435		0	8,727	1,708	0	0	1,708	
43	CREDIT SUISSE COMM RET STI #2156										8/26/2011	10/9/2013	22,582		0	28,937	-6,355	0	0	-6,355	
44	CREDIT SUISSE COMM RET STI #2156										8/26/2011	4/22/2014	11,819		0	11,819	0	0	0	0	
45	CREDIT SUISSE COMM RET STI #2156										8/26/2011	5/6/2014	2,579		0	3,985	-507	0	0	-507	
46	DIAMOND HILL LONG-SHORT FD CL #1#252645833										12/2/2011	7/10/2013	18,113		0	14,933	3,180	0	0	3,180	
47	DIAMOND HILL LONG-SHORT FD CL #1#252645833										8/10/2012	5/6/2014	2,697		0	2,110	587	0	0	587	
48	DODGE & COX INTL STOCK FD #1048										7/17/2007	7/10/2013	9,147		0	11,089	-2,942	0	0	-2,942	
49	DODGE & COX INTL STOCK FD #1048										7/17/2007	10/9/2013	6,560		0	9,653	-3,093	0	0	-3,093	
50	DODGE & COX INTL STOCK FD #1048										7/17/2007	12/1/2014	4,405		0	5,155	-750	0	0	-750	
51	DODGE & COX INTL STOCK FD #1048										10/17/2009	5/6/2014	699		0	724	-25	0	0	-25	
52	DODGE & COX INTL STOCK FD #1048										4/17/2009	5/6/2014	589		0	558	31	0	0	31	
53	DODGE & COX INTL STOCK FD #1048										8/1/2007	5/6/2014	344		0	358	-14	0	0	-14	
54	DODGE & COX INTL STOCK FD #1048										7/17/2009	5/6/2014	2,633		0	2,669	-36	0	0	-36	
55	DODGE & COX INCOME FUND #147										11/1/2013	7/10/2013	2,035		0	1,515	520	0	0	520	
56	DODGE & COX INCOME FUND #147										2/1/2013	7/10/2013	27,760		0	28,669	-909	0	0	-909	
57	DODGE & COX INCOME FUND #147										2/1/2013	12/1/2014	4,822		0	4,895	-73	0	0	-73	
58	DODGE & COX INCOME FUND #147										2/1/2013	5/6/2014	6,162		0	6,162	0	0	0	0	
59	DRE FUS EMG MKT DEBT LOC C-#608										2/4/2011	10/9/2013	23,773		0	24,513	-740	0	0	-740	
60	ADR MANAGED FUTURES STRI #1521										7/12/2013	10/9/2013	1,028		0	5,422	-4,394	0	0	-4,394	
61	ARTISAN INTERNATIONAL FUND #661										8/26/2011	7/10/2013	1,820		0	3,422	-1,602	0	0	-1,602	
62	DRE FUS EMG MKT DEBT LOC C-#608										8/10/2012	10/10/2013	34,740		0	35,814	-1,074	0	0	-1,074	
63	DRE FUS EMG MKT DEBT LOC C-#608										12/1/2010	10/10/2013	639		0	545	94	0	0	94	
64	DRE FUS EMG MKT DEBT LOC C-#608										12/1/2010	5/6/2014	4,410		0	4,468	-58	0	0	-58	
65	MFS VALUE FUND-CLASS #693										5/25/2011	5/6/2014	2,892		0	2,105	787	0	0	787	
66	MFS VALUE FUND-CLASS #693										12/2/2011	5/6/2014	2,571		0	2,542	29	0	0	29	
67	MERGER FUND-CLASS #693										10/1/2013	12/1/2014	7,909		0	7,857	52	0	0	52	
68	ASG GLOBAL ALTERNATIVES-Y #1993										7/12/2013	12/1/2014	2,560		0	2,960	-400	0	0	-400	
69	ASG GLOBAL ALTERNATIVES-Y #1993										7/12/2013	5/6/2014	20,784		0	19,770	1,014	0	0	1,014	
70	ASG GLOBAL ALTERNATIVES-Y #1993										7/12/2013	5/6/2014	4,778		0	4,573	205	0	0	205	
71	OPPENHEIMER DEVELOPING MKT-Y #7										8/10/2012	7/10/2013	7,745		0	8,304	-559	0	0	-559	
72	OPPENHEIMER DEVELOPING MKT-Y #7										5/10/2012	7/10/2013	5,842		0	16,741	-8,899	0	0	-8,899	
73	PIMCO TOTAL RET FD-INST #35										8/26/2011	5/6/2014	2,581		0	5,642	-3,061	0	0	-3,061	
74	PIMCO TOTAL RET FD-INST #35										8/26/2011	5/6/2014	15,878		0	17,248	-1,370	0	0	-1,370	
75	PIMCO FOREIGN BD FD USD H-INST #1										7/12/2013	12/1/2014	3,464		0	3,524	-60	0	0	-60	
76	RIDGEWORTH SEIX HY BDI #5855										8/26/2011	12/1/2014	39,582		0	37,615	1,967	0	0	1,967	
77	RIDGEWORTH SEIX HY BDI #5855										8/26/2011	12/1/2014	54,324		0	51,157	3,167	0	0	3,167	
78	RIDGEWORTH SEIX HY BDI #5855										12/2/2011	4/22/2014	11,783		0	11,084	699	0	0	699	
79	RIDGEWORTH SEIX HY BDI #5855																				

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	0
	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	32,938			0

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

	Date	Amount
1 Credit from prior year return		1 172
2 First quarter estimated tax payment	10/9/2013	2 256
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 428

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	114,418
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	114,418

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	23-6218118	04314H204	ARTISAN INTERNATIONAL FUND #661	118,091.39	3,839.12	78,162.41
Invest - Other	23-6218118	256210105	DODGE & COX INCOME FD COM #147	186,614.94	13,377.42	171,531.23
Invest - Other	23-6218118	411511504	HARBOR CAPITAL APRCTION-INST #2012	176,127.16	3,081.84	115,106.53
Invest - Other	23-6218118	589509108	MERGER FD SH BEN INT #260	77,495.93	4,742.71	75,572.94
Invest - Other	23-6218118	693390700	PIMCO TOTAL RET FD-INST #35	186,855.68	17,064.45	176,842.50
Invest - Other	23-6218118	693390882	PIMCO FOREIGN BD FD USD H-INST #103	57,592.20	5,327.68	53,807.45
Invest - Other	23-6218118	77957P105	T ROWE PRICE SHORT TERM BD FD #55	118,289.25	24,643.59	118,712.04
Savings & Temp Inv	23-6218118	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	73,201.41	73,201.41	73,201.41
Savings & Temp Inv	23-6218118	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	503.95	503.95	503.95
Invest - Other	23-6218118	04314H600	ARTISAN MID CAP FUND-INS #1333	86,919.91	1,773.15	70,483.89
Invest - Other	23-6218118	315920702	FID ADV EMER MKTS INC- CL I #607	40,105.46	2,814.42	38,219.79
Invest - Other	23-6218118	464287200	ISHARES CORE S & P 500 ETF	46,334.93	239.00	30,744.23
Invest - Other	23-6218118	261980668	DREYFUS INTERNATL BOND FD CL I #6094	59,400.64	3,488.00	59,400.64
Invest - Other	23-6218118	277923728	EATON VANCE GLOBAL MACRO - I #0088	38,985.17	4,174.00	39,873.43
Invest - Other	23-6218118	256206103	DODGE & COX INT'L STOCK FD #1048	118,431.97	2,575.73	71,457.42
Invest - Other	23-6218118	552983694	MFS VALUE FUND-CLASS I #893	118,123.35	3,455.92	79,532.97
Invest - Other	23-6218118	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	92,041.61	6,382.91	89,945.90
Invest - Other	23-6218118	262028855	DRIEHAUS ACTIVE INCOME FUND	104,417.29	9,695.20	102,865.75
Invest - Other	23-6218118	339128100	JP MORGAN MID CAP VALUE-I #758	86,283.43	2,333.88	59,824.43
Invest - Other	23-6218118	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	45,946.55	2,731.66	44,881.20
Invest - Other	23-6218118	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	65,469.22	5,814.32	66,827.02
Invest - Other	23-6218118	922908553	VANGUARD REIT VIPER	91,644.63	1,227.00	64,976.02
Invest - Other	23-6218118	922042858	VANGUARD FTSE EMERGING MARKETS ETF	43,391.88	1,028.00	44,345.45
Invest - Other	23-6218118	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	47,690.14	5,858.74	47,329.66
Invest - Other	23-6218118	77958B402	T ROWE PRICE INST FLOAT RATE #170	39,661.01	3,861.83	39,761.33
Invest - Other	23-6218118	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	131,383.87	3,411.68	118,670.58
Invest - Other	23-6218118	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	93,156.50	2,110.00	74,577.76
Invest - Other	23-6218118	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	52,024.20	2,238.56	38,339.87
Invest - Other	23-6218118	483438305	KALMAR GR W/ VAL SM CAP-INS #4	45,617.92	2,193.17	37,866.50
Invest - Other	23-6218118	22544R305	CREDIT SUISSE COMM RET ST-I #2156	113,122.52	14,806.61	117,952.91
Invest - Other	23-6218118	487300808	KEELEY SMALL CAP VAL FD CL I #2251	49,031.65	1,291.33	32,179.84
Cash	23-6218118			-	-	-
TOTAL				2,603,955.76		2,233,497.05