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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 6/1/2013, and ending 5/31/2014

Name of foundation <b>MILLER ANNA SHAWDE TD</b>			A Employer identification number <b>23-6221403</b>	
Number and street (or P O box number if mail is not delivered to street address) <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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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>\$ 13,514,156</b>			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)				

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	255,754	249,287		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	973,462			
	b Gross sales price for all assets on line 6a 8,448,962				
	7 Capital gain net income (from Part IV, line 2)		973,462		
	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	1,229,216	1,222,749	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	114,503	85,878		28,625
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,371	5,371		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	24	24		
	24 Total operating and administrative expenses. Add lines 13 through 23	120,498	91,273	0	29,225
	25 Contributions, gifts, grants paid	500,000			500,000
26 Total expenses and disbursements. Add lines 24 and 25	620,498	91,273	0	529,225	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	608,718				
b Net investment income (if negative, enter -0-)		1,131,476			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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5ENVELOPE  
POSTMARK DATE SEP 05 2014

SCANNED SEP 17 2014

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	288,680	398,831	398,831
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,095,716	11,597,774	13,115,325
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,384,396	11,996,605	13,514,156
	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		<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>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	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>			
	27	Capital stock, trust principal, or current funds	11,384,396	11,996,605	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	11,384,396	11,996,605	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	11,384,396	11,996,605	

## 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	11,384,396
2	Enter amount from Part I, line 27a	2	608,718
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	9,116
4	Add lines 1, 2, and 3	4	12,002,230
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	5,625
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,996,605

**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>	973,462
<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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	526,744	12,194,972	0.043194
2011	577,789	11,958,012	0.048318
2010	165,526	12,064,980	0.013720
2009	725,725	10,879,258	0.066707
2008	773,975	10,308,561	0.075081

  

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.247020
<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>	0.049404
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	12,836,972
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	634,198
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	11,315
<b>7</b>	Add lines 5 and 6	<b>7</b>	645,513
<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>	529,225

**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>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>		22,630
<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>		22,630
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		5,879
<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>		
<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>		5,879
<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>		16,751
<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>		0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<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?		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>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> 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>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>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<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>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>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>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
<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>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>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

**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 ► 15 873	X		
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 <b>not</b> 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 <b>any</b> 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)**

- 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)

- 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

**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	114,503		

**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.)

<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>	12,620,020
<b>b</b>	Average of monthly cash balances	<b>1b</b>	412,439
<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>	13,032,459
<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>	13,032,459
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	195,487
<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>	12,836,972
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	641,849

**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>	641,849
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	22,630
<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>	22,630
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	619,219
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	619,219
<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>	619,219

**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>	529,225
<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>	529,225
<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>	529,225

**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				619,219
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			32,376	
<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 ▶ \$ 529,225				
<b>a</b> Applied to 2012, but not more than line 2a			32,376	
<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				496,849
<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				122,370
<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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> 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>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	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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				<b>3a</b> 500,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>				<b>3b</b> 0





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

Recipient(s) paid during the year

**Name**

VASSAR COLLEGE

**Street**

124 RAYMOND AVE- BOX 12

**City**

POUGHKEEPSIE

**State**

NY

**Zip Code**

12604

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

200,000

**Name**

GRAND LODGE OF MASONS OF PA

**Street**

ONE MASONIC DRIVE

**City**

ELIZABETHTOWN

**State**

PA

**Zip Code**

17022-2199

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

100,000

**Name**

TWO RIVERS HEALTH &amp; WELLNESS FDN

**Street**

1101 NORTHAMPTON ST - STE 101

**City**

EASTON

**State**

PA

**Zip Code**

18042

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

200,000

**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

										Amount		Totals																	
Long Term CG Distributions										159,712		Capital Gains/Losses																	
Short Term CG Distributions												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	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011				7/10/2013			68,289	52,684														15,605	
2	X	ARTISAN INTERNATIONAL FU	04314H204			10/9/2013				12/1/2014			22,846	21,155															1,691
3	X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013				5/1/2014			28,987	28,413															574
4	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013				5/1/2014			18,677	16,222															2,455
5	X	CAPITAL ONE FINANCIAL CO	14040H105			3/5/2014				5/1/2014			25,200	25,293															-93
6	X	CREDIT SUISSE COMM RET S	22544R305			8/26/2011				10/6/2013			116,381	149,133															-32,752
7	X	CREDIT SUISSE COMM RET S	22544R305			8/26/2011				5/1/2014			57,074	66,812															-11,738
8	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011				7/10/2013			88,241	69,025															19,216
9	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011				3/3/2014			203,830	148,719															55,111
10	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012				3/3/2014			63,036	50,204															12,832
11	X	DODGE & COX INT'L STOCK F	256206103			10/20/2011				7/10/2013			52,317	42,922															9,395
12	X	DODGE & COX INT'L STOCK F	256206103			10/9/2008				7/10/2013			7,055	4,857															2,198
13	X	DODGE & COX INT'L STOCK F	256206103			10/9/2013				12/1/2014			25,353	23,509															1,844
14	X	DODGE & COX INT'L STOCK F	256206103			10/9/2013				5/1/2014			15,401	13,737															1,664
15	X	JP MORGAN MID CAP VALUE	339128100			2/11/2013				7/10/2013			17,051	15,372															1,679
16	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010				7/10/2013			12,895	9,101															3,794
17	X	GATEWAY FUND - Y #1986	367829884			8/10/2012				7/10/2013			309,748	302,789															6,959
18	X	GATEWAY FUND - Y #1986	367829884			2/11/2013				7/10/2013			138,025	136,401															1,624
19	X	HARBOR CAPITAL APRTION	411511504			2/11/2013				7/10/2013			265,245	244,989															20,256
20	X	HARBOR CAPITAL APRTION	411511504			5/25/2011				7/10/2013			1,824	1,474															350
21	X	HARBOR CAPITAL APRTION	411511504			10/9/2013				1/21/2014			65,504	57,850															7,654
22	X	HARBOR CAPITAL APRTION	411511504			5/25/2011				3/3/2014			528,355	347,360															180,985
23	X	HARBOR CAPITAL APRTION	411511504			8/26/2011				3/3/2014			502,415	304,605															197,810
24	X	HARBOR CAPITAL APRTION	411511504			10/9/2013				3/3/2014			9,443	8,098															1,345
25	X	DODGE & COX INCOME FD CC	256210105			2/11/2013				7/10/2013			185,240	191,309															-6,069
26	X	DODGE & COX INCOME FD CC	256210105			2/11/2013				10/9/2013			205,984	211,629															-5,645
27	X	DODGE & COX INCOME FD CC	256210105			10/9/2008				10/9/2013			81,998	68,879															13,119
28	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011				10/10/2013			5,614	5,997															-383
29	X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012				10/10/2013			174,912	180,320															-5,408
30	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011				10/10/2013			10,725	10,914															-189
31	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011				5/1/2014			5,891	6,063															-172
32	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010				5/1/2014			3,015	3,077															-62
33	X	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013				10/9/2013			64,942	65,124															-182
34	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013				10/9/2013			42,887	42,967															-80
35	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013				1/21/2014			61,960	61,558															402
36	X	EATON VANCE GLOBAL MACF	277923728			7/12/2013				10/9/2013			121,065	123,264															-2,199
37	X	OPENHEIMER DEVELOPING	683974505			10/9/2013				5/1/2014			8,142	8,078															64
38	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012				7/10/2013			84,990	91,123															-6,133
39	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012				7/10/2013			85,442	90,066															-4,644
40	X	PIMCO TOTAL RET FD-INST #	693390700			7/9/2009				10/9/2013			52,926	51,556															1,370
41	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011				10/9/2013			71,203	70,939															264
42	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012				10/9/2013			37,269	38,751															-1,482
43	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008				10/9/2013			132,376	124,056															8,320
44	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011				10/8/2013			10,418	10,477															-59
45	X	PIMCO FOREIGN BD FD USD	693390882			7/12/2013				10/8/2013			19,927	19,965															-38
46	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2008				10/9/2013			154,926	148,916															6,010
47	X	PIMCO FOREIGN BD FD USD	693390882			1/23/2014				5/1/2014			1,842	1,809															33
48	X	ROBECO BP LNG/SHRT RES-I	74925K581			10/9/2013				1/21/2014			79,610	74,535															5,075
49	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			7/12/2013				1/21/2014			90,067	91,803															247
50	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			10/9/2013				1/21/2014			14,405	14,825															-1,736
51	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			8/26/2011				1/21/2014			195,045	185,352															-220
52	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			10/20/2011				3/3/2014			263,284	247,936															9,693
53	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			8/28/2012				3/3/2014			69,937	65,579															15,348
54	X	RIDGEMOUTH SEIX HY BD-I #	76628T645			10/20/2011				10/9/2013			265,749	268,523															4,358
55	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013				10/9/2013			261,187	184,799															-2,774
56	X	ISHARES CORE S & P 500 ETF	46428T200			8/24/2011				7/10/2013			20,541	18,505															76,368
57	X	ISHARES CORE S & P 500 ETF	46428T200			10/9/2013				1/21/2014			20,541	18,505															2,036
58	X	ISHARES CORE S & P 500 ETF	46428T200			8/24/2011				3/3/2014			69,803	56,672															33,131
59	X	ISHARES CORE S & P 500 ETF	46428T200			8/6/2012				3/3/2014			162,314	122,764															39,550
60	X	ISHARES CORE S & P 500 ETF	46428T200			10/9/2013				3/3/2014			52,060	46,679															5,361
61	X	JP MORGAN HIGH YIELD FUND	4812C0803			3/3/2014				5/1/2014			301,458	301,830															-372
62	X	KEELEY SMALL CAP VAL FD CC	487300808			10/9/2013				1/21/2014			16,752	15,373															1,379
63	X	LAUDUS MONDRIAN INT'L FIL-I	51855O655			10/20/2011				10/9/2013			193,849	219,327															-25,478
64	X	LAUDUS MONDRIAN INT'L FIL-I	51855O655			10/20/2011				5/1/2014			25,363	28,358															-2,995
65	X	LAUDUS MONDRIAN INT'L FIL-I	51855O655			2/14/2012				5/1/2014																			



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

Long Term CG Distributions										Amount			
Short Term CG Distributions										159,712			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments
69	X	MFS VALUE FUND-CLASS I #8	552983894		5/25/2013		7/10/2013	110,464	88,218			0	22,246
70	X	MFS VALUE FUND-CLASS I #8	552983894		10/9/2011		1/21/2014	34,354	31,412			0	2,942
71	X	MFS VALUE FUND-CLASS I #8	552983894		5/25/2011		3/3/2014	169,136	123,608			0	45,528
72	X	MFS VALUE FUND-CLASS I #8	552983894		8/26/2011		3/3/2014	222,164	142,695			0	79,469
73	X	MFS VALUE FUND-CLASS I #8	552983894		2/14/2012		3/3/2014	222,902	162,160			0	60,742
74	X	MFS VALUE FUND-CLASS I #8	552983894		10/9/2013		3/3/2014	55,696	51,018			0	4,678
75	X	MERGER FD SH BEN INT #260	589509108		7/12/2013		10/9/2013	117,931	116,837			0	1,094
76	X	MERGER FD SH BEN INT #260	589509108		10/20/2011		10/9/2013	4,077	3,993			0	84
77	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		1/21/2014	51,515	51,830			0	-315
78	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		5/1/2014	2,309	2,328			0	-19
79	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2012		5/1/2014	77,184	77,827			0	-643
80	X	SPDR DJ WILSHIRE INTERNA	78463X863		10/9/2013		5/1/2014	20,993	20,596			0	397
81	X	VANGUARD FTSE EMERGING	922042858		12/17/2010		12/1/2014	252,787	303,148			0	-50,361
82	X	VANGUARD FTSE EMERGING	922042858		8/24/2011		1/21/2014	48,679	51,559			0	-2,880
83	X	VANGUARD FTSE EMERGING	922042858		5/8/2012		1/21/2014	26,049	27,256			0	-1,207
84	X	VANGUARD FTSE EMERGING	922042858		8/8/2012		1/21/2014	20,588	21,606			0	-1,018
85	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		1/21/2014	101,288	113,369			0	-12,081
86	X	VANGUARD FTSE EMERGING	922042858		7/10/2013		12/1/2014	41,254	40,126			0	1,128
87	X	VANGUARD FTSE EMERGING	922042858		10/9/2013		1/21/2014	132,248	138,376			0	-6,128
88	X	VANGUARD REIT VIPER	922908553		10/9/2013		5/1/2014	29,598	26,771			0	2,827

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		5,371	5,371	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	5,371	5,371		

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

		24	24	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	24	24		

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

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

1	Federal Excise Tax Refund	1	8,370
2	Mutual Fund Timing Difference	2	746
3	Total	3	9,116

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

1	Cost Basis Adjustment	1	893
2	PY Return of Capital Adjustment	2	4,732
3	Total	3	5,625

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

[illegible]

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

[illegible]

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	114,503		
										114,503	0	0



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

	Date	Amount
1 Credit from prior year return . . . . .	1	5,879
2 First quarter estimated tax payment . . . . .	2	
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	5,879

**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>	32,376
<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>	32,376

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	23-6221403	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	396,509.95	396,509.95	396,509.95
Savings & Temp Inv	23-6221403	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,321.52	2,321.52	2,321.52
			<b>TOTAL CASH, SAVINGS, AND TEMP INV</b>	<b>398,831.47</b>		<b>398,831.47</b>
Invest - Other	23-6221403	04314H204	ARTISAN INTERNATIONAL FUND #661	748,324.91	24,327.86	521,197.56
Invest - Other	23-6221403	256210105	DODGE & COX INCOME FD COM #147	533,511.40	38,244.55	437,055.85
Invest - Other	23-6221403	589509108	MERGER FD SH BEN INT #260	267,314.20	16,359.50	258,836.63
Invest - Other	23-6221403	693390700	PIMCO TOTAL RET FD-INST #35	533,743.35	48,743.69	496,147.14
Invest - Other	23-6221403	693390882	PIMCO FOREIGN BD FD USD H-INST #103	99,268.63	9,183.04	94,618.45
Invest - Other	23-6221403	77957P105	T ROWE PRICE SHORT TERM BD FD #55	264,291.52	55,060.73	263,924.57
Invest - Other	23-6221403	04314H600	ARTISAN MID CAP FUND-INS #1333	489,834.07	9,992.54	399,282.71
Invest - Other	23-6221403	315920702	FID ADV EMER MKTS INC- CL I #607	204,527.93	14,352.84	194,118.96
Invest - Other	23-6221403	261980668	DREYFUS INTERNATL BOND FD CL I #6094	98,499.14	5,783.86	98,904.00
Invest - Other	23-6221403	256206103	DODGE & COX INT'L STOCK FD #1048	753,814.97	16,394.41	402,150.46
Invest - Other	23-6221403	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	477,440.35	33,109.59	468,682.13
Invest - Other	23-6221403	262028855	DRIEHAUS ACTIVE INCOME FUND	330,290.15	30,667.61	323,483.85
Invest - Other	23-6221403	339128100	JP MORGAN MID CAP VALUE-I #758	489,503.73	13,240.57	351,667.24
Invest - Other	23-6221403	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	228,390.34	13,578.50	224,181.00
Invest - Other	23-6221403	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	476,298.91	42,300.08	483,525.74
Invest - Other	23-6221403	922908553	VANGUARD REIT VIPER	546,656.11	7,319.00	393,194.79
Invest - Other	23-6221403	00203H859	AQR MANAGED FUTURES STR-I #15213	199,980.27	20,118.74	206,703.32
Invest - Other	23-6221403	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	237,949.47	29,232.12	236,091.49
Invest - Other	23-6221403	77958B402	T ROWE PRICE INST FLOAT RATE #170	198,063.10	19,285.60	198,702.38
Invest - Other	23-6221403	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	1,412,181.96	36,670.53	1,305,708.94
Invest - Other	23-6221403	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	551,345.20	12,488.00	471,509.18
Invest - Other	23-6221403	74925K581	ROBECO BP LNG/SHRT RES-INS	336,925.10	22,642.82	305,904.45
Invest - Other	23-6221403	483438305	KALMAR GR W/ VAL SM CAP-INS #4	367,652.92	17,675.62	323,867.17
Invest - Other	23-6221403	22544R305	CREDIT SUISSE COMM RET ST-I #2156	575,345.56	75,307.01	607,450.53
Invest - Other	23-6221403	487300808	KEELEY SMALL CAP VAL FD CL I #2251	375,397.77	9,886.69	277,373.42
Invest - Corp Stock	23-6221403	001055102	AFLAC INC	42,248.70	690.00	44,794.66
Invest - Corp Stock	23-6221403	008252108	AFFILIATED MANAGERS GROUP, INC COM	47,150.00	250.00	48,602.23
Invest - Corp Stock	23-6221403	037411105	APACHE CORP	44,745.60	480.00	37,997.52
Invest - Corp Stock	23-6221403	037833100	APPLE INC	113,940.00	180.00	95,763.51
Invest - Corp Stock	23-6221403	071813109	BAXTER INTL INC	51,342.90	690.00	46,936.01
Invest - Corp Stock	23-6221403	097023105	BOEING CO	55,452.50	410.00	52,939.20
Invest - Corp Stock	23-6221403	126650100	CVS/CAREMARK CORPORATION	61,872.80	790.00	57,867.58
Invest - Corp Stock	23-6221403	14040H105	CAPITAL ONE FINANCIAL CORP	20,511.40	260.00	19,341.37
Invest - Corp Stock	23-6221403	17275R102	CISCO SYSTEMS INC	64,012.00	2,600.00	56,990.96
Invest - Corp Stock	23-6221403	231021106	CUMMINS INC.	58,113.40	380.00	55,237.48
Invest - Corp Stock	23-6221403	25243Q205	DIAGEO PLC - ADR	41,212.80	320.00	39,868.83
Invest - Corp Stock	23-6221403	254687106	WALT DISNEY CO	81,489.70	970.00	80,025.00
Invest - Corp Stock	23-6221403	268648102	E M C CORP MASS	31,340.80	1,180.00	31,811.27

Invest - Corp Stock	23-6221403	375558103	GILEAD SCIENCES INC	56,034.90	690.00	57,228.05
Invest - Corp Stock	23-6221403	459200101	INTERNATIONAL BUSINESS MACHS CORP	31,341.20	170.00	31,824.46
Invest - Corp Stock	23-6221403	478366107	JOHNSON CONTROLS INC	49,810.80	1,030.00	50,155.33
Invest - Corp Stock	23-6221403	594918104	MICROSOFT CORP	42,577.60	1,040.00	39,559.83
Invest - Corp Stock	23-6221403	637071101	NATIONAL OILWELL INC COM	45,028.50	550.00	42,451.04
Invest - Corp Stock	23-6221403	641069406	NESTLE S.A. REGISTERED SHARES - ADR	45,573.50	580.00	43,801.60
Invest - Corp Stock	23-6221403	68389X105	ORACLE CORPORATION	47,062.40	1,120.00	44,307.09
Invest - Corp Stock	23-6221403	806857108	SCHLUMBERGER LTD	65,545.20	630.00	57,780.32
Invest - Corp Stock	23-6221403	872540109	TJX COS INC NEW	44,649.00	820.00	50,495.11
Invest - Corp Stock	23-6221403	883556102	THERMO FISHER SCIENTIFIC INC	43,256.70	370.00	46,567.72
Invest - Corp Stock	23-6221403	89151E109	TOTAL S.A. - ADR	47,920.50	690.00	44,605.03
Invest - Corp Stock	23-6221403	907818108	UNION PACIFIC CORP	73,729.90	370.00	68,079.96
Invest - Corp Stock	23-6221403	58155Q103	MCKESSON CORP	60,684.80	320.00	58,189.57
Invest - Corp Stock	23-6221403	38259P706	GOOGLE INC-CL C	33,593.40	60.00	36,419.11
Invest - Corp Stock	23-6221403	38141G104	GOLDMAN SACHS GROUP INC	35,158.20	220.00	37,815.95
Invest - Corp Stock	23-6221403	404280406	HSBC - ADR	57,464.80	1,090.00	57,071.64
Invest - Corp Stock	23-6221403	911312106	UNITED PARCEL SERVICE-CL B	42,590.80	410.00	39,749.46
Invest - Corp Stock	23-6221403	87612E106	TARGET CORP	51,084.00	900.00	54,673.47
Invest - Corp Stock	23-6221403	91324P102	UNITEDHEALTH GROUP INC	70,074.40	880.00	68,542.14
Invest - Corp Stock	23-6221403	189754104	COACH INC	29,718.30	730.00	35,068.91
Invest - Corp Stock	23-6221403	088606108	BHP BILLITON LIMITED - ADR	25,794.40	380.00	25,627.12
Invest - Corp Stock	23-6221403	46625H100	JPMORGAN CHASE & CO	64,461.20	1,160.00	67,507.48
Invest - Corp Stock	23-6221403	902973304	US BANCORP DEL NEW	51,893.70	1,230.00	51,007.98
Invest - Corp Stock	23-6221403	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	53,860.80	490.00	50,611.95
Invest - Corp Stock	23-6221403	166764100	CHEVRON CORP	41,748.60	340.00	38,787.16
Invest - Corp Stock	23-6221403	88579Y101	3M CO	41,339.50	290.00	38,851.27
Invest - Corp Stock	23-6221403	084670702	BERKSHIRE HATHAWAY INC.	79,570.80	620.00	73,678.88
Invest - Corp Stock	23-6221403	20030N101	COMCAST CORP CLASS A	67,860.00	1,300.00	67,456.87
Invest - Corp Stock	23-6221403	38259P508	GOOGLE INC	34,299.00	60.00	36,535.84
Invest - Corp Stock	23-6221403	150870103	CELANESE CORP	39,501.00	630.00	33,090.44
Invest - Corp Stock	23-6221403	611740101	MONSTER BEVERAGE CORP	37,465.20	540.00	39,710.36
Invest - Corp Stock	23-6221403	G29183103	EATON CORP PLC	45,687.80	620.00	46,140.28
Invest - Corp Stock	23-6221403	12572Q105	CME GROUP INC	48,960.00	680.00	51,924.53
			TOTAL OTHER INVESTMENTS	13,115,324.56		11,597,773.53
			GRAND TOTAL	13,514,156.03		11,996,605.00