Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: CRESSON WM E PRIZE MEML FD TW

A Employer identification number: 23-6653210

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

Room/suite:

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,439,365

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	28,726	27,984		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	36,156			
	b	Gross sales price for all assets on line 6a 475,054				
	7	Capital gain net income (from Part IV, line 2)		36,156		
	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	64,882	64,140	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	1,747	1,310		437
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	388	388		
	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	2,135	1,698	0	437
	25	Contributions, gifts, grants paid	46,000			46,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	48,135	1,698	0	46,437
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	16,747			
	b	**Net investment income** (if negative, enter -0-)		62,442		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	34,373	33,418	33,418
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,197,371	1,214,947	1,405,947
	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)	1,231,744	1,248,365	1,439,365
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,231,744	1,248,365	
	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)	1,231,744	1,248,365	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,231,744	1,248,365	

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	1,231,744
2	Enter amount from Part I, line 27a	2	16,747
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,248,491
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	126
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,248,365

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	36,156
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	45,529	1,302,163	0 034964
2011	50,350	1,249,591	0 040293
2010	49,841	1,230,011	0 040521
2009	37,339	1,096,190	0 034063
2008	69,860	982,199	0 071126

2	**Total** of line 1, column (d)	2	0.220967
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	0.044193
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,377,003
5	Multiply line 4 by line 3	5	60,854
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	624
7	Add lines 5 and 6	7	61,478
8	Enter qualifying distributions from Part XII, line 4	8	46,437

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,249
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	1,249
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	1,249
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 820		
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	820
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	429
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	1,747		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,351,210
b	Average of monthly cash balances	1b	46,763
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,397,973
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,397,973
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	20,970
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,377,003
6	**Minimum investment return.** Enter 5% of line 5	6	68,850

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	68,850
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,249		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,249
3	Distributable amount before adjustments Subtract line 2c from line 1			3	67,601
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	67,601
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	67,601

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	46,437
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	46,437
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,437

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				67,601
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			34,027	
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: ▶ $ 46,437				
a Applied to 2012, but not more than line 2a			34,027	
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				12,410
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				55,191
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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ **3a**				46,000
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	28,726	
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	36,156	
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		64,882	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 64,882

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ SVP Wells Fargo Bank N A | 9/12/2014 | ▶ SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		9/12/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
PENNAA ACADEMY OF THE FINE ARTS				
Street				
128 NORTH BROAD STREET				
City	**State**	**Zip Code**	**Foreign Country**	
PHILADELPHIA	PA	19102		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				46,000

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**

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
Long Term CG Distributions	15,940
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	475,054	438,898	36,156
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/11/2013		1/21/2014	1,988	2,022				0	-34
2	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/6/2012		1/21/2014	7,647	7,507				0	140
3	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/5/2012		4/22/2014	19,879	18,900				0	979
4	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/6/2012		4/22/2014	6,021	5,858				0	163
5	X	RIDGEWORTH SEIX HY BD-I #	76628T645			4/23/2012		4/22/2014	9,727	9,424				0	303
6	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		4/22/2014	13,446	13,586				0	-140
7	X	SPDR DJ WILSHIRE INTERNA	78463X863			1/21/2014		4/22/2014	1,613	1,552				0	61
8	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		10/9/2013	9,503	10,202				0	-699
9	X	VANGUARD FTSE EMERGING	922042858			2/2/2012		1/21/2014	9,547	10,590				0	-1,043
10	X	VANGUARD FTSE EMERGING	922042858			3/20/2012		1/21/2014	9,233	10,225				0	-992
11	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		1/21/2014	6,366	6,324				0	42
12	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	32,963	32,222				0	741
13	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	14,570	14,399				0	171
14	X	HARBOR CAPITAL APRCTION	411511504			3/22/2012		7/10/2013	4,653	4,205				0	448
15	X	HARBOR CAPITAL APRCTION	411511504			4/23/2012		7/10/2013	908	804				0	104
16	X	HARBOR CAPITAL APRCTION	411511504			5/8/2012		7/10/2013	1,556	1,369				0	187
17	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		7/10/2013	20,207	18,664				0	1,543
18	X	HARBOR CAPITAL APRCTION	411511504			8/10/2012		10/9/2013	505	413				0	92
19	X	HARBOR CAPITAL APRCTION	411511504			2/6/2012		10/9/2013	4,066	3,254				0	812
20	X	HARBOR CAPITAL APRCTION	411511504			2/6/2012		1/21/2014	2,182	1,543				0	639
21	X	HARBOR CAPITAL APRCTION	411511504			1/5/2012		1/21/2014	4,949	3,236				0	1,713
22	X	ISHARES CORE S & P 500 ETF	464287200			2/2/2012		7/10/2013	15,588	12,510				0	3,078
23	X	ISHARES CORE S & P 500 ETF	464287200			4/19/2012		7/10/2013	995	835				0	160
24	X	ISHARES CORE S & P 500 ETF	464287200			1/3/2012		7/10/2013	10,448	8,093				0	2,355
25	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		1/21/2014	1,665	1,266				0	399
26	X	KALMAR GR W/ VAL SM CAP-I	483438305			2/11/2013		1/21/2014	3,281	2,521				0	760
27	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			4/22/2009		4/22/2014	20,776	19,712				0	1,064
28	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			1/5/2012		4/22/2014	3,600	3,781				0	-181
29	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			7/12/2013		4/22/2014	3,400	3,319				0	81
30	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			1/23/2014		4/22/2014	4,750	4,658				0	92
31	X	MFS VALUE FUND-CLASS I #8	552983694			3/22/2012		7/10/2013	21,597	17,704				0	3,893
32	X	MFS VALUE FUND-CLASS I #8	552983694			3/22/2012		1/21/2014	1,215	910				0	305
33	X	MFS VALUE FUND-CLASS I #8	552983694			10/11/2013		1/21/2014	1,470	1,382				0	88
34	X	MFS VALUE FUND-CLASS I #8	552983694			4/23/2012		1/21/2014	1,560	1,153				0	407
35	X	ASG GLOBAL ALTERNATIVES	63872T885			10/11/2013		1/21/2014	1,831	1,845				0	-14
36	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		1/21/2014	4,467	4,495				0	-28
37	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	10,025	9,754				0	271
38	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/10/2013	9,699	10,399				0	-700
39	X	PIMCO TOTAL RET FD-INST #	693390700			5/8/2012		7/10/2013	7,415	7,832				0	-417
40	X	PIMCO TOTAL RET FD-INST #	693390700			5/8/2012		1/21/2014	1,709	1,792				0	-83
41	X	RIDGEWORTH SEIX HY BD-I #	76628T645			3/22/2012		1/21/2014	12,813	12,605				0	208
42	X	RIDGEWORTH SEIX HY BD-I #	76628T645			7/12/2013		1/21/2014	10,327	10,526				0	-199
43	X	AQR MANAGED FUTURES STI	00203H859			7/12/2013		10/9/2013	12,880	13,339				0	-459
44	X	ARTISAN INTERNATIONAL FU	04314H204			3/22/2012		7/10/2013	6,683	5,708				0	975
45	X	ARTISAN INTERNATIONAL FU	04314H204			3/22/2012		10/9/2013	1,485	1,200				0	285
46	X	ARTISAN INTERNATIONAL FU	04314H204			3/22/2012		1/21/2014	3,767	2,819				0	948
47	X	ARTISAN INTERNATIONAL FU	04314H204			4/23/2012		1/21/2014	318	235				0	83
48	X	ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		10/9/2013	3,800	3,653				0	147
49	X	ARTISAN MID CAP FUND-INS	04314H600			4/23/2012		10/9/2013	360	296				0	64
50	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	6,829	5,712				0	1,117
51	X	CREDIT SUISSE COMM RET S	22544R305			2/11/2013		10/9/2013	1,882	2,087				0	-205
52	X	CREDIT SUISSE COMM RET S	22544R305			2/6/2012		10/9/2013	10,248	11,900				0	-1,652
53	X	CREDIT SUISSE COMM RET S	22544R305			2/6/2012		4/22/2014	5,221	5,661				0	-440
54	X	DIAMOND HILL LONG-SHORT	25264S833			3/22/2012		7/10/2013	8,606	7,373				0	1,233
55	X	DIAMOND HILL LONG-SHORT	25264S833			2/6/2012		7/10/2013	461	390				0	71
56	X	DODGE & COX INT'L STOCK F	256206103			3/22/2012		7/10/2013	966	851				0	115
57	X	DODGE & COX INT'L STOCK F	256206103			2/6/2012		7/10/2013	5,209	4,495				0	714
58	X	DODGE & COX INT'L STOCK F	256206103			2/6/2012		10/9/2013	4,045	3,242				0	803
59	X	DODGE & COX INT'L STOCK F	256206103			2/6/2012		1/21/2014	2,851	2,119				0	732
60	X	DODGE & COX INCOME FD CO	256210105			2/11/2013		7/10/2013	18,681	19,293				0	-612
61	X	DODGE & COX INCOME FD CO	256210105			2/11/2013		1/21/2014	3,251	3,301				0	-50
62	X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	18,748	19,327				0	-579
63	X	DREYFUS EMG MKT DEBT LO	261980494			2/6/2012		10/10/2013	1,473	1,492				0	-19
64	X	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013		1/21/2014	6,908	6,869				0	39
65	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	1,532	1,715				0	-183
66	X	VANGUARD FTSE EMERGING	922042858			4/19/2012		1/21/2014	157	171				0	-14
67	X	VANGUARD REIT VIPER	922908553			3/20/2012		4/22/2014	2,593	2,259				0	334

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		388	388	0	0
1	FOREIGN TAXES PAID	388	388		

Part II, Line 13 (990-PF) - Investments - Other

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,197,371	1,214,947	1,405,947
	Asset Description				
1	SEE ATTACHED		1,207,475	1,214,947	1,405,947

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

	Amount
Long Term CG Distributions	15,940
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						459,114	0	0	438,898	20,216	0	0	0	20,216
1	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/11/2013	1/21/2014	1,988		0	2,022	-34	0	0	0	-34
2	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/6/2012	1/21/2014	7,647		0	7,507	140	0	0	0	140
3	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/5/2012	4/22/2014	19 879		0	18 900	979	0	0	0	979
4	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/6/2012	4/22/2014	6,021		0	5 858	163	0	0	0	163
5	RIDGEWORTH SEIX HY BD-I #5855	76628T645		4/23/2012	4/22/2014	9,727		0	9,424	303	0	0	0	303
6	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	4/22/2014	13,446		0	13,586	-140	0	0	0	-140
7	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		1/21/2014	4/22/2014	1 613		0	1,552	61	0	0	0	61
8	VANGUARD FTSE EMERGING MARKETS	922042858		2/7/2013	10/9/2013	9,503		0	10,202	-699	0	0	0	-699
9	VANGUARD FTSE EMERGING MARKETS	922042858		2/2/2012	1/21/2014	9,547		0	10 590	-1,043	0	0	0	-1,043
10	VANGUARD FTSE EMERGING MARKETS	922042858		3/20/2012	1/21/2014	9 233		0	10 225	-992	0	0	0	-992
11	DRIEHAUS ACTIVE INCOME FUND	262028855		7/12/2013	1/21/2014	6,366		0	6,324	42	0	0	0	42
12	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	32,963		0	32 222	741	0	0	0	741
13	GATEWAY FUND - Y #1986	367829884		2/11/2013	7/10/2013	14,570		0	14,399	171	0	0	0	171
14	HARBOR CAPITAL APRCTION-INST #20	411511504		3/22/2012	7/10/2013	4 653		0	4 205	448	0	0	0	448
15	HARBOR CAPITAL APRCTION-INST #20	411511504		4/23/2012	7/10/2013	908		0	804	104	0	0	0	104
16	HARBOR CAPITAL APRCTION-INST #20	411511504		5/8/2012	7/10/2013	1,556		0	1,369	187	0	0	0	187
17	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	7/10/2013	20 207		0	18,664	1,543	0	0	0	1,543
18	HARBOR CAPITAL APRCTION-INST #20	411511504		8/10/2012	10/9/2013	505		0	413	92	0	0	0	92
19	HARBOR CAPITAL APRCTION-INST #20	411511504		2/6/2012	10/9/2013	4,066		0	3,254	812	0	0	0	812
20	HARBOR CAPITAL APRCTION-INST #20	411511504		2/6/2012	1/21/2014	2,182		0	1,543	639	0	0	0	639
21	HARBOR CAPITAL APRCTION-INST #20	411511504		1/5/2012	1/21/2014	4,949		0	3 236	1 713	0	0	0	1,713
22	ISHARES CORE S & P 500 ETF	464287200		2/2/2012	7/10/2013	15,588		0	12 510	3 078	0	0	0	3,078
23	ISHARES CORE S & P 500 ETF	464287200		4/19/2012	7/10/2013	995		0	835	160	0	0	0	160
24	ISHARES CORE S & P 500 ETF	464287200		1/3/2012	7/10/2013	10 448		0	8 093	2,355	0	0	0	2,355
25	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	1/21/2014	1 665		0	1,266	399	0	0	0	399
26	KALMAR GR W/ VAL SM CAP-INS #4	483438305		2/11/2013	1/21/2014	3 281		0	2,521	760	0	0	0	760
27	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		4/22/2009	4/22/2014	20,776		0	19,712	1,064	0	0	0	1,064
28	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		1/5/2012	4/22/2014	3,600		0	3,781	-181	0	0	0	-181
29	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		7/12/2013	4/22/2014	3,400		0	3,319	81	0	0	0	81
30	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		1/23/2014	4/22/2014	4,750		0	4,658	92	0	0	0	92
31	MFS VALUE FUND-CLASS I #893	552983694		3/22/2012	7/10/2013	21 597		0	17,704	3,893	0	0	0	3 893
32	MFS VALUE FUND-CLASS I #893	552983694		3/22/2012	1/21/2014	1,215		0	910	305	0	0	0	305
33	MFS VALUE FUND-CLASS I #893	552983694		10/11/2013	1/21/2014	1,470		0	1,382	88	0	0	0	88
34	MFS VALUE FUND-CLASS I #893	552983694		4/23/2012	1/21/2014	1,560		0	1,153	407	0	0	0	407
35	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		10/11/2013	1/21/2014	1,831		0	1,845	-14	0	0	0	-14
36	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	1/21/2014	4 467		0	4,495	28	0	0	0	-28
37	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	10/9/2013	10,025		0	9,754	271	0	0	0	271
38	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	7/10/2013	9,699		0	10,399	-700	0	0	0	-700
39	PIMCO TOTAL RET FD-INST #35	693390700		5/8/2012	7/10/2013	7 415		0	7,832	-417	0	0	0	-417
40	PIMCO TOTAL RET FD-INST #35	693390700		5/8/2012	1/21/2014	1 709		0	1,792	-83	0	0	0	-83
41	RIDGEWORTH SEIX HY BD-I #5855	76628T645		3/22/2012	1/21/2014	12 813		0	12,605	208	0	0	0	208
42	RIDGEWORTH SEIX HY BD-I #5855	76628T645		7/12/2013	1/21/2014	10,327		0	10,526	-199	0	0	0	-199
43	AQR MANAGED FUTURES STR-I #15213	00203H859		7/12/2013	10/9/2013	12,880		0	13,339	-459	0	0	0	-459
44	ARTISAN INTERNATIONAL FUND #661	04314H204		3/22/2012	7/10/2013	6,683		0	5,708	975	0	0	0	975
45	ARTISAN INTERNATIONAL FUND #661	04314H204		3/22/2012	10/9/2013	1,485		0	1 200	285	0	0	0	285
46	ARTISAN INTERNATIONAL FUND #661	04314H204		3/22/2012	1/21/2014	3 767		0	2 819	948	0	0	0	948
47	ARTISAN INTERNATIONAL FUND #661	04314H204		4/23/2012	1/21/2014	318		0	235	83	0	0	0	83
48	ARTISAN MID CAP FUND-INS #1333	04314H600		7/12/2013	10/9/2013	3,800		0	3,653	147	0	0	0	147
49	ARTISAN MID CAP FUND-INS #1333	04314H600		4/23/2012	10/9/2013	360		0	296	64	0	0	0	64
50	ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	6 829		0	5,712	1 117	0	0	0	1,117
51	CREDIT SUISSE COMM RET ST-I #2156	22544R305		2/11/2013	10/9/2013	1,882		0	2,087	-205	0	0	0	-205
52	CREDIT SUISSE COMM RET ST-I #2156	22544R305		2/6/2012	10/9/2013	10 248		0	11,900	-1,652	0	0	0	-1,652
53	CREDIT SUISSE COMM RET ST-I #2156	22544R305		2/6/2012	4/22/2014	5,221		0	5 661	-440	0	0	0	-440
54	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		3/22/2012	7/10/2013	8,606		0	7,373	1,233	0	0	0	1,233
55	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		2/6/2012	7/10/2013	461		0	390	71	0	0	0	71
56	DODGE & COX INT'L STOCK FD #1048	256206103		3/22/2012	7/10/2013	966		0	851	115	0	0	0	115
57	DODGE & COX INT'L STOCK FD #1048	256206103		2/6/2012	7/10/2013	5,209		0	4,495	714	0	0	0	714
58	DODGE & COX INT'L STOCK FD #1048	256206103		2/6/2012	10/9/2013	4,045		0	3,242	803	0	0	0	803
59	DODGE & COX INT'L STOCK FD #1048	256206103		2/6/2012	1/21/2014	2 851		0	2,119	732	0	0	0	732
60	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2013	18 681		0	19,293	-612	0	0	0	-612
61	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	3,251		0	3,301	-50	0	0	0	-50
62	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/10/2012	10/10/2013	18 748		0	19,327	-579	0	0	0	-579
63	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/6/2012	10/10/2013	1,473		0	1,492	-19	0	0	0	-19
64	DRIEHAUS ACTIVE INCOME FUND	262028855		2/11/2013	1/21/2014	6 908		0	6 869	39	0	0	0	39
65	VANGUARD FTSE EMERGING MARKETS	922042858		2/7/2013	1/21/2014	1,532		0	1,715	-183	0	0	0	-183
66	VANGUARD FTSE EMERGING MARKETS	922042858		4/19/2012	1/21/2014	157		0	171	-14	0	0	0	-14
67	VANGUARD REIT VIPER	922908553		3/20/2012	4/22/2014	2,593		0	2 259	334	0	0	0	334

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

										1,747	0	0
	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	1,747		

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

		Date		Amount
1	Credit from prior year return		1	820
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	820

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	34,027
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	34,027

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	23-6653210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	33,343.89	33,343.89
Savings & Temp Inv	23-6653210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	74.24	74 24
			TOTAL SAVINGS & TEMP INV	**33,418.13**	**33,418.13**
Invest - Other	23-6653210	04314H204	ARTISAN INTERNATIONAL FUND #661	64,633.74	44,390.75
Invest - Other	23-6653210	256210105	DODGE & COX INCOME FD COM #147	104,097.22	101,113.55
Invest - Other	23-6653210	411511504	HARBOR CAPITAL APRCTION-INST #2012	98,425 10	56,615.37
Invest - Other	23-6653210	589509108	MERGER FD SH BEN INT #260	43,408.70	41,976 42
Invest - Other	23-6653210	693390700	PIMCO TOTAL RET FD-INST #35	103,943 71	104,227.75
Invest - Other	23-6653210	693390882	PIMCO FOREIGN BD FD USD H-INST #103	32,433 44	31,902.44
Invest - Other	23-6653210	77957P105	T ROWE PRICE SHORT TERM BD FD #55	65,701.67	65,826.33
Invest - Other	23-6653210	04314H600	ARTISAN MID CAP FUND-INS #1333	46,934.49	38,443.37
Invest - Other	23-6653210	315920702	FID ADV EMER MKTS INC- CL I #607	21,761.00	20,737.85
Invest - Other	23-6653210	464287200	ISHARES CORE S & P 500 ETF	26,560.19	18,803 20
Invest - Other	23-6653210	261980668	DREYFUS INTERNATL BOND FD CL I #6094	32,067 49	32,067 49
Invest - Other	23-6653210	277923728	EATON VANCE GLOBAL MACRO - I #0088	21,012.95	21,493.40
Invest - Other	23-6653210	256206103	DODGE & COX INT'L STOCK FD #1048	67,308.42	42,843.15
Invest - Other	23-6653210	552983694	MFS VALUE FUND-CLASS I #893	65,264.52	46,647.95
Invest - Other	23-6653210	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	52,026.05	50,167.47
Invest - Other	23-6653210	262028855	DRIEHAUS ACTIVE INCOME FUND	56,278 35	55,445.62
Invest - Other	23-6653210	339128100	JP MORGAN MID CAP VALUE-I #758	48,450.04	35,394.34
Invest - Other	23-6653210	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	24,801.07	24,226.02
Invest - Other	23-6653210	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	36,770 60	37,460.53
Invest - Other	23-6653210	922908553	VANGUARD REIT VIPER	51,909.55	42,531.32
Invest - Other	23-6653210	922042858	VANGUARD FTSE EMERGING MARKETS ETF	24,819.48	23,604 57
Invest - Other	23-6653210	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	25,747.47	25,553.07
Invest - Other	23-6653210	77958B402	T ROWE PRICE INST FLOAT RATE #170	21,406.50	21,460.55
Invest - Other	23-6653210	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	73,464.53	63,651.43
Invest - Other	23-6653210	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	52,008.70	41,447.71
Invest - Other	23-6653210	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	29,665.42	22,494.81
Invest - Other	23-6653210	483438305	KALMAR GR W/ VAL SM CAP-INS #4	24,595.56	20,416.28
Invest - Other	23-6653210	22544R305	CREDIT SUISSE COMM RET ST-I #2156	62,426.70	64,931.70
Invest - Other	23-6653210	487300808	KEELEY SMALL CAP VAL FD CL I #2251	28,024.78	18,555.98
			TOTAL INVEST - OTHER	**1,405,947.44**	**1,214,430.42**
Cash	23-6653210			-	-