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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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: GUSTAVUS & HELEN SNELLING FOUNDATION

A Employer identification number: 94-2924906

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)* ▶ $ 2,219,229

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))*

	Line	Description	(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	70,046	63,648		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,023			
	b	Gross sales price for all assets on line 6a 329,260				
	7	Capital gain net income (from Part IV, line 2)		24,023		
	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)	2,513	2,513		
	12	**Total.** Add lines 1 through 11	96,582	90,184	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	31,362	23,522		7,840
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,066			1,066
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,715	1,503		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	50	40		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,193	25,065	0	8,916
	25	Contributions, gifts, grants paid	78,445			78,445
	26	**Total expenses and disbursements.** Add lines 24 and 25	114,638	25,065	0	87,361
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-18,056			
	b	**Net investment income** (if negative, enter -0-)		65,119		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

18 NE

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	47,760	18,354	18,354
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)	591,752		
c	Investments—corporate bonds (attach schedule)	152,656		
11	Investments—land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	930,120	1,686,277	2,200,875
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)	1,722,288	1,704,631	2,219,229
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	1,722,288	1,704,631	
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)	1,722,288	1,704,631	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,722,288	1,704,631	

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	1,722,288
2	Enter amount from Part I, line 27a	2	-18,056
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	3	470
4	Add lines 1, 2, and 3	4	1,704,702
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	71
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,704,631

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	24,023
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	92,728	1,953,663	0.047464
2011	101,365	1,913,132	0 052984
2010	81,372	1,932,450	0 042108
2009	68,461	1,763,223	0 038827
2008	126,201	1,771,358	0 071245

2	**Total** of line 1, column (d)	2	0.252628
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 050526
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,108,324
5	Multiply line 4 by line 3	5	106,525
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	651
7	Add lines 5 and 6	7	107,176
8	Enter qualifying distributions from Part XII, line 4	8	87,361

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	1,302
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	1,302
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	1,302
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,316		
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	1,316
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	14
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 14 **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) ▶ CA			
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)*

		Line	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

		Line	Yes	No
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.

		Line	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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to.		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b	X
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	31,362		

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,061,895
b	Average of monthly cash balances	1b	78,535
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,140,430
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,140,430
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	32,106
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,108,324
6	**Minimum investment return.** Enter 5% of line 5	6	105,416

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	105,416
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,302		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,302
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	104,114
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	104,114
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	104,114

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	87,361
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	87,361
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	87,361

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				104,114
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			34,919	
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 ▶ $ 87,361				
a	Applied to 2012, but not more than line 2a			34,919	
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				52,442
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				51,672
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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	78,445
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	70,046	
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	24,023	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	2,513	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		96,582	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 96,582

(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

John S. [signature] SVP Wells Fargo Bank N A. | 9/16/2014 | 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	[signature]	9/16/2014		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					
BELVEDERE-TIBURON LIBRARY AGENCY					
Street					
1501 TIBURON BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
TIBURON		CA	94920-2530		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,614

Name					
WASHINGTON STATE FEDERATION OF MUSIC CLUBS					
Street					
21717 46TH AVE E					
City		**State**	**Zip Code**	**Foreign Country**	
SPANAWAY		WA	98387		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					9,229

Name					
SEATTLE PUBLIC LIBRARY					
Street					
1000 4TH AVE					
City		**State**	**Zip Code**	**Foreign Country**	
SEATTLE		WA	98104		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					9,229

Name					
WILLAMETTE UNIVERSITY					
Street					
900 STATE ST					
City		**State**	**Zip Code**	**Foreign Country**	
SALEM		OR	97301-3930		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					13,843

Name					
GUIDE DOGS FOR THE BLIND INC					
Street					
PO BOX 151200					
City		**State**	**Zip Code**	**Foreign Country**	
SAN RAFAEL		CA	94915		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					9,229

Name					
MARIN GENERAL HOSPITAL FDN					
Street					
100 B DRAKES LANDING SUITE 250					
City		**State**	**Zip Code**	**Foreign Country**	
GREENBRAE		CA	94904		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					18,458

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

Recipient(s) paid during the year

Name	ST STEPHEN'S PARISH
Street	PO BOX 97
City	BELVEDERE
State	CA
Zip Code	94920-0097
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	4,614

Name	THE SALVATION ARMY
Street	PO BOX 9219
City	SEATTLE
State	WA
Zip Code	98109
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	9,229

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		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	8,020		Capital Gains/Losses	329,260	305,237	24,023
Short Term CG Distributions			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	ABBVIE INC	00287Y109			9/17/2010		9/5/2013	8,678	5,376				0	3,302
2	X	ABBVIE INC	00287Y109			12/13/2011		9/5/2013	4,339	2,852				0	1,487
3	X	AFFILIATED MANAGERS GRO	008252108			9/17/2010		9/5/2013	4,447	1,944				0	2,503
4	X	ARBITRAGE FUND CLASS I #1	03875R205			1/30/2012		9/5/2013	9,772	10,000				0	-228
5	X	ARBITRAGE FUND CLASS I #1	03875R205			3/27/2012		9/5/2013	14,613	15,000				0	-387
6	X	CELGENE CORP COM	151020104			1/5/2010		9/5/2013	7,285	2,756				0	4,529
7	X	DIAMOND HILL LONG-SHORT	25264S833			5/26/2010		10/15/2013	14,264	10,000				0	4,264
8	X	DIAMOND HILL LONG-SHORT	25264S833			3/27/2012		10/15/2013	17,796	15,000				0	2,796
9	X	DIV CAP DIVERSIFIED PROPE	25537M100			5/29/2008		12/31/2013	4,926	5,320				0	-394
10	X	DIV CAP DIVERSIFIED PROPE	25537M100			5/29/2008		3/31/2014	3,120	3,355				0	-235
11	X	JP MORGAN MID CAP VALUE-	339128100			4/11/2013		10/15/2013	10,757	10,000				0	757
12	X	ISHARES TR MSCI EMERGING	464287234			1/28/2008		6/11/2013	7,887	8,998				0	-1,111
13	X	ISHARES TR MSCI EMERGING	464287234			1/30/2012		6/11/2013	11,830	12,555				0	-725
14	X	JPMORGAN HIGH YIELD FUND	4812C0803			3/22/2011		9/5/2013	24,071	25,000				0	-929
15	X	JPMORGAN HIGH YIELD FUND	4812C0803			10/5/2010		9/5/2013	744	750				0	-6
16	X	PIMCO EMERG MKTS BD-INST	693391559			9/17/2010		6/11/2013	25,533	25,000				0	533
17	X	PIMCO EMERG MKTS BD-INST	693391559			10/5/2010		6/11/2013	25,044	25,000				0	44
18	X	PIMCO EMERGING LOCAL BO	72201F516			4/27/2011		6/11/2013	9,065	10,000				0	-935
19	X	PIMCO EMERGING LOCAL BO	72201F516			5/27/2011		6/11/2013	13,796	15,000				0	-1,204
20	X	PIMCO EMERGING LOCAL BO	72201F516			6/6/2011		6/11/2013	22,764	25,000				0	-2,236
21	X	PRINCIPAL MIDCAP FD-IN #47	74253Q747			4/11/2013		10/15/2013	10,948	10,000				0	948
22	X	T ROWE PRICE SMALL CAP S	779572106			4/11/2013		10/15/2013	5,676	5,000				0	676
23	X	T ROWE PRICE SMALL CAP S	779572106			5/13/2013		10/15/2013	5,530	5,000				0	530
24	X	T ROWE PRICE SMALL CAP S	779572106			9/5/2013		10/15/2013	5,231	5,000				0	231
25	X	AMEX UTILITIES SPDR	81369Y886			5/26/2010		9/5/2013	11,011	8,522				0	2,489
26	X	AMEX UTILITIES SPDR	81369Y886			5/27/2011		9/5/2013	7,340	6,738				0	602
27	X	TEVA PHARMACEUTICAL IND	881624209			1/5/2010		8/20/2013	7,837	11,388				0	-3,551
28	X	TEVA PHARMACEUTICAL IND	881624209			3/22/2011		8/20/2013	1,959	2,410				0	-451
29	X	TEVA PHARMACEUTICAL IND	881624209			12/13/2011		8/20/2013	3,919	4,121				0	-202
30	X	THERMO FISHER SCIENTIFIC	883556102			7/20/2007		9/5/2013	5,442	3,135				0	2,307
31	X	TOUCHSTONE SMALL CAP CO	89155H256			4/11/2013		10/15/2013	5,294	5,000				0	294
32	X	TOUCHSTONE SMALL CAP CO	89155H256			5/13/2013		10/15/2013	5,093	5,000				0	93
33	X	TOUCHSTONE SMALL CAP CO	89155H256			9/5/2013		10/15/2013	5,213	5,000				0	213
34	X	VERIZON COMMUNICATIONS	92343V104			2/25/2014		3/4/2014	12	12				0	0
35	X	VODAFONE GROUP PLC-SP A	92857W308			12/13/2011		2/28/2014	4	5				0	-1

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,513	2,513	0
	Description			
1	JP MORGAN FUND EARNINGS	2,513	2,513	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,066	0	0	1,066
	Description				
1	TAX PREP FEES	1,066			1,066

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

		3,715	1,503	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,503	1,503		
2	PY EXCISE TAX DUE	896			
3	ESTIMATED EXCISE PAYMENTS	1,316			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		50	40	0	10
1	ADR FEES	40	40		
2	STATE AG FEES	10			10

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

	Amount
Long Term CG Distributions	8,020
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
						321,240	0	0	305,237	16,003	0	0	0	16,003
1	ABBVIE INC	00287Y109		9/17/2010	9/5/2013	8,678		0	5,376	3,302	0	0	0	3,302
2	ABBVIE INC	00287Y109		12/13/2011	9/5/2013	4,339		0	2,852	1,487	0	0	0	1,487
3	AFFILIATED MANAGERS GROUP, INC C	008252108		9/17/2010	9/5/2013	4,447		0	1,944	2,503	0	0	0	2,503
4	ARBITRAGE FUND CLASS I #1000	03875R205		1/30/2012	9/5/2013	9,772		0	10,000	-228	0	0	0	-228
5	ARBITRAGE FUND CLASS I #1000	03875R205		3/27/2012	9/5/2013	14,613		0	15,000	-387	0	0	0	-387
6	CELGENE CORP COM	151020104		1/5/2010	9/5/2013	7,285		0	2,756	4,529	0	0	0	4,529
7	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/26/2010	10/15/2013	14,264		0	10 000	4,264	0	0	0	4,264
8	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		3/27/2012	10/15/2013	17,796		0	15,000	2,796	0	0	0	2,796
9	DIV CAP DIVERSIFIED PROPERTY FD C	25537M100		5/29/2008	12/31/2013	4,926		0	5,320	-394	0	0	0	-394
10	DIV CAP DIVERSIFIED PROPERTY FD C	25537M100		5/29/2008	3/31/2014	3,120		0	3,355	-235	0	0	0	-235
11	JP MORGAN MID CAP VALUE-I #758	339128100		4/11/2013	10/15/2013	10,757		0	10,000	757	0	0	0	757
12	ISHARES TR MSCI EMERGING MARKET	464287234		1/28/2008	6/11/2013	7,887		0	8,998	-1,111	0	0	0	-1,111
13	ISHARES TR MSCI EMERGING MARKET	464287234		1/30/2012	6/11/2013	11,830		0	12,555	-725	0	0	0	-725
14	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		3/22/2011	9/5/2013	24,071		0	25,000	-929	0	0	0	-929
15	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		10/5/2010	9/5/2013	744		0	750	-6	0	0	0	-6
16	PIMCO EMERG MKTS BD-INST #137	693391559		9/17/2010	6/11/2013	25,533		0	25,000	533	0	0	0	533
17	PIMCO EMERG MKTS BD-INST #137	693391559		10/5/2010	6/11/2013	25,044		0	25,000	44	0	0	0	44
18	PIMCO EMERGING LOCAL BOND IS #33	72201F516		4/27/2011	6/11/2013	9,065		0	10,000	-935	0	0	0	-935
19	PIMCO EMERGING LOCAL BOND IS #33	72201F516		5/27/2011	6/11/2013	13,796		0	15,000	-1,204	0	0	0	-1,204
20	PIMCO EMERGING LOCAL BOND IS #33	72201F516		6/6/2011	6/11/2013	22,764		0	25,000	-2,236	0	0	0	-2,236
21	PRINCIPAL MIDCAP FD-IN #4749	74253Q747		4/11/2013	10/15/2013	10,948		0	10,000	948	0	0	0	948
22	T ROWE PRICE SMALL CAP STOCK #65	779572106		4/11/2013	10/15/2013	5 676		0	5,000	676	0	0	0	676
23	T ROWE PRICE SMALL CAP STOCK #65	779572106		5/13/2013	10/15/2013	5,530		0	5,000	530	0	0	0	530
24	T ROWE PRICE SMALL CAP STOCK #65	779572106		9/5/2013	10/15/2013	5 231		0	5,000	231	0	0	0	231
25	AMEX UTILITIES SPDR	81369Y886		5/26/2010	9/5/2013	11,011		0	8,522	2 489	0	0	0	2,489
26	AMEX UTILITIES SPDR	81369Y886		5/27/2011	9/5/2013	7,340		0	6,738	602	0	0	0	602
27	TEVA PHARMACEUTICAL INDUSTRIES	881624209		1/5/2010	8/20/2013	7,837		0	11,388	-3,551	0	0	0	-3,551
28	TEVA PHARMACEUTICAL INDUSTRIES	881624209		3/22/2011	8/20/2013	1,959		0	2,410	-451	0	0	0	-451
29	TEVA PHARMACEUTICAL INDUSTRIES	881624209		12/13/2011	8/20/2013	3,919		0	4,121	-202	0	0	0	-202
30	THERMO FISHER SCIENTIFIC INC	883556102		7/20/2007	9/5/2013	5,442		0	3,135	2,307	0	0	0	2,307
31	TOUCHSTONE SMALL CAP CORE-IN #5	89155H256		4/11/2013	10/15/2013	5,294		0	5,000	294	0	0	0	294
32	TOUCHSTONE SMALL CAP CORE-IN #5	89155H256		5/13/2013	10/15/2013	5,093		0	5,000	93	0	0	0	93
33	TOUCHSTONE SMALL CAP CORE-IN #5	89155H256		9/5/2013	10/15/2013	5,213		0	5,000	213	0	0	0	213
34	VERIZON COMMUNICATIONS	92343V104		2/25/2014	3/4/2014	12		0	12	0	0	0	0	0
35	VODAFONE GROUP PLC-SP ADR	92857W308		12/13/2011	2/28/2014	4		0	5	-1	0	0	0	-1

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
										31,362	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	31,362		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	10/9/2013	2	329
3	Second quarter estimated tax payment	11/8/2013	3	329
4	Third quarter estimated tax payment	2/11/2014	4	329
5	Fourth quarter estimated tax payment	5/7/2014	5	329
6	Other payments		6	
7	Total		7	1,316

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	34,919
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	34,919

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	94-2924906	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	10,160.08	10,160.08
Savings & Temp Inv	94-2924906	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	8,194.21	8,194.21
			Total Savings & Temp Inv	**18,354.29**	**18,354.29**
Invest - Other	94-2924906	04314H204	ARTISAN INTERNATIONAL FUND #661	30,210.63	25,000.00
Invest - Other	94-2924906	411511306	HARBOR INTERNATION FD INST #2011	29,452.47	25,000.00
Invest - Other	94-2924906	413838202	OAKMARK INTERNATIONAL FD #109	28,499.49	25,000.00
Invest - Other	94-2924906	922908827	VANGUARD SMALL CAP GRWTH INDX #861	21,578.36	15,000.00
Invest - Other	94-2924906	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	48,904.12	49,928.78
Invest - Other	94-2924906	76628T678	RIDGEWORTH SEIX FLOATING CL I #5203	74,918.93	75,000.00
Invest - Other	94-2924906	464287804	ISHARES CORE S&P SMALL-CAP E	53,650.00	42,768.90
Invest - Other	94-2924906	46625H365	JP MORGAN ALERIAN MLP INDEX	74,250.00	55,380.86
Invest - Other	94-2924906	464287507	ISHARES CORE S&P MIDCAP ETF	137,630.00	82,942.88
Invest - Other	94-2924906	003021714	ABERDEEN EMERG MARKETS-INST #5840	26,490.98	25,000.00
Invest - Other	94-2924906	262028855	DRIEHAUS ACTIVE INCOME FUND	10,027.94	10,000.00
Invest - Other	94-2924906	04314H808	ARTISAN INTL SMALL CAP FD-IV #1465	27,162.17	25,000.00
Invest - Other	94-2924906	936793884	WASATCH EMERGING MKT S/C FD	10,629.92	10,000.00
Invest - Other	94-2924906	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	24,508.64	25,000.00
Invest - Other	94-2924906	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	48,238.07	42,825.82
Invest - Other	94-2924906	543495840	LOOMIS SAYLES BOND FD INSTL #1162	103,031.60	100,000.00
Invest - Other	94-2924906	922908553	VANGUARD REIT VIPER	11,203.50	10,184.51
Invest - Other	94-2924906	00203H859	AQR MANAGED FUTURES STR-I #15213	9,697.56	10,000.00
Invest - Other	94-2924906	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	50,590.60	49,250.25
Invest - Other	94-2924906	88019R641	TEMPLETON FRONTIER MARKET-AD #674	16,531.05	15,000.00
Invest - Other	94-2924906	25537M100	DIV CAP DIVERSIFIED PROPERTY FD CL E	43,840.63	47,040.06
Invest - Other	94-2924906	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	27,593.88	25,000.00
Invest - Other	94-2924906	74253Q416	PRINCIPAL PREFERRED SEC-INS #4929	80,055.27	76,372.42
Invest - Other	94-2924906	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	11,037.50	10,660.00
Invest - Other	94-2924906	74925K581	ROBECO BP LNG/SHRT RES-INS	27,388.17	25,000.00
Invest - Other	94-2924906	94987W752	WFA SHRT TRM HI YLD-INS #3170	25,030.38	25,000.00
Invest - Corp Stock	94-2924906	008252108	AFFILIATED MANAGERS GROUP, INC COM	23,575.00	9,717.50
Invest - Corp Stock	94-2924906	037411105	APACHE CORP	27,966.00	27,338.50
Invest - Corp Stock	94-2924906	037833100	APPLE INC	94,950.00	32,160.84

Invest - Corp Stock	94-2924906	071813109	BAXTER INTL INC	11,161.50	10,474.49
Invest - Corp Stock	94-2924906	126650100	CVS/CAREMARK CORPORATION	31,328.00	13,043.39
Invest - Corp Stock	94-2924906	14040H105	CAPITAL ONE FINANCIAL CORP	15,778.00	10,384.00
Invest - Corp Stock	94-2924906	151020104	CELGENE CORP COM	22,954.50	8,268.00
Invest - Corp Stock	94-2924906	235851102	DANAHER CORP	27,450.50	13,126.75
Invest - Corp Stock	94-2924906	25243Q205	DIAGEO PLC - ADR	25,758.00	13,627.96
Invest - Corp Stock	94-2924906	254687106	WALT DISNEY CO	12,601.50	9,190.20
Invest - Corp Stock	94-2924906	268648102	E M C CORP MASS	26,560.00	25,540.24
Invest - Corp Stock	94-2924906	375558103	GILEAD SCIENCES INC	12,181.50	9,147.77
Invest - Corp Stock	94-2924906	459200101	INTERNATIONAL BUSINESS MACHS CORP	27,654.00	17,221.09
Invest - Corp Stock	94-2924906	641069406	NESTLE S.A. REGISTERED SHARES - ADR	23,572.50	13,335.00
Invest - Corp Stock	94-2924906	92857W308	VODAFONE GROUP PLC-SP ADR	14,319.09	16,597.90
Invest - Corp Stock	94-2924906	66987V109	NOVARTIS AG - ADR	27,018.00	16,619.97
Invest - Corp Stock	94-2924906	747525103	QUALCOMM INC	26,146.25	15,642.25
Invest - Corp Stock	94-2924906	778296103	ROSS STORES INC	20,535.00	12,203.96
Invest - Corp Stock	94-2924906	806857108	SCHLUMBERGER LTD	31,212.00	21,321.50
Invest - Corp Stock	94-2924906	872540109	TJX COS INC NEW	21,780.00	11,495.94
Invest - Corp Stock	94-2924906	883556102	THERMO FISHER SCIENTIFIC INC	23,382.00	10,141.36
Invest - Corp Stock	94-2924906	89151E109	TOTAL S.A. - ADR	34,725.00	24,586.41
Invest - Corp Stock	94-2924906	907818108	UNION PACIFIC CORP	29,890.50	9,295.12
Invest - Corp Stock	94-2924906	913017109	UNITED TECHNOLOGIES CORP	23,244.00	15,355.94
Invest - Corp Stock	94-2924906	740189105	PRECISION CASTPARTS CORP	25,298.00	9,944.32
Invest - Corp Stock	94-2924906	404280406	HSBC - ADR	10,544.00	10,683.98
Invest - Corp Stock	94-2924906	911312106	UNITED PARCEL SERVICE-CL B	20,776.00	13,104.00
Invest - Corp Stock	94-2924906	87612E106	TARGET CORP	17,028.00	18,924.46
Invest - Corp Stock	94-2924906	91324P102	UNITEDHEALTH GROUP INC	19,907.50	12,264.46
Invest - Corp Stock	94-2924906	92343V104	VERIZON COMMUNICATIONS	9,842.12	9,478.70
Invest - Corp Stock	94-2924906	088606108	BHP BILLITON LIMITED - ADR	16,970.00	16,370.71
Invest - Corp Stock	94-2924906	46625H100	JPMORGAN CHASE & CO	27,785.00	18,984.93
Invest - Corp Stock	94-2924906	902973304	US BANCORP DEL NEW	21,095.00	13,582.55
Invest - Corp Stock	94-2924906	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	16,488.00	12,866.99
Invest - Corp Stock	94-2924906	G1151C101	ACCENTURE PLC	32,580.00	13,620.00
Invest - Corp Stock	94-2924906	166764100	CHEVRON CORP	30,697.50	21,469.49
Invest - Corp Stock	94-2924906	20030N101	COMCAST CORP CLASS A	13,050.00	10,624.50

Invest - Corp Stock	94-2924906	00206R102	AT & T INC	26,602.50	21,564.98
Invest - Corp Stock	94-2924906	89417E109	TRAVELERS COMPANIES, INC	23,362.50	13,530.28
Invest - Corp Stock	94-2924906	12572Q105	CME GROUP INC	14,400.00	12,244.49
Invest - Corp Stock	94-2924906	H0023R105	ACE LIMITED	20,742.00	11,587.80
Invest - Corp Bonds	94-2924906	106284BT8	BREA CALIF PUB FING 4.000% 7/01/18	54,811.00	50,824.07
Invest - Corp Bonds	94-2924906	799035BS8	SAN MATEO CNTY CALIF 4.000% 6/01/18	54,855.50	50,564.72
Invest - Corp Bonds	94-2924906	134159QK1	CAMPBELL CALIF UN HI 4.000% 8/01/20	56,146.00	50,850.96
			Total Other Investments	**2,200,875.32**	**1,686,276.95**
			Total Assets	**2,219,229.61**	**1,704,631.24**