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: BENEDICT, BEATRICE HARRIS T/U/W	**A** Employer identification number: 95-6446354
Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A 1 W 4th St 4th Floor MAC D4000-041 — 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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 164,468

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

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

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

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	3,853	3,777		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,338			
	b	Gross sales price for all assets on line 6a 59,953				
	7	Capital gain net income (from Part IV, line 2)		5,338		
	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	9,191	9,115	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,648	1,986		662
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	994			994
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	148	93		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10			10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,800	2,079	0	1,666
	25	Contributions, gifts, grants paid	6,072			6,072
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,872	2,079	0	7,738
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-681			
	b	**Net investment income** (if negative, enter -0-)		7,036		
	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	4,739	5,430	5,430
	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)	129,401	127,907	159,038
	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)	134,140	133,337	164,468
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	134,140	133,337	
	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)	134,140	133,337	
	31	**Total liabilities and net assets/fund balances** (see instructions)	134,140	133,337	

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	134,140
2	Enter amount from Part I, line 27a	2	-681
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	133,459
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	122
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	133,337

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	5,338
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	6,697	151,688	0 044150
2011	6,473	145,900	0 044366
2010	6,207	144,277	0 043021
2009	6,424	136,040	0 047221
2008	4,166	128,892	0 032322

2	**Total** of line 1, column (d)	2	0 211080
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 042216
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	158,336
5	Multiply line 4 by line 3	5	6,684
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	70
7	Add lines 5 and 6	7	6,754
8	Enter qualifying distributions from Part XII, line 4	8	7,738

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	70	
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	70	
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	70	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 61			
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	61	
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	9	
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) ▶ 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)*

			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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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	2,648		

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	155,631
b	Average of monthly cash balances	1b	5,116
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	160,747
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	160,747
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,411
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	158,336
6	**Minimum investment return.** Enter 5% of line 5	6	7,917

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	7,917
2a	Tax on investment income for 2013 from Part VI, line 5	2a	70		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	70
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,847
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,847
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	7,847

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	7,738
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	7,738
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	70
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,668

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				7,847
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			4,546	
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 ▶ $ 7,738				
a	Applied to 2012, but not more than line 2a			4,546	
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				3,192
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				4,655
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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**	6,072
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	3,853	
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	5,338	
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		9,191	0

13 Total. Add line 12, columns (b), (d), and (e) 13 9,191

(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. | 8/8/2014 | ▶ 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		8/8/2014		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	

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	95-6446354			-	-	-
Savings & Temp Inv	95-6446354	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	5,163.85	5,163.85	5,163 85
Savings & Temp Inv	95-6446354	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	265.94	265.94	265 94
			Total Cash, Savings and Temporary Investments	5,429.79	5,429.79	5,429 79
Invest - Other	95-6446354	589509108	MERGER FD SH BEN INT #260	3,086 99	188.92	2,975 07
Invest - Other	95-6446354	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1,252.75	115 89	1,230.18
Invest - Other	95-6446354	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	2,567 28	57.00	1,617.77
Invest - Other	95-6446354	81369Y605	FINANCIAL SELECT SECTOR SPDR	4,190.52	188 00	2,386.03
Invest - Other	95-6446354	81369Y100	AMEX MATERIALS SPDR	981.60	20 00	683.80
Invest - Other	95-6446354	81369Y803	AMEX TECHNOLOGY SELECT SPDR	5,332.62	141.00	3,331.51
Invest - Other	95-6446354	81369Y506	AMEX ENERGY SELECT SPDR	2,859 30	30.00	1,770.46
Invest - Other	95-6446354	315920702	FID ADV EMER MKTS INC- CL I #607	2,523 42	177.08	2,404 78
Invest - Other	95-6446354	464287804	ISHARES CORE S&P SMALL-CAP E	9,013.20	84 00	4,998 85
Invest - Other	95-6446354	464287705	ISHARES S&P MID-CAP 400 VALUE	5,860.32	48.00	3,834.14
Invest - Other	95-6446354	261980668	DREYFUS INTERNATL BOND FD CL I #6094	1,207.72	70.92	1,208.42
Invest - Other	95-6446354	464287606	ISHARES S&P MID-CAP 400 GROWTH	5,756.62	38.00	3,446.06
Invest - Other	95-6446354	81369Y704	AMEX INDUSTRIAL SPDR	3,134.90	58.00	1,736.77
Invest - Other	95-6446354	81369Y209	AMEX HEALTH CARE SPDR	3,109.08	52.00	1,655 63
Invest - Other	95-6446354	81369Y407	AMEX CONSUMER DISCR SPDR	3,481 04	53.00	1,834.76
Invest - Other	95-6446354	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	5,958.91	413.24	5,826.68
Invest - Other	95-6446354	262028855	DRIEHAUS ACTIVE INCOME FUND	3,860.82	358.48	3,841.20
Invest - Other	95-6446354	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	2,815.45	167.39	2,753.52
Invest - Other	95-6446354	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	5,489.06	487.48	5,615 80
Invest - Other	95-6446354	922908553	VANGUARD REIT VIPER	6,722.10	90.00	2,770.83
Invest - Other	95-6446354	00203H859	AQR MANAGED FUTURES STR-I #15213	2,330.64	234.47	2,401.99
Invest - Other	95-6446354	922042858	VANGUARD FTSE EMERGING MARKETS ETF	16,968.42	402.00	14,535.52
Invest - Other	95-6446354	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	2,909 43	357.42	2,876.31
Invest - Other	95-6446354	77958B402	T ROWE PRICE INST FLOAT RATE #170	1,624.23	158.15	1,630 56
Invest - Other	95-6446354	921937827	VANGUARD SHORT TERM BOND ETF	9,332.20	116.00	9,386.54
Invest - Other	95-6446354	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	6,887.40	156.00	4,761.30
Invest - Other	95-6446354	921937819	VANGUARD INTERMEDIATE TERM B	6,877.71	81.00	6,916.08
Invest - Other	95-6446354	921943858	VANGUARD FTSE DEVELOPED ETF	18,130.50	425.00	15,448.24
Invest - Other	95-6446354	74925K581	ROBECO BP LNG/SHRT RES-INS	4,198.82	282.18	3,752.98
Invest - Other	95-6446354	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	3,389.25	145.84	2,445.31
Invest - Other	95-6446354	22544R305	CREDIT SUISSE COMM RET ST-I #2156	7,186.16	940.60	7,829.94
			Total Other Investments	159,038.46	6,137.06	127,907.03
			Grand Total	164,468.25	11,566.85	133,336.82

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

Recipient(s) paid during the year

Name	GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA
Street	342 SAN FERNANDO ROAD
City	LOS ANGELES
State	CA
Zip Code	90031
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	6,072

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	683
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	59 953	54,615	5,338
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	JPMORGAN HIGH YIELD FUN	4812C0803			4/2/2014		4/23/2014	2,409	2,403				0	6
2	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/4/2011		7/11/2013	214	241				0	-27
3	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/4/2011		4/23/2014	685	754				0	-69
4	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/13/2012		4/23/2014	90	97				0	-7
5	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			1/24/2014		4/23/2014	476	469				0	7
6	X	MERGER FD SH BEN INT #26	589509108			5/4/2010		7/11/2013	1,792	1,758				0	34
7	X	ASG GLOBAL ALTERNATIVES	63872T885			10/11/2013		1/22/2014	260	262				0	-2
8	X	ASG GLOBAL ALTERNATIVES	63872T885			7/15/2013		1/22/2014	346	349				0	-3
9	X	ASG GLOBAL ALTERNATIVES	63872T885			7/15/2013		3/31/2014	169	173				0	-4
10	X	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		7/11/2013	243	245				0	-2
11	X	ROBECO BP LNG/SHRT RES-I	74925K581			7/15/2013		1/22/2014	897	825				0	72
12	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/18/2011		1/22/2014	1,738	1,630				0	108
13	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/13/2012		1/22/2014	197	194				0	3
14	X	AQR MANAGED FUTURES ST	00203H859			7/15/2013		10/9/2013	1,298	1,346				0	-48
15	X	CREDIT SUISSE COMM RET S	22544R305			8/17/2011		10/9/2013	702	892				0	-190
16	X	RIDGEWORTH SEIX HY BD-I #	76628T645			7/15/2013		1/22/2014	1,393	1,423				0	-30
17	X	CREDIT SUISSE COMM RET S	22544R305			10/12/2010		10/9/2013	425	525				0	-100
18	X	CREDIT SUISSE COMM RET S	22544R305			10/12/2010		3/31/2014	430	506				0	-76
19	X	CREDIT SUISSE COMM RET S	22544R305			10/12/2010		4/23/2014	173	199				0	-26
20	X	DIAMOND HILL LONG-SHORT	25264S833			10/18/2011		7/11/2013	722	561				0	161
21	X	DIAMOND HILL LONG-SHORT	25264S833			10/4/2011		7/11/2013	2,819	2,049				0	770
22	X	DREYFUS EMG MKT DEBT LO	261980494			10/12/2010		10/10/2013	2,049	2,173				0	-124
23	X	DRIEHAUS ACTIVE INCOME F	262028855			7/15/2013		1/22/2014	768	761				0	7
24	X	DRIEHAUS ACTIVE INCOME F	262028855			7/15/2013		3/31/2014	204	204				0	0
25	X	GATEWAY FUND - Y #1986	367829884			8/13/2012		7/11/2013	3,759	3,662				0	97
26	X	GATEWAY FUND - Y #1986	367829884			2/12/2013		7/11/2013	2,695	2,659				0	36
27	X	ISHARES S&P MIDCAP 400 GF	464287606			2/8/2013		7/11/2013	270	248				0	22
28	X	ISHARES S&P MID-CAP 400 G	464287606			8/15/2011		1/22/2014	606	394				0	212
29	X	ISHARES S&P MID-CAP 400 G	464287606			2/8/2013		3/31/2014	306	248				0	58
30	X	ISHARES S&P MID-CAP 400 G	464287606			8/15/2011		4/23/2014	300	197				0	103
31	X	ISHARES S&P MID-CAP 400 G	464287606			2/8/2013		4/23/2014	450	372				0	78
32	X	ISHARES S&P MID-CAP 400 G	464287606			10/14/2011		4/23/2014	300	196				0	104
33	X	ISHARES S&P MIDCAP 400 VA	464287705			4/30/2010		7/11/2013	848	610				0	238
34	X	ISHARES S&P MID-CAP 400 V	464287705			4/30/2010		1/22/2014	354	229				0	125
35	X	ISHARES S&P MID-CAP 400 V	464287705			4/30/2010		3/31/2014	241	152				0	89
36	X	ISHARES CORE S&P SMALL-C	464287804			8/15/2011		10/9/2013	389	255				0	134
37	X	ISHARES CORE S&P SMALL-C	464287804			8/15/2011		1/22/2014	437	255				0	182
38	X	ISHARES CORE S&P SMALL-C	464287804			10/7/2010		1/22/2014	219	120				0	99
39	X	AMEX MATERIALS SPDR	81369Y100			2/8/2013		10/9/2013	330	315				0	15
40	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/11/2013		1/22/2014	463	470				0	-7
41	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/4/2011		1/22/2014	19	17				0	2
42	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/4/2011		3/31/2014	4,122	3,683				0	439
43	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/11/2013		10/9/2013	293	289				0	4
44	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/11/2013		3/31/2014	165	165				0	0
45	X	AMEX HEALTH CARE SPDR	81369Y209			5/24/2012		7/11/2013	642	472				0	170
46	X	AMEX MATERIALS SPDR	81369Y100			2/8/2013		7/11/2013	481	472				0	9
47	X	AMEX HEALTH CARE SPDR	81369Y209			9/30/2011		7/11/2013	445	290				0	155
48	X	AMEX HEALTH CARE SPDR	81369Y209			10/9/2013		1/22/2014	229	199				0	30
49	X	CONSUMER STAPLES SECTO	81369Y308			10/14/2011		7/11/2013	83	62				0	21
50	X	CONSUMER STAPLES SECTO	81369Y308			2/8/2013		7/11/2013	289	263				0	26
51	X	CONSUMER STAPLES SECTO	81369Y308			9/30/2011		7/11/2013	701	510				0	191
52	X	CONSUMER STAPLES SECTO	81369Y308			9/30/2011		3/31/2014	215	150				0	65
53	X	AMEX CONSUMER DISCR SP	81369Y407			2/8/2013		7/11/2013	1,361	1,165				0	196
54	X	AMEX CONSUMER DISCR SP	81369Y407			10/14/2011		7/11/2013	118	77				0	41
55	X	AMEX CONSUMER DISCR SP	81369Y407			10/14/2011		1/22/2014	455	269				0	186
56	X	AMEX CONSUMER DISCR SP	81369Y407			4/30/2010		1/22/2014	65	36				0	29
57	X	AMEX ENERGY SELECT SPDR	81369Y506			10/14/2011		7/11/2013	244	197				0	47
58	X	AMEX ENERGY SELECT SPDR	81369Y506			2/8/2013		7/11/2013	570	548				0	22
59	X	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		7/11/2013	326	242				0	84
60	X	FINANCIAL SELECT SECTOR	81369Y605			4/30/2010		7/11/2013	322	264				0	58
61	X	FINANCIAL SELECT SECTOR	81369Y605			7/22/2010		7/11/2013	603	428				0	175
62	X	FINANCIAL SELECT SECTOR	81369Y605			10/7/2010		7/11/2013	100	74				0	26
63	X	FINANCIAL SELECT SECTOR	81369Y605			5/9/2012		7/11/2013	261	194				0	67
64	X	FINANCIAL SELECT SECTOR	81369Y605			10/14/2011		7/11/2013	181	113				0	68
65	X	FINANCIAL SELECT SECTOR	81369Y605			10/9/2013		1/22/2014	263	236				0	27
66	X	AMEX INDUSTRIAL SPDR	81369Y704			2/8/2013		7/11/2013	445	406				0	39
67	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		7/11/2013	668	501				0	167
68	X	AMEX TECHNOLOGY SELECT	81369Y803			2/8/2013		7/11/2013	890	838				0	52

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

	Amount
Long Term CG Distributions	683
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	59 953	54 615	5,338
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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
69	X	AMEX TECHNOLOGY SELECT	81369Y803			10/14/2011		7/11/2013	954	777				0	177
70	X	AMEX TECHNOLOGY SELECT	81369Y803			10/14/2011		10/9/2013	441	363				0	78
71	X	AMEX TECHNOLOGY SELECT	81369Y803			9/30/2011		10/9/2013	95	72				0	23
72	X	AMEX TECHNOLOGY SELECT	81369Y803			9/30/2011		1/22/2014	323	215				0	108
73	X	VANGUARD INTERMEDIATE T	921937819			9/30/2011		7/11/2013	749	789				0	-40
74	X	VANGUARD INTERMEDIATE T	921937819			9/30/2011		3/31/2014	250	263				13	0
75	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		3/31/2014	83	87				4	0
76	X	VANGUARD SHORT TERM BO	921937827			9/30/2011		7/11/2013	1,362	1,384				0	-22
77	X	VANGUARD SHORT TERM BO	921937827			9/30/2011		3/31/2014	560	570				0	-10
78	X	VANGUARD SHORT TERM BO	921937827			9/30/2011		4/23/2014	1,842	1,872				0	-30
79	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		7/11/2013	222	218				0	4
80	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		10/9/2013	1,249	1,163				0	86
81	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		1/22/2014	250	218				0	32
82	X	VANGUARD FTSE DEVELOPE	921943858			2/8/2013		3/31/2014	412	363				0	49
83	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		10/9/2013	2,253	2,435				0	-182
84	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		4/23/2014	775	841				0	-66
85	X	VANGUARD REIT VIPER	922908553			7/11/2013		3/31/2014	212	213				0	-1
86	X	VANGUARD REIT VIPER	922908553			7/11/2013		4/23/2014	144	142				0	2
87	X	VANGUARD REIT VIPER	922908553			10/9/2013		4/23/2014	72	66				0	6

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		994	0	0	994
1	ACCOUNTING FEES	994			994

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		148	93	0	0
	Description				
1	FOREIGN TAX WITHHELD	93	93		
2	ESTIMATED TAX PAYMENTS	55			

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

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

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	13
2	PY RETURN OF CAPITAL ADJUSTMENT	2	109
3	Total	3	122

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

	Amount
Long Term CG Distributions	683
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
						59 270	0	17	54,632	4,655	0	0	0	4,655
1	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		4/2/2014	4/23/2014	2,409		0	2,403	6	0	0	0	6
2	LAUDUS MONDRIAN INTL FI-INST #294	051855Q655		10/4/2011	7/11/2013	214		0	241	-27	0	0	0	-27
3	LAUDUS MONDRIAN INTL FI-INST #294	051855Q655		10/4/2011	4/23/2014	685		0	754	-69	0	0	0	-69
4	LAUDUS MONDRIAN INTL FI-INST #294	051855Q655		2/13/2012	4/23/2014	90		0	97	-7	0	0	0	-7
5	LAUDUS MONDRIAN INTL FI-INST #294	051855Q655		1/24/2014	4/23/2014	476		0	469	7	0	0	0	7
6	MERGER FD SH BEN INT #260	589509108		5/4/2010	7/11/2013	1 792		0	1,758	34	0	0	0	34
7	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		10/11/2013	1/22/2014	260		0	262	-2	0	0	0	-2
8	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/15/2013	1/22/2014	346		0	349	-3	0	0	0	-3
9	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/15/2013	3/31/2014	169		0	173	-4	0	0	0	-4
10	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/17/2011	7/11/2013	243		0	245	-2	0	0	0	-2
11	ROBECO BP LNG/SHRT RES-INS	74925K581		7/15/2013	1/22/2014	897		0	825	72	0	0	0	72
12	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/18/2011	1/22/2014	1 738		0	1 630	108	0	0	0	108
13	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/13/2012	1/22/2014	197		0	194	3	0	0	0	3
14	AQR MANAGED FUTURES STR-I #1521	300203H859		7/15/2013	10/9/2013	1 298		0	1,346	-48	0	0	0	-48
15	CREDIT SUISSE COMM RET ST-I #2156	22544R305		8/17/2011	10/9/2013	702		0	892	-190	0	0	0	-190
16	RIDGEWORTH SEIX HY BD-I #5855	76628T645		7/15/2013	1/22/2014	1 393		0	1,423	-30	0	0	0	-30
17	CREDIT SUISSE COMM RET ST-I #2156	22544R305		10/12/2010	10/9/2013	425		0	525	-100	0	0	0	-100
18	CREDIT SUISSE COMM RET ST-I #2156	22544R305		10/12/2010	3/31/2014	430		0	506	-76	0	0	0	-76
19	CREDIT SUISSE COMM RET ST-I #2156	22544R305		10/12/2010	4/23/2014	173		0	199	-26	0	0	0	-26
20	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/18/2011	7/11/2013	722		0	561	161	0	0	0	161
21	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/4/2011	7/11/2013	2,819		0	2 049	770	0	0	0	770
22	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		10/12/2010	10/10/2013	2 049		0	2 173	-124	0	0	0	-124
23	DRIEHAUS ACTIVE INCOME FUND	262028855		7/15/2013	1/22/2014	768		0	761	7	0	0	0	7
24	DRIEHAUS ACTIVE INCOME FUND	262028855		7/15/2013	3/31/2014	204		0	204	0	0	0	0	0
25	GATEWAY FUND - Y #1986	367829884		8/13/2012	7/11/2013	3 759		0	3,662	97	0	0	0	97
26	GATEWAY FUND - Y #1986	367829884		2/12/2013	7/11/2013	2 695		0	2,659	36	0	0	0	36
27	ISHARES S&P MIDCAP 400 GROWTH	464287606		2/8/2013	7/11/2013	270		0	248	22	0	0	0	22
28	ISHARES S&P MID-CAP 400 GROWTH	464287606		8/15/2011	1/22/2014	606		0	394	212	0	0	0	212
29	ISHARES S&P MID-CAP 400 GROWTH	464287606		2/8/2013	3/31/2014	306		0	248	58	0	0	0	58
30	ISHARES S&P MID-CAP 400 GROWTH	464287606		8/15/2011	4/23/2014	300		0	197	103	0	0	0	103
31	ISHARES S&P MID-CAP 400 GROWTH	464287606		2/8/2013	4/23/2014	450		0	372	78	0	0	0	78
32	ISHARES S&P MID-CAP 400 GROWTH	464287606		10/14/2011	4/23/2014	300		0	196	104	0	0	0	104
33	ISHARES S&P MIDCAP 400 VALUE	464287705		4/30/2010	7/11/2013	848		0	610	238	0	0	0	238
34	ISHARES S&P MID-CAP 400 VALUE	464287705		4/30/2010	1/22/2014	354		0	229	125	0	0	0	125
35	ISHARES S&P MID-CAP 400 VALUE	464287705		4/30/2010	3/31/2014	241		0	152	89	0	0	0	89
36	ISHARES CORE S&P SMALL-CAP E	464287804		8/15/2011	10/9/2013	389		0	255	134	0	0	0	134
37	ISHARES CORE S&P SMALL-CAP E	464287804		8/15/2011	1/22/2014	437		0	255	182	0	0	0	182
38	ISHARES CORE S&P SMALL-CAP E	464287804		10/7/2010	1/22/2014	219		0	120	99	0	0	0	99
39	AMEX MATERIALS SPDR	81369Y100		2/8/2013	10/9/2013	330		0	315	15	0	0	0	15
40	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/11/2013	1/22/2014	463		0	470	-7	0	0	0	-7
41	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/4/2011	1/22/2014	19		0	17	2	0	0	0	2
42	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/4/2011	3/31/2014	4,122		0	3,683	439	0	0	0	439
43	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/11/2013	10/9/2013	293		0	289	4	0	0	0	4
44	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/11/2013	3/31/2014	165		0	165	0	0	0	0	0
45	AMEX HEALTH CARE SPDR	81369Y209		5/24/2012	7/11/2013	642		0	472	170	0	0	0	170
46	AMEX MATERIALS SPDR	81369Y100		2/8/2013	7/11/2013	481		0	472	9	0	0	0	9
47	AMEX HEALTH CARE SPDR	81369Y209		9/30/2011	7/11/2013	445		0	290	155	0	0	0	155
48	AMEX HEALTH CARE SPDR	81369Y209		10/9/2013	1/22/2014	229		0	199	30	0	0	0	30
49	CONSUMER STAPLES SECTOR SPDR T	81369Y308		10/14/2011	7/11/2013	83		0	62	21	0	0	0	21
50	CONSUMER STAPLES SECTOR SPDR T	81369Y308		2/8/2013	7/11/2013	289		0	263	26	0	0	0	26
51	CONSUMER STAPLES SECTOR SPDR T	81369Y308		9/30/2011	7/11/2013	701		0	510	191	0	0	0	191
52	CONSUMER STAPLES SECTOR SPDR T	81369Y308		9/30/2011	3/31/2014	215		0	150	65	0	0	0	65
53	AMEX CONSUMER DISCR SPDR	81369Y407		2/8/2013	7/11/2013	1,361		0	1,165	196	0	0	0	196
54	AMEX CONSUMER DISCR SPDR	81369Y407		10/14/2011	7/11/2013	118		0	77	41	0	0	0	41
55	AMEX CONSUMER DISCR SPDR	81369Y407		10/14/2011	1/22/2014	455		0	269	186	0	0	0	186
56	AMEX CONSUMER DISCR SPDR	81369Y407		4/30/2010	1/22/2014	65		0	36	29	0	0	0	29
57	AMEX ENERGY SELECT SPDR	81369Y506		10/14/2011	7/11/2013	244		0	197	47	0	0	0	47
58	AMEX ENERGY SELECT SPDR	81369Y506		2/8/2013	7/11/2013	570		0	548	22	0	0	0	22
59	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	7/11/2013	326		0	242	84	0	0	0	84
60	FINANCIAL SELECT SECTOR SPDR	81369Y605		4/30/2010	7/11/2013	322		0	264	58	0	0	0	58
61	FINANCIAL SELECT SECTOR SPDR	81369Y605		7/22/2010	7/11/2013	603		0	428	175	0	0	0	175
62	FINANCIAL SELECT SECTOR SPDR	81369Y605		10/7/2010	7/11/2013	100		0	74	26	0	0	0	26
63	FINANCIAL SELECT SECTOR SPDR	81369Y605		5/9/2012	7/11/2013	261		0	194	67	0	0	0	67
64	FINANCIAL SELECT SECTOR SPDR	81369Y605		10/14/2011	7/11/2013	181		0	113	68	0	0	0	68
65	FINANCIAL SELECT SECTOR SPDR	81369Y605		10/9/2013	1/22/2014	263		0	236	27	0	0	0	27
66	AMEX INDUSTRIAL SPDR	81369Y704		2/8/2013	7/11/2013	445		0	406	39	0	0	0	39
67	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	7/11/2013	668		0	501	167	0	0	0	167
68	AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/8/2013	7/11/2013	890		0	838	52	0	0	0	52
69	AMEX TECHNOLOGY SELECT SPDR	81369Y803		10/14/2011	7/11/2013	954		0	777	177	0	0	0	177
70	AMEX TECHNOLOGY SELECT SPDR	81369Y803		10/14/2011	10/9/2013	441		0	363	78	0	0	0	78
71	AMEX TECHNOLOGY SELECT SPDR	81369Y803		9/30/2011	10/9/2013	95		0	72	23	0	0	0	23
72	AMEX TECHNOLOGY SELECT SPDR	81369Y803		9/30/2011	1/22/2014	323		0	215	108	0	0	0	108
73	VANGUARD INTERMEDIATE TERM B	921937819		9/30/2011	7/11/2013	749		0	789	-40	0	0	0	-40
74	VANGUARD INTERMEDIATE TERM B	921937819		9/30/2011	3/31/2014	250		13	263	0	0	0	0	0
75	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	3/31/2014	83		4	87	0	0	0	0	0
76	VANGUARD SHORT TERM BOND ETF	921937827		9/30/2011	7/11/2013	1,362		0	1,384	-22	0	0	0	-22
77	VANGUARD SHORT TERM BOND ETF	921937827		9/30/2011	3/31/2014	560		0	570	-10	0	0	0	-10
78	VANGUARD SHORT TERM BOND ETF	921937827		9/30/2011	4/23/2014	1,842		0	1,872	-30	0	0	0	-30
79	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	7/11/2013	222		0	218	4	0	0	0	4
80	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	10/9/2013	1,249		0	1 163	86	0	0	0	86
81	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	1/22/2014	250		0	218	32	0	0	0	32
82	VANGUARD FTSE DEVELOPED ETF	921943858		2/8/2013	3/31/2014	412		0	363	49	0	0	0	49
83	VANGUARD FTSE EMERGING MARKET	922042858		2/8/2013	10/9/2013	2,253		0	2,435	-182	0	0	0	-182
84	VANGUARD FTSE EMERGING MARKET	922042858		2/8/2013	4/23/2014	775		0	841	-66	0	0	0	-66

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

	Amount
Long Term CG Distributions	683
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
						59,270	0	17	54,632	4,655	0	0	0	4 655
85	VANGUARD REIT VIPER	922908553		7/11/2013	3/31/2014	212		0	213	-1	0	0	0	-1
86	VANGUARD REIT VIPER	922908553		7/11/2013	4/23/2014	144		0	142	2	0	0	0	2
87	VANGUARD REIT VIPER	922908553		10/9/2013	4/23/2014	72		0	66	6	0	0	0	6

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

										2,648	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	2,648		

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

		Date		Amount
1	Credit from prior year return		1	6
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment	9/15/2013	4	55
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	61

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	4,546
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,546