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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning 7/1/2013, and ending 6/30/2014

Name of foundation NUNNALLY FOUNDATION			A Employer identification number 23-7083249	
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name		Foreign province/state/county		Foreign postal code
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,823,895		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	51,986	51,952		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	59,796			
	b Gross sales price for all assets on line 6a 392,151				
	7 Capital gain net income (from Part IV, line 2)		59,796		
	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	111,782	111,748	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,821	15,616		5,205
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,580	685		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,140	4		2,136
	24 Total operating and administrative expenses. Add lines 13 through 23	25,141	16,305	0	7,941
25 Contributions, gifts, grants paid	127,873			127,873	
26 Total expenses and disbursements. Add lines 24 and 25	153,014	16,305	0	135,814	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-41,232				
b Net investment income (if negative, enter -0-)		95,443			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.
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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		675	675			
	2 Savings and temporary cash investments	185,020	49,227	49,227			
	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)	202,032	215,700	356,082			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	1,858,711	1,939,828	2,417,911			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,245,763	2,205,430	2,823,895				
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	2,245,763	2,205,430				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see instructions)	2,245,763	2,205,430					
31 Total liabilities and net assets/fund balances (see instructions)	2,245,763	2,205,430					

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,245,763
2 Enter amount from Part I, line 27a	2	-41,232
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	899
4 Add lines 1, 2, and 3	4	2,205,430
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,205,430

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	59,796
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	121,986	2,574,855	0.047376
2011	122,518	2,482,150	0.049360
2010	116,376	2,567,535	0.045326
2009	45,629	2,294,542	0.019886
2008	14,924	923,526	0.016160

2 Total of line 1, column (d)	2	0.178108
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	0.035622
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,737,339
5 Multiply line 4 by line 3	5	97,509
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	954
7 Add lines 5 and 6	7	98,463
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	135,814

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	954
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	954
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	954
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	860
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	860
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	94
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<table border="1"> <tr> <td>5b</td> <td>N/A</td> </tr> <tr> <td>6b</td> <td>X</td> </tr> <tr> <td>7b</td> <td>N/A</td> </tr> </table>	5b	N/A	6b	X	7b	N/A
5b	N/A						
6b	X						
7b	N/A						

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	20,821		

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	2,690,114
b	Average of monthly cash balances	1b	88,910
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,779,024
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	2,779,024
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	41,685
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,737,339
6	Minimum investment return. Enter 5% of line 5	6	136,867

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	136,867
2a	Tax on investment income for 2013 from Part VI, line 5	2a	954
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	954
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,913
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	135,913
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	135,913

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	135,814
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	135,814
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	954
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,860

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				135,913
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			127,873	
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: ► \$ 135,814				
a Applied to 2012, but not more than line 2a			127,873	
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				7,941
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				127,972
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	127,873
b Approved for future payment NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	51,986	
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	59,796	
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		111,782	0
13	Total. Add line 12, columns (b), (d), and (e)				13	111,782

(See worksheet in line 13 instructions to verify calculations)

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)
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	to complement or to facilitate a specific purpose (other than by providing funds for such purposes). (See instructions.)
	Not Applicable

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

Recipient(s) paid during the year

Name

BIG BROTHERS & BIG SISTERS SERVICES

Street

1707 SUMMIT AVE #220

City	State	Zip Code	Foreign Country
RICHMOND	VA	23230	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			10,000

Name

CHILDREN'S MUSEUM OF RICHMOND

Street

2626 W BROAD ST

City	State	Zip Code	Foreign Country
RICHMOND	VA	23220	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			15,000

Name

CROSS OVER HEALTH CARE MINISTRY

Street

8600 QUIOCCASIN ROAD, SUITE 102

City	State	Zip Code	Foreign Country
RICHMOND	VA	23229	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			25,000

Name

FULL CIRCLE GRIEF CENTER

Street

10611 PATTERSON AVE

City	State	Zip Code	Foreign Country
RICHMOND	VA	23238	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			20,000

Name

A GRACE PLACE ADULT CARE CENTER

Street

8030 STAPLES MILL RD

City	State	Zip Code	Foreign Country
HENRICO	VA	23228	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			25,000

Name

HILLIARD HOUSE

Street

3900 NINE MILE RD

City	State	Zip Code	Foreign Country
RICHMOND	VA	23223	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			15,000

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

Recipient(s) paid during the year

Name

VALENTINE RICHMOND HISTORY CENTER

Street

1015 EAST CLAY STREET

City

RICHMOND

State

VA

Zip Code

23219

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

17,873

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

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	Totals			Net Gain or Loss
											Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions										Other sales	392,151	332,355	59,796
	Short Term CG Distributions											0	0	0
Amount														
1	X	AMERICAN EXPRESS CO	025818109		8/2/2010		1/28/2014	4,287	2,124					2,163
2	X	ARTISAN MID CAP FUND-INS	04314H600		1/29/2014		8/18/2014	5,000	4,783					217
3	X	CREDIT SUISSE COMM RET S	22544R305		3/27/2011		11/22/2013	4,034	5,500					-1,466
4	X	CREDIT SUISSE COMM RET S	22544R305		4/11/2011		11/22/2013	6,404	9,000					-2,596
5	X	CREDIT SUISSE COMM RET S	22544R305		11/8/2010		11/22/2013	4,561	6,160					-1,599
6	X	CREDIT SUISSE COMM RET S	22544R305		11/8/2010		11/22/2013	4,188	5,619					-1,431
7	X	CREDIT SUISSE COMM RET S	22544R305		11/8/2010		11/22/2013	151	202					-51
8	X	CREDIT SUISSE COMM RET S	22544R305		10/25/2010		1/28/2014	8,650	10,854					-2,204
9	X	GENERAL ELECTRIC CO	369804103		8/11/2014		2/20/2014	6,159	3,782					2,377
10	X	GOLDMAN SACHS COMM STR	38143H381		8/22/2013		6/19/2014	5,000	4,688					312
11	X	HARBOR CAPITAL APRTION	411511504		8/15/2011		5/9/2014	3,877	2,736					1,141
12	X	HARBOR CAPITAL APRTION	411511504		10/25/2010		5/9/2014	8,023	3,813					4,210
13	X	HOME DEPOT INC	437076102		9/25/2008		9/18/2013	2,744	834					1,910
14	X	INTERNATIONAL BUSINESS M	458200101		8/18/2013		10/8/2013	4,535	5,131					-596
15	X	IVY ASSET STRATEGY FUND	468001864		5/24/2010		5/9/2014	20,000	13,237					6,763
16	X	IVY ASSET STRATEGY FUND	468001864		5/24/2010		6/18/2014	70,000	44,786					25,214
17	X	JOHNSON & JOHNSON	478160104		8/11/2010		2/20/2014	8,947	4,368					4,579
18	X	LAUDUS MONDRIAN INTL FL	518508555		11/8/2010		4/9/2014	14,520	18,003					-3,483
19	X	LOW INC	87011P100		8/19/2013		8/12/2014	486	484					2
20	X	PIMCO LOW DURATION FD 14	693390304		5/13/2013		8/22/2013	30,000	30,862					-862
21	X	PIMCO LOW DURATION FD 14	693390304		5/10/2013		5/9/2014	49,381	50,000					-619
22	X	PIMCO LOW DURATION FD 14	693390304		5/13/2013		5/9/2014	43,571	44,118					-547
23	X	PIMCO COMMODITY REAL RE	722005667		12/23/2008		8/22/2013	18,472	20,000					-1,528
24	X	PIMCO COMMODITY REAL RE	722005667		11/29/2007		8/22/2013	5,455	15,489					-10,034
25	X	PIMCO COMMODITY REAL RE	722005667		9/22/2008		8/22/2013	5,218	7,000					-1,782
26	X	PIMCO COMMODITY REAL RE	722005667		12/23/2008		8/22/2013	4,818	5,000					-382
27	X	UNITED TECHNOLOGIES COR	913017108		8/11/2010		8/18/2013	7,281	4,259					3,022
28	X	VOYA REAL ESTATE FUND CI	92813K585		7/2/2009		8/18/2014	15,000	5,475					9,525
29	X	AFLAC INC	001055102		11/23/2009		8/13/2014	5,892	4,277					1,615
30	X	AMERICAN EXPRESS CO	025818109		5/24/2010		1/28/2014	3,515	1,815					1,700

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

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

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

		1,580	685	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	685	685		
2	PY EXCISE TAXES PAID	35			
3	ESTIMATED EXCISE TAXES PAID	860			

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

		2,140	4	0	2,136
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	4	4		
2	GRANT ADMINISTRATION FEE	2,136			2,136

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		202,032		215,700		0		356,082	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1	TOTAL - CORP STOCK			215,700		356,082			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	TOTAL - OTHER INVESTMENTS		1,858,711	1,939,828	2,417,911

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	898
2	ROUNDING	2	1
3	Total	3	899

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

Long Term CG Distributions										Amount	26,081	0				
Short Term CG Distributions										Amount	368,080	0				
	Description of Property Sold	CUISIP #	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	AMERICAN EXPRESS CO	025816108		8/12/2010	1/29/2014	4,287		0	134	2183		0	0			2183
2	ARTISAN MID CAP FUND-INST #1333	04314H000		1/29/2014	8/19/2014	5,000		0	4,783	217		0	0			217
3	CREDIT SUISSE COMM RET ST1-#2158	22544R305		3/22/2011	11/22/2013	4,024		0	5,500	-1,476		0	0			-1,476
4	CREDIT SUISSE COMM RET ST1-#2158	22544R305		4/11/2011	11/22/2013	9,404		0	9,000	404		0	0			404
5	CREDIT SUISSE COMM RET ST1-#2158	22544R305		11/9/2010	11/22/2013	4,581		0	6,180	-1,599		0	0			-1,599
6	CREDIT SUISSE COMM RET ST1-#2158	22544R305		11/9/2010	11/22/2013	4,151		0	5,019	-868		0	0			-868
7	CREDIT SUISSE COMM RET ST1-#2158	22544R305		11/9/2010	11/29/2014	4,159		0	5,819	-1,660		0	0			-1,660
8	CREDIT SUISSE COMM RET ST1-#2158	22544R305		10/25/2010	1/29/2014	8,650		0	10,854	-2,204		0	0			-2,204
9	GENERAL ELECTRIC CO	399804103		8/11/2010	2/20/2014	6,159		0	3,782	2,377		0	0			2,377
10	GOLDMAN SACHS COMM STRATEGY #38143H381			8/22/2010	6/19/2014	5,000		0	4,686	314		0	0			314
11	HARBOR CAPITAL APFCTION-INST #20	411511504		9/15/2011	5/9/2014	3,977		0	2,738	1,241		0	0			1,241
12	HARBOR CAPITAL APFCTION-INST #20	411511504		10/25/2010	5/9/2014	8,023		0	3,813	2,210		0	0			2,210
13	HOME DEPOT INC	437078102		9/25/2009	9/19/2013	2,744		0	834	1,910		0	0			1,910
14	INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2013	10/9/2013	4,535		0	5,131	-596		0	0			-596
15	IVY ASSET STRATEGY FUND CLASS I #	468001884		5/24/2010	8/19/2014	20,000		0	13,237	6,763		0	0			6,763
16	JOHNSON & JOHNSON	468001884		5/24/2010	8/19/2014	70,000		0	4,786	25,204		0	0			25,204
17	JOHNSON & JOHNSON	478160104		8/11/2010	2/7/2014	6,947		0	4,368	2,581		0	0			2,581
18	LAUDIS MONDRIAN INTL F-INST #2940	51855Q855		11/8/2010	4/9/2014	14,520		0	18,003	-1,483		0	0			-1,483
19	LAUDIS MONDRIAN INTL F-INST #2940	51855Q855		8/19/2013	6/12/2014	968		0	484	12		0	0			12
20	PIMCO LOW DURATION FDI #38	863380304		5/10/2013	8/22/2013	30,000		0	30,882	-882		0	0			-882
21	PIMCO LOW DURATION FDI #38	863380304		5/13/2013	5/9/2014	49,981		0	50,000	-219		0	0			-219
22	PIMCO COMMODITY REAL RET STRAT	722005687		12/23/2008	8/22/2013	18,472		0	20,000	-1,528		0	0			-1,528
23	PIMCO COMMODITY REAL RET STRAT	722005687		11/29/2008	8/22/2013	5,455		0	15,868	-10,413		0	0			-10,413
24	PIMCO COMMODITY REAL RET STRAT	722005687		9/22/2009	8/22/2013	5,218		0	7,000	-1,782		0	0			-1,782
25	PIMCO COMMODITY REAL RET STRAT	722005687		12/23/2008	8/22/2013	4,818		0	5,000	-382		0	0			-382
26	UNITED TECHNOLOGIES CORP	813017109		8/11/2010	8/19/2013	7,281		0	4,259	3,022		0	0			3,022
27	VOYA REAL ESTATE FUND CLASS I #2	001051102		7/2/2009	8/19/2014	15,000		0	5,475	9,525		0	0			9,525
28	AFLAC INC	001051102		11/23/2009	8/13/2014	5,892		0	4,277	1,615		0	0			1,615
29	AMERICAN EXPRESS CO	025816108		5/24/2010	1/29/2014	3,515		0	1,615	1,900		0	0			1,900

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	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	20,821		
										20,821		0

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	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	20,821		
										20,821		0

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	11/8/2013	2 215
3 Second quarter estimated tax payment	12/10/2013	3 215
4 Third quarter estimated tax payment	3/12/2014	4 215
5 Fourth quarter estimated tax payment	6/11/2014	5 215
6 Other payments		6
7 Total		7 860

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	127,873
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	127,873

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	23-7083249			675.43	675.43
Total Cash				675.43	675.43
Savings & Temp Inv	23-7083249	VPO528308	FEDERATED TREAS OBL FD 68	49,227.29	49,227.29
Total Savings & Temp Inv				49,227.29	49,227.29
Invest - Corp Stock	23-7083249	008252108	AFFILIATED MANAGERS GROUP, INC COM	12,324.00	6,196.80
Invest - Corp Stock	23-7083249	037411105	APACHE CORP	5,031.00	4,083.14
Invest - Corp Stock	23-7083249	037833100	APPLE INC	15,612.24	8,658.41
Invest - Corp Stock	23-7083249	097023105	BOEING CO	6,997.65	7,128.85
Invest - Corp Stock	23-7083249	126650100	CVS/CAREMARK CORPORATION	9,044.40	6,019.19
Invest - Corp Stock	23-7083249	14040H105	CAPITAL ONE FINANCIAL CORP	9,912.00	5,099.66
Invest - Corp Stock	23-7083249	17275R102	CISCO SYSTEMS INC	5,715.50	2,145.53
Invest - Corp Stock	23-7083249	231021106	CUMMINS INC	7,714.50	7,081.19
Invest - Corp Stock	23-7083249	25243Q205	DIAGEO PLC - ADR	5,090.80	4,454.73
Invest - Corp Stock	23-7083249	254687106	WALT DISNEY CO	13,718.40	7,642.23
Invest - Corp Stock	23-7083249	375558103	GILEAD SCIENCES INC	16,582.00	4,762.11
Invest - Corp Stock	23-7083249	437076102	HOME DEPOT INC	7,448.32	2,454.55
Invest - Corp Stock	23-7083249	478366107	JOHNSON CONTROLS INC	10,984.60	7,492.98
Invest - Corp Stock	23-7083249	580135101	MCDONALDS CORP	5,842.92	502.70
Invest - Corp Stock	23-7083249	594918104	MICROSOFT CORP	6,004.80	1,734.75
Invest - Corp Stock	23-7083249	637071101	NATIONAL OILWELL INC COM	5,435.10	4,764.06
Invest - Corp Stock	23-7083249	641069406	NESTLE S.A. REGISTERED SHARES - ADR	3,495.15	2,981.25
Invest - Corp Stock	23-7083249	68389X105	ORACLE CORPORATION	5,836.32	4,138.07
Invest - Corp Stock	23-7083249	742718109	PROCTER & GAMBLE CO	5,501.30	932.65
Invest - Corp Stock	23-7083249	806857108	SCHLUMBERGER LTD	11,205.25	6,378.29
Invest - Corp Stock	23-7083249	872540109	TJX COS INC NEW	6,643.75	5,939.99
Invest - Corp Stock	23-7083249	883556102	THERMO FISHER SCIENTIFIC INC	3,540.00	2,030.65
Invest - Corp Stock	23-7083249	89151E109	TOTAL S.A. - ADR	7,581.00	5,141.57
Invest - Corp Stock	23-7083249	907818108	UNION PACIFIC CORP	11,970.00	6,433.34
Invest - Corp Stock	23-7083249	58155Q103	MCKESSON CORP	11,172.60	3,616.88
Invest - Corp Stock	23-7083249	38259P706	GOOGLE INC-CL C	5,752.80	3,665.78
Invest - Corp Stock	23-7083249	38141G104	GOLDMAN SACHS GROUP INC	5,860.40	5,766.69
Invest - Corp Stock	23-7083249	404280406	HSBC - ADR	3,048.00	3,187.22
Invest - Corp Stock	23-7083249	911312106	UNITED PARCEL SERVICE-CL B	4,927.68	4,270.08
Invest - Corp Stock	23-7083249	30231G102	EXXON MOBIL CORPORATION	6,544.20	2,117.05
Invest - Corp Stock	23-7083249	438516106	HONEYWELL INTERNATIONAL INC	3,718.00	2,229.60
Invest - Corp Stock	23-7083249	87612E106	TARGET CORP	3,361.10	2,980.61
Invest - Corp Stock	23-7083249	91324P102	UNITEDHEALTH GROUP INC	11,036.25	7,790.40
Invest - Corp Stock	23-7083249	09247X101	BLACKROCK INC	6,392.00	6,188.60
Invest - Corp Stock	23-7083249	088606108	BHP BILLITON LIMITED - ADR	1,026.75	1,167.45
Invest - Corp Stock	23-7083249	46625H100	JPMORGAN CHASE & CO	5,704.38	3,749.06
Invest - Corp Stock	23-7083249	902973304	US BANCORP DEL NEW	8,230.80	6,467.03
Invest - Corp Stock	23-7083249	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	4,597.60	2,915.18
Invest - Corp Stock	23-7083249	166764100	CHEVRON CORP	6,527.50	3,523.00
Invest - Corp Stock	23-7083249	88579Y101	3M CO	7,878.20	4,478.80
Invest - Corp Stock	23-7083249	084670702	BERKSHIRE HATHAWAY INC.	12,023.20	7,897.47
Invest - Corp Stock	23-7083249	20825C104	CONOCOPHILLIPS	5,143.80	1,106.63
Invest - Corp Stock	23-7083249	20030N101	COMCAST CORP CLASS A	10,199.20	4,510.60
Invest - Corp Stock	23-7083249	38259P508	GOOGLE INC	5,846.70	3,677.52
Invest - Corp Stock	23-7083249	150870103	CELANESE CORP	5,463.80	4,225.34
Invest - Corp Stock	23-7083249	G29183103	EATON CORP PLC	7,332.10	6,358.89
Invest - Corp Stock	23-7083249	12572Q105	CME GROUP INC	7,804.50	6,392.37
Invest - Corp Stock	23-7083249	H0023R105	ACE LIMITED	7,259.00	3,220.58
Total Invest - Corp Stock				356,081.56	215,699.52

Invest - Other	23-7083249	04314H204	ARTISAN INTERNATIONAL FUND #661	66,583.38	48,000.00
Invest - Other	23-7083249	256210105	DODGE & COX INCOME FD COM #147	198,906.59	197,000.00
Invest - Other	23-7083249	411511306	HARBOR INTERNATION FD INST #2011	149,099.27	103,561.25
Invest - Other	23-7083249	411511504	HARBOR CAPITAL APRCTION-INST #2012	81,218.16	44,186.66
Invest - Other	23-7083249	589509108	MERGER FD SH BEN INT #260	40,804.24	40,000.00
Invest - Other	23-7083249	693390841	PIMCO HIGH YIELD FD-INST #108	96,323.83	79,537.34
Invest - Other	23-7083249	693390882	PIMCO FOREIGN BD FD USD H-INST #103	67,046.35	59,279.48
Invest - Other	23-7083249	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	68,565.40	33,000.00
Invest - Other	23-7083249	779547108	T ROWE PRICE EQUITY INCOME #71	78,639.55	58,000.00
Invest - Other	23-7083249	77957P105	T ROWE PRICE SHORT TERM BD FD #55	94,017.64	95,000.00
Invest - Other	23-7083249	779572106	T ROWE PRICE SMALL CAP STOCK #65	62,022.10	48,000.00
Invest - Other	23-7083249	92914A810	VOYA INTL RL EST FD CL-I #2664	68,266.84	63,765.44
Invest - Other	23-7083249	92913K595	VOYA REAL ESTATE FUND CLASS I #2190	146,369.83	48,945.68
Invest - Other	23-7083249	693390593	PIMCO MODERATE DURATION-INST #120	190,173.56	190,000.00
Invest - Other	23-7083249	04314H600	ARTISAN MID CAP FUND-INS #1333	91,329.01	73,016.85
Invest - Other	23-7083249	261980668	DREYFUS INTERNATL BOND FD CL I #6094	14,696.41	14,500.00
Invest - Other	23-7083249	256206103	DODGE & COX INT'L STOCK FD #1048	77,424.44	52,930.70
Invest - Other	23-7083249	552983694	MFS VALUE FUND-CLASS I #893	69,142.98	50,000.00
Invest - Other	23-7083249	003021714	ABERDEEN EMERG MARKETS-INST #5840	96,406.36	91,000.00
Invest - Other	23-7083249	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	39,542.01	40,786.15
Invest - Other	23-7083249	922031836	VANGUARD SHORT TERM-INVEST GRD #539	115,240.28	115,000.00
Invest - Other	23-7083249	339128100	JP MORGAN MID CAP VALUE-I #758	99,595.80	61,000.00
Invest - Other	23-7083249	780905451	ROYCE PREMIER FUND W CLASS #566	32,599.58	24,534.44
Invest - Other	23-7083249	693391559	PIMCO EMERG MKTS BD-INST #137	39,867.36	31,059.07
Invest - Other	23-7083249	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	101,691.96	80,000.00
Invest - Other	23-7083249	38143H381	GOLDMAN SACHS COMM STRATEGY #2653	41,432.94	39,313.53
Invest - Other	23-7083249	74925K581	ROBECO BP LNG/SHRT RES-INS	30,384.84	30,000.00
Invest - Other	23-7083249	76628T645	RIDGEWORTH SEIX HY BD-I #5855	32,746.45	32,000.00
Invest - Other	23-7083249	483438305	KALMAR GR W/ VAL SM CAP-INS #4	22,627.09	18,000.00
Invest - Other	23-7083249	22544R305	CREDIT SUISSE COMM RET ST-I #2156	27,921.28	29,145.60
Invest - Other	23-7083249	466001864	IVY ASSET STRATEGY FUND CLASS I #473	77,225.17	49,265.58
Total Invest - Other				2,417,910.70	1,939,827.77
Total Assets				2,823,894.98	2,205,430.01