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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation CHARLES AND CAROLYN RUSSEL FAMILY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 Room/suite City or town Winston Salem State NC ZIP code 27101-3818 Foreign country name Foreign province/state/county Foreign postal code			A Employer identification number 26-0641114 B Telephone number (see instructions) (888) 730-4933 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"/>
G Check all that apply. <ul style="list-style-type: none"> <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 <ul style="list-style-type: none"> <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) ► \$ 508,933		J Accounting method <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ 	<i>(Part I, column (d) must be on cash basis)</i>

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 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 229,337 7 Capital gain net income (from Part IV, line 2) 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 32,127 31,907 0	8,369	23,758	23,758	32,127
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 371 141 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences and meetings 22 Printing and publications 23 Other expenses (attach schedule) 25 24 Total operating and administrative expenses. Add lines 13 through 23 10,120 5,630 0 4,260 25 Contributions, gifts, grants paid 5,120 26 Total expenses and disbursements. Add lines 24 and 25 15,240 5,630 0 9,380 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements 16,887 b Net investment income (if negative, enter -0-) 26,277 c Adjusted net income (if negative, enter -0-) 0	7,319	406	1,999	1,999

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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
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,688	30,479	30,479
	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)	375,804	387,265	478,454
	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)	400,492	417,744	508,933
	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	
		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	400,492	417,744	
	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)	400,492	417,744	
	31	Total liabilities and net assets/fund balances (see instructions)	400,492	417,744	

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	400,492
2	Enter amount from Part I, line 27a	2	16,887
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	365
4	Add lines 1, 2, and 3	4	417,744
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	417,744

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) 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	23,758
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			
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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			0 000000	
2011			0.000000	
2010			0.000000	
2009			0.000000	
2008			0.000000	
2			0.000000	
3			0.000000	
4				
5				
6				0
7				0
8				0
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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ►

1	526
2	0
3	526
4	
5	526
6a	115
6b	
6c	
6d	
7	115
8	
9	411
10	0
11	0

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MN
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 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	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. Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes 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	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)

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b N/A
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 type="checkbox"/> No		N/A
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
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		
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		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 27101	TRUSTEE	400	7,319	

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	<u>NONE</u>	
	
2	
	
All other program-related investments See instructions		
3	<u>NONE</u>	
	
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	458,826
b	Average of monthly cash balances	1b	26,236
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	485,062
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	485,062
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,276
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	477,786
6	Minimum investment return. Enter 5% of line 5	6	23,889

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	23,889
2a	Tax on investment income for 2013 from Part VI, line 5	2a	526
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	526
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,363
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,363
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	23,363

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	9,380
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	9,380
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,380

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 Distrnbutable amount for 2013 from Part XI, line 7				23,363
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				0
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	6,787			
e From 2012	6,687			
f Total of lines 3a through e		13,474		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 9,380				
a Applied to 2012, but not more than line 2a				
b Applied to undistrnbutable income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distribnbutable amount				9,380
e Remaining amount distrnbutable 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).)	13,474			13,474
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' undistrnbutable income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistrnbutable 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 Undistrnbutable income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistrnbutable income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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.

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4TH FL WINSTON SALEM, NC 27101-3818 1-888-234-1999

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

STANDARD ONLINE APPLICATION

c Any submission deadlines:

SEPTEMBER 30TH

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

MUST BE A 501(c)(3)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 5,120
<i>b Approved for future payment</i>				
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	
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				
5	Net rental income or (loss) from real estate:				
a	Debt-financed property			14	8,369
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	23,758
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		32,127
13	Total. Add line 12, columns (b), (d), and (e)			13	32,127

(See worksheet in line 13 instructions to verify calculations.)

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

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
(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

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.

**Sign
Here**

correct, and complete Declaration of preparer (other

10/2/2014

Date

SVP Wells Fargo Bank N.A.

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

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 10/2/2014	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603
	Firm's name PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
	Firm's address 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000			

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

Recipient(s) paid during the year

Name

DULUTH-SUPERIOR SYMPHONY

Street

331 W SUPERIOR ST

City DULUTH	State MN	Zip Code 55802	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,430
--	-----------------

Name

LEADER DOGS FOR THE BLIND

Street

1039 S. ROCHESTER RD.

City ROCHESTER HILLS,	State MI	Zip Code 48307	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 715
--	---------------

Name

FIRST LUTHERAN CHURCH

Street

1100 E SUPERIOR ST

City DULUTH	State MN	Zip Code 55802	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 715
--	---------------

Name

ST PAULS EPISCOPAL CHURCH

Street

1710 E SUPERIOR ST

City DULUTH	State MN	Zip Code 55812	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,145
--	-----------------

Name

DULUTH -SUPERIOR AREA EDUCATIONAL TELEVISION CORP

Street

632 NIAGARA COURT

City DULUTH	State MN	Zip Code 55811	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 115
--	---------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	26-0641114	VP0528308	FEDERATED TREAS OBL FD 68	19722.22	19722.22
Savings & Temp Inv	26-0641114	VP0528308	FEDERATED TREAS OBL FD 68	10596.3	10596.3
Invest - Other	26-0641114	04314H204	ARTISAN INTERNATIONAL FUND #661	30204.76	19332.35
Invest - Other	26-0641114	256210105	DODGE & COX INCOME FD COM #147	15789.39	15256.99
Invest - Other	26-0641114	411511504	HARBOR CAPITAL APCTION-INST #2012	34177.22	18405.55
Invest - Other	26-0641114	589509108	MERGER FD SH BEN INT #260	9864.99	9442.15
Invest - Other	26-0641114	693390700	PIMCO TOTAL RET FD-INST #35	15936.74	15687.3
Invest - Other	26-0641114	693390882	PIMCO FOREIGN BD FD USD H-INST #103	3699.99	3598.89
Invest - Other	26-0641114	77957P105	T ROWE PRICE SHORT TERM BD FD #55	7927.74	7911.22
Invest - Other	26-0641114	04314H600	ARTISAN MID CAP FUND-INS #1333	20520.21	16586.18
Invest - Other	26-0641114	315920702	FID ADV EMER MKTS INC- CL I #607	12411	6957.65
Invest - Other	26-0641114	464287200	ISHARES CORE S & P 500 ETF	3648.52	7257.38
Invest - Other	26-0641114	261980668	DREYFUS INTERNATL BOND FD CL I #6094	3610.36	29621.75
Invest - Other	26-0641114	256206103	DODGE & COX INT'L STOCK FD #1048	33293.62	18258.19
Invest - Other	26-0641114	552983694	MFS VALUE FUND-CLASS I #893	12527.42	25523
Invest - Other	26-0641114	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	12064.41	9835.91
Invest - Other	26-0641114	262028855	DRIEHAUS ACTIVE INCOME FUND	20651.59	9826.51
Invest - Other	26-0641114	339128100	JP MORGAN MID CAP VALUE-I #758	8389.38	13260.46
Invest - Other	26-0641114	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	8190	8190
Invest - Other	26-0641114	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	17447.01	17747.24
Invest - Other	26-0641114	922908553	VANGUARD REIT VIPER	20131.96	11251.01
Invest - Other	26-0641114	00203H859	AQR MANAGED FUTURES STR-I #15213	7464.49	7633.58
Invest - Other	26-0641114	863137105	STRATTON SM-CAP VALUE FD #37	13884.28	13809.85
Invest - Other	26-0641114	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	8739.24	8641.16
Invest - Other	26-0641114	77958B402	T ROWE PRICE INST FLOAT RATE #170	7252.2	7256.6
Invest - Other	26-0641114	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	51052.19	43092.77
Invest - Other	26-0641114	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	20129.2	16060.98
Invest - Other	26-0641114	74925K581	ROBECO BP LNG/SHRT RES-INS	7418.22	6626.61
Invest - Other	26-0641114	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	10151.79	7167.45
Invest - Other	26-0641114	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	9937.94	9891.93
Invest - Other	26-0641114	483438305	KALMAR GR W/ VAL SIM CAP-INS #4	14135.9	11477.02
Invest - Other	26-0641114	22544R305	CREDIT SUISSE COMM RET ST-I #2156	14836.67	15440.29
Cash				160.55	160.55
			Cash and Other Equivalent	30,479.07	30,479.07
			Other Investments	478,453.96	387,265.08
			Total	508,933.03	417,744.15

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 Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Net Gain or Loss	
												Gross Sales	Cost Basis and Expenses	205,579	
1 X RIDGEWORTH SEK HY BDA	# 765287545				2/18/2010	4/22/2014	12,125	11,175				0	0	0	0
2 X T ROWE PRICE SHORT TERM	77957P-05				2/14/2012	4/22/2014	2,184	2,207				0	-23	-23	
3 X T ROWE PRICE SHORT TERM	77957P-05				2/11/2013	4/22/2014	651	658				0	-7	-7	
4 X T ROWE PRICE SHORT TERM	77957P-05				2/11/2013	6/18/2014	1,566	1,583				0	0	0	
5 X T ROWE PRICE SHORT TERM	77957P-05				7/1/2013	6/18/2014	168	169				0	0	0	
6 X SPDR DJI WILSHIRE INTERN	78463X653				4/22/2014	10/9/2013	764	754				0	-10	-10	
7 X VANGUARD FTSE EMERGING	G 922042858				2/7/2013	10/9/2013	3,482	3,738				0	-256	-256	
8 X VANGUARD FTSE EMERGING	G 922042858				2/16/2010	1/21/2014	10,569	10,560				0	-9	-9	
9 X VANGUARD FTSE EMERGING	G 922042858				5/6/2011	1/21/2014	4,204	4,361				0	-152	-152	
10 X VANGUARD FTSE EMERGING	G 922042858				5/6/2012	1/21/2014	1,532	1,603				0	-71	-71	
11 X VANGUARD FTSE EMERGING	G 922042858				8/6/2012	1/21/2014	471	485				0	-24	-24	
12 X VANGUARD FTSE EMERGING	G 922042858				2/17/2013	1/21/2014	1,532	1,715				0	-183	-183	
13 X VANGUARD FTSE EMERGING	G 922042858				7/10/2013	1/21/2014	4,283	4,165				0	118	118	
14 X VANGUARD REIT VIPER					10/8/2013	4/22/2014	792	724				0	68	68	
15 X AGR MANAGED FUTURES ST					7/1/2013	10/8/2013	3,981	4,133				0	-142	-142	
16 X ARTISAN INTERNATIONAL FU	04314H204				2/18/2010	7/10/2013	1,565	1,123				0	437	437	
17 X ARTISAN INTERNATIONAL FU	04314H204				2/18/2010	1/21/2014	1,846	1,166				0	680	680	
18 X ARTISAN MID CAP FUNDS-NS	04314H600				4/10/2012	7/10/2013	1,644	1,428				0	215	215	
19 X ARTISAN MID CAP FUNDS-NS	04314H600				4/10/2012	10/9/2013	1,468	1,191				0	277	277	
20 X ARTISAN MID CAP FUNDS-NS	04314H600				1/23/2014	4/22/2014	702	707				0	-5	-5	
21 X ARTISAN MID CAP FUNDS-NS	04314H600				2/11/2013	4/22/2014	2,040	1,706				0	334	334	
22 X CREDIT SUISSE COMM RET-S	22544R-035				8/1/2011	10/8/2013	96	120				0	-24	-24	
23 X CREDIT SUISSE COMM RET-S	22544R-035				10/8/2010	10/8/2013	3,884	4,751				0	-887	-887	
24 X CREDIT SUISSE COMM RET-S	22544R-035				4/22/2014	1,897	2,178				0	-281	-281		
25 X CREDIT SUISSE COMM RET-S	22544R-035				10/8/2010	6/18/2014	6,453	7,533				0	-1,080	-1,080	
26 X DIAMOND HILL LONG TERM					5/26/2010	7/10/2013	10,072	7,444				0	2,328	2,328	
27 X DODGE & COX INTL STOCK	F				1/22/2007	1/28/2013	1,339	1,662				0	-323	-323	
28 X DODGE & COX INTL STOCK	F				1/22/2007	1/21/2014	1,582	1,800				0	-238	-238	
29 X DODGE & COX INTL STOCK	F				2/11/2013	4/22/2014	777	831				0	-54	-54	
30 X DODGE & COX INCOME FD	CI				2/11/2013	1/21/2014	4,271	4,411				0	-140	-140	
31 X DODGE & COX INCOME FD	CI				2/11/2013	6/18/2014	533	541				0	-8	-8	
32 X DODGE & COX INCOME FD	CI				2/11/2013	6/18/2014	3,705	3,699				0	16	16	
33 X DREYFUS EMG Mkt DEBT LO	2619880494				10/8/2010	10/9/2014	2,409	2,584				0	-155	-155	
34 X DREYFUS EMG Mkt DEBT LO	2619880494				10/8/2010	10/9/2013	113	120				0	-7	-7	
35 X DREYFUS EMG Mkt DEBT LO	2619880494				8/1/2013	10/8/2013	4,095	4,306				0	-211	-211	
36 X DREYFUS EMG Mkt DEBT LO	2619880494				11/19/2010	6/18/2014	2,052	2,109				0	-57	-57	
37 X DREYFUS EMG Mkt DEBT LO	2619880494				8/1/2011	6/18/2014	2,413	2,488				0	-75	-75	
38 X DREYFUS EMG Mkt DEBT LO	2619880494				8/1/2012	6/18/2014	881	895				0	-14	-14	
39 X DREIHAUS ACTIVE INCOME F					7/1/2013	1/21/2014	2,041	2,029				0	13	13	
40 X JP MORGAN MID CAP VALUE					2/1/2010	7/10/2013	2,409	2,584				0	-432	-432	
41 X GATEWAY FUND - Y #1986					8/1/2010	7/10/2013	10,930	10,685				0	245	245	
42 X GATEWAY FUND - Y 1986					2/11/2013	7/10/2013	7,089	7,008				0	83	83	
43 X HARBOR CAPITAL APRTION					7/1/2013	7/10/2013	8,177	8,116				0	671	671	
44 X HARBOR CAPITAL APRTION					2/18/2010	7/10/2013	514	341				0	173	173	
45 X HARBOR CAPITAL APRTION					10/8/2012	10/9/2013	1,574	982				0	582	582	
46 X HARBOR CAPITAL APRTION					2/1/2013	1/21/2014	2,243	1,248				0	925	925	
47 X HARBOR CAPITAL APRTION					4/24/2014	6/18/2014	1,326	1,274				0	52	52	
48 X HARBOR CAPITAL APRTION					2/18/2010	6/18/2014	3,584	1,981				0	1,623	1,623	
49 X iSHARES CORE S & P 500 EFT					2/16/2012	7/10/2013	4,643	3,931				0	706	706	
50 X iSHARES CORE S & P 500 EFT					7/1/2013	7/10/2013	4,478	2,982				0	1,516	1,516	
51 X iSHARES CORE S & P 500 EFT					5/1/2012	7/10/2013	566	329				0	237	237	
52 X KALMAR GRW VAL SM CAP					2/1/2013	7/10/2013	1,574	982				0	224	224	
53 X KEELEY SMALL CAP VAL FD	Q				2/1/2013	7/10/2013	1,574	982				0	184	184	
54 X LAUDIUS MONDRIAN INTL FU					5/3/2010	7/10/2013	4,597	4,530				0	-86	-86	
55 X ASG GLOBAL ALTERNATIVES	S				10/11/2013	1/21/2014	904	911				0	69	69	
56 X SPDR S&P 500 EFT					5/1/2012	7/10/2013	1,165	935				0	0	0	
57 X MFS VALUE FUND-CLASS 1A#					2/1/2013	7/10/2013	2,586	2,316				0	0	0	
58 X MFS VALUE FUND-CLASS 1A#					2/1/2013	7/10/2013	3,689	2,933				0	757	757	
59 X MFS VALUE FUND-CLASS 1A#					2/1/2013	7/10/2013	4,333	4,333				0	0	0	
60 X MERGER FDS SH BEN INT #266					2/1/2013	7/10/2013	4,596	4,530				0	0	0	
61 X ASG GLOBAL ALTERNATIVES	S				10/11/2013	1/21/2014	890	896				0	0	0	
62 X SPDR S&P 500 EFT					5/1/2012	7/10/2013	10,493	4,031				0	112	112	
63 X OPPENHEIMER DEVELOPING	G				2/1/2013	7/10/2013	2,083	2,082				0	11	11	
64 X OPPENHEIMER DEVELOPING	F				2/1/2013	7/10/2013	61,178	1,549				0	169	169	
65 X OPPENHEIMER DEVELOPING	G				2/1/2013	7/10/2013	1,162	1,108				0	54	54	
66 X OPPENHEIMER DEVELOPING	G				2/1/2013	7/10/2013	342	309				0	33	33	
67 X OPPENHEIMER DEVELOPING	G				2/1/2013	7/10/2014	806	736				0	0	0	
68 X OPPENHEIMER DEVELOPING	G				7/3/2014							0	70	70	

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	Expense of Sale and Cost of Improvements	Depreciation	Totals			
													Capital Gains/Losses Other sales	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions													228,337	205,579	23,758
	Short Term CG Distributions													0	0	0
69	X	PIMCO TOTAL RET FD-INST #	693390700		5/02/2012		7/10/2013	2,393	2,523							-130
70	X	PIMCO TOTAL RET FD-INST #	693390700		2/18/2010		7/10/2013	2,473	2,528							-55
71	X	PIMCO TOTAL RET FD-INST #	693390700		2/18/2010		6/18/2014	3,608	3,611							3
72	X	PIMCO FOREIGN BD FD USD	693390882		8/1/2011		7/10/2013		591	594						-3
73	X	ROBECO BPLNGSHRT RESI	74925K581		7/1/2013		12/1/2014		2,482	2,289						193
74	X	ROBECO BPLNGSHRT RESI	74925K581		7/1/2013		6/18/2014		4,887	4,446						541
75	X	RIDGEWORTH SEIX HY BD-#	76628T645		7/1/2013		12/1/2014		4,881	4,855						-94
76	X	RIDGEWORTH SEIX HY BD-#	76628T645		10/1/2013		1/21/2014		797	811						0
77	X	RIDGEWORTH SEIX HY BD-#	76628T645		2/18/2010		1/21/2014		5,178	4,815						363

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

	1,999	0	0	1,999
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,999			1,999

Part I, Line 16c (990-PF) - Other Professional Fees

	406	0	0	406
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 GRANT ADMIN FEE	406			406

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

		371	141	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	141	141		
2	PY EXCISE TAXES PAID	115			
3	ESTIMATED EXCISE TAXES PAID	115			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes	
25		25	0	0	25	
1	STATE AG FEES					

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	362
2	ROUNDING	2	3
3	Total	3	365

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

Amount		Long Term CG Distribution*		223,564		0		0		205,578		17,985	
Short Term CG Distributions		0		CLUSP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price	
Description of Property Sold													
1	RIDGEWORTH SIXX HY BD-1#5855	7682491845						2/18/2010	4/22/2014			12,125	
2	T ROWE PRICE SHORT TERM BD FD #57957P105							2/11/2013	4/22/2014			2,184	
3	T ROWE PRICE SHORT TERM BD FD #57957P105							2/11/2013	4/22/2014			651	
4	T ROWE PRICE SHORT TERM BD FD #57957P105							8/18/2014				1,568	
5	T ROWE PRICE SHORT TERM BD FD #57957P105							8/18/2014				168	
6	SIDORI MULSHIE INTERNATIONAL	78463X963						10/8/2013	4/22/2014			784	
7	VANGUARD FUND EMERGING MARKET	9220421556						10/8/2013	4/22/2014			3,482	
8	VANGUARD FUND EMERGING MARKET	9220421556						12/16/2010	1/27/2014			10,359	
9	VANGUARD FUND EMERGING MARKET	9220421556						8/1/2011	1/27/2014			4,204	
10	VANGUARD FUND EMERGING MARKET	9220421556						8/8/2012	1/27/2014			1,532	
11	VANGUARD FUND EMERGING MARKET	9220421556						2/7/2013	1/27/2014			2,175	
12	VANGUARD FUND EMERGING MARKET	9220421556						10/8/2013	1/27/2014			4,283	
13	VANGUARD FUND EMERGING MARKET	9220421556						10/8/2013	1/27/2014			782	
14	VANGUARD FUND VIPER	9220421556						10/8/2013	4/22/2014			66	
15	ADRI MANAGED FUNDUTIES STRATEGY	9221300010H859						7/1/2013	10/8/2013			1,981	
16	ARTISAN INTERNATIONAL FUND	94141H294						7/1/2010	10/8/2013			1,985	
17	ARTISAN MID CAP FUND UNDS #1333	94314H800						2/18/2010	1/27/2014			1,846	
18	ARTISAN MID CAP FUND UNDS #1333	94314H800						4/10/2012	1/27/2014			1,844	
19	ARTISAN MID CAP FUND UNDS #1333	94314H800						10/8/2013	1/27/2014			1,458	
20	ARTISAN MID CAP FUND UNDS #1333	94314H800						1/27/2014	4/22/2014			702	
21	ARTISAN MID CAP FUND UNDS #1333	94314H800						2/11/2013	4/22/2014			2,040	
22	CREDIT SUISSE COMM RET ST-1#2158	22344#R305						8/1/2011	1/27/2014			986	
23	CREDIT SUISSE COMM RET ST-1#2158	22344#R305						10/8/2013	1/27/2014			3,854	
24	CREDIT SUISSE COMM RET ST-1#2158	22344#R305						10/8/2010	4/22/2014			3,854	
25	CREDIT SUISSE COMM RET ST-1#2158	22344#R305						10/8/2010	6/18/2014			6,453	
26	DIAMOND HILL LONG SHORT FUND	55268#S323						5/20/2010	7/10/2013			10,072	
27	DOGE & CO INTL STOCK FD #1048	2522065						12/28/2007	10/8/2013			1,339	
28	DOGE & CO INTL STOCK FD #1048	2522065						12/28/2007	1/27/2014			1,582	
29	DOGE & CO INTL STOCK FD #1048	2522065						1/27/2014	4/22/2014			777	
30	DREYFUS ACTIVE INCOME FD COM #1048	252010105						2/11/2013	7/10/2013			4,271	
31	DOGE & CO INCOME FD COM #1047	252010105						2/11/2013	7/10/2014			533	
32	DOGE & CO INCOME FD COM #1047	252010105						2/11/2013	8/18/2014			2,897	
33	MORGAN MID CAP INCOME FUND	339128100						8/10/2010	6/18/2014			2,409	
34	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						8/10/2010	10/8/2013			113	
35	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						8/10/2010	10/8/2014			4,095	
36	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						8/10/2010	10/8/2014			2,004	
37	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						11/18/2010	8/18/2014			2,032	
38	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						8/1/2011	8/18/2014			2,413	
39	DREYFUS ENG MKT DEBT LOC C-1#804	261900194						8/1/2011	9/18/2014			2,413	
40	DREYFUS ACTIVE INCOME FUND	339128100						7/12/2013	1/27/2014			851	
41	GATEWAY FUND Y #19868	367828884						8/10/2010	7/10/2013			3,705	
42	GATEWAY FUND Y #19868	367828884						2/11/2013	7/10/2013			7,059	
43	HARBOR CAPITAL APCTN-HYST20	41151104						2/11/2013	7/10/2013			8,787	
44	HARBOR CAPITAL APCTN-HYST20	41151104						2/18/2010	7/10/2013			514	
45	HARBOR CAPITAL APCTN-HYST20	41151104						2/18/2010	10/8/2013			1,574	
46	HARBOR CAPITAL APCTN-HYST20	41151104						2/18/2010	10/8/2013			1,574	
47	HARBOR CAPITAL APCTN-HYST20	41151104						2/18/2010	1/27/2014			2,243	
48	HARBOR CAPITAL APCTN-HYST20	41151104						4/24/2014	4/15/2014			1,326	
49	ISHARES CORES & P 500 ETF	4842877200						2/18/2010	6/18/2014			3,584	
50	ISHARES CORES & P 500 ETF	4842877200						8/8/2012	7/10/2013			1,643	
51	ISHARES CORES & P 500 ETF	4842877200						2/18/2010	7/10/2013			3,897	
52	KALMAR GRWTH SM CAP 500	483488305						2/11/2013	1/27/2014			566	
53	KALMAR GRWTH SM CAP 500	483488305						2/11/2013	12/27/2014			566	
54	KELLEY CALIF VENTURE FUND	51155#O65						8/18/2010	4/22/2014			13,927	
55	LAUDIUS MNDN INVEST FUND	51155#O65						7/10/2013	4/22/2014			2,842	
56	LAUDIUS MNDN INVEST FUND	51155#O65						7/10/2013	4/22/2014			849	
57	MFS VALUE FUND-CLASS #993	55298#394						5/10/2012	7/10/2013			1,055	
58	MFS VALUE FUND-CLASS #993	55298#394						2/11/2013	7/10/2013			2,586	
59	MFS VALUE FUND-CLASS #993	55298#394						2/14/2012	7/10/2013			2,093	
60	MERGER FD SH BON INT #260	56859#0108						2/11/2013	1/27/2014			1,162	
61	AGS GLOBAL ALTERNATIVES Y #19868	6347271885						10/11/2013	1/27/2014			4,586	
62	AGS GLOBAL ALTERNATIVES Y #19868	6347271885						7/23/2010	4/22/2014			658	
63	PIMCO TOTAL RET-FD INST #35	693350100						2/10/2012	7/10/2013			904	
64	PIMCO TOTAL RET-FD INST #35	693350100						2/18/2010	7/10/2013			2,473	
65	PIMCO TOTAL RET-FD INST #35	693350100						2/18/2010	8/18/2014			3,608	
66	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			581	
67	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			4,586	
68	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			66	
69	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			911	
70	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			2,393	
71	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			2,473	
72	OPPENHEIMER DEVELOPING MKT-#77	683397405						5/26/2010	4/22/2014			3,608	
73	ROBECO BPN INVEST RES-INS	492245#581						7/10/2013	1/27/2014			2,482	
74	ROBECO BPN INVEST RES-INS	492245#581						7/10/2013	1/27/2014			2,289	
75	ROBECO BPN INVEST RES-INS	492245#581						7/10/2013	1/27/2014			193	
76	KROGER CO BPN INVEST RES-INS	784287845						7/10/2013	1/27/2014			4,897	
77	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
78	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
79	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
80	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
81	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
82	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
83	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
84	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
85	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
86	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
87	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
88	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
89	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
90	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
91	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
92	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
93	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
94	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
95	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
96	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
97	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
98	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
99	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
100	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
101	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
102	KROGER WORTH SIXX HY BD-1#5855	784287845						7/10/2013	1/27/2014			4,897	
103	KROGER WORTH SIXX HY BD-1#5855	784287845											

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

1. **Compensation of Officers, Directors, Trustees and Candidates** (Line 1, *Form 1*) - Compensation of Officers, Directors, Trustees and Candidates

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	115
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	115