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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation PEARL DIXON BALTHIS FDN TUA			A Employer identification number 56-6041570	
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: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,690,244			J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	31,828	31,286		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	102,880			
	b Gross sales price for all assets on line 6a	4,638,859			
	7 Capital gain net income (from Part IV, line 2)		102,880		
	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	134,708	134,166	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,984	10,488		3,496
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	843			843
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,090			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,224	1,224		
	24 Total operating and administrative expenses. Add lines 13 through 23	24,141	11,942	0	4,339
	25 Contributions, gifts, grants paid	59,500			59,500
26 Total expenses and disbursements. Add lines 24 and 25	83,641	11,942	0	63,839	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	51,067				
b Net investment income (if negative, enter -0-)		122,224			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,324	17,062	17,062
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,557,484	1,600,256	1,673,182
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,563,808	1,617,318	1,690,244
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,563,808	1,617,318	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,563,808	1,617,318	
	31	Total liabilities and net assets/fund balances (see instructions)	1,563,808	1,617,318	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,563,808
2	Enter amount from Part I, line 27a	2	51,067
3	Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	3	2,638
4	Add lines 1, 2, and 3	4	1,617,513
5	Decreases not included in line 2 (itemize) ▶ <u>COST BASIS ADJUSTMENT</u>	5	195
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,617,318

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	102,880
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	92,110	1,645,553	0.055975
2011	68,769	1,563,626	0.043980
2010	80,635	1,514,551	0.053240
2009	68,798	1,465,930	0.046931
2008	101,990	1,336,980	0.076284
2	Total of line 1, column (d)		2 0.276410
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 0.055282
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 1,665,272
5	Multiply line 4 by line 3		5 92,060
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,222
7	Add lines 5 and 6		7 93,282
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 63,839

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,444	
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	2,444	
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	2,444	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,418	
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	4,418	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,974	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,974 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) ▶ NC		
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 <i>General Instruction G</i> ? <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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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	13,984		

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,649,760
b	Average of monthly cash balances	1b	40,871
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,690,631
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,690,631
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,359
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,665,272
6	Minimum investment return. Enter 5% of line 5	6	83,264

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	83,264
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,444
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,444
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,820
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	80,820
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	80,820

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	63,839
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	63,839
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	63,839

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				80,820
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			58,641	
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: ► \$ 63,839				
a Applied to 2012, but not more than line 2a			58,641	
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				5,198
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				75,622
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				(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 <i>Paid during the year</i> See Attached Statement				
Total			3a	59,500
b <i>Approved for future payment</i> NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.				
	Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
	(e) Related or exempt function income (See instructions)			
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	31,828
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	102,880
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		134,708
13 Total. Add line 12, columns (b), (d), and (e)				134,708

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

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

[illegible]

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

Recipient(s) paid during the year

Name

GASTON COUNTY SCHOOLS

Street

943 OSCEOLA STREET PO BOX 1397

City

GASTONIA

State

NC

Zip Code

28053

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

FAMILY PROMISE OF GASTON COUNTY

Street

PO BOX 67

City

GASTONIA

State

NC

Zip Code

28053

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

GASTON FAITH NETWORK

Street

2903 GOBLE STREET

City

GASTONIA

State

NC

Zip Code

28056

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

HEART SOCIETY OF GASTON COUNTY

Street

1201 E GARRISON BLVD

City

GASTONIA

State

NC

Zip Code

28054

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

THOMPSON CHILD AND FAMILY FOCUS

Street

6800 ST PETERS LN

City

MATTHEWS

State

NC

Zip Code

28105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GASTON COUNTY PUBLIC LIBRARY

Street

1555 EAST GARRISON BOULEVARD

City

GASTONIA

State

NC

Zip Code

28054

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

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

Recipient(s) paid during the year

Name

GASTON TOGETHER COMMUNITIES OF EXCELLENCE

Street

601 W FRANKLIN BLVD

City

GASTONIA

State

NC

Zip Code

28052

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

HOLY TRINITY LUTHERAN CHURCH

Street

3 W 65TH ST

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										8,142											
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is in Business	Date	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		Net Gain or Loss						
													Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss					
Capital Gains/Losses																4,638,859	4,535,979	102,880			
Other sales																0	0	0			
1	X	ALTRIA GROUP INC	02209S103		8/3/2011		12/13/2013	111	78					0	33						
2	X	ALTRIA GROUP INC	02209S103		10/12/2011		12/13/2013	1,111	777					0	334						
3	X	ALTRIA GROUP INC	02209S103		11/10/2011		12/13/2013	1,371	958					0	413						
4	X	ALTRIA GROUP INC	02209S103		11/17/2011		12/13/2013	111	78					0	33						
5	X	ALTRIA GROUP INC	02209S103		3/20/2012		12/13/2013	111	78					0	33						
6	X	ALTRIA GROUP INC	02209S103		6/25/2012		12/13/2013	111	78					0	33						
7	X	ALTRIA GROUP INC	02209S103		9/17/2012		12/13/2013	111	78					0	33						
8	X	ALTRIA GROUP INC	02209S103		2/4/2013		12/13/2013	111	78					0	33						
9	X	AT & T INC	00206R102		2/4/2013		12/13/2013	101	83					0	8						
10	X	AT & T INC	00206R102		2/20/2013		12/13/2013	976	898					0	77						
11	X	ALTRIA GROUP INC	02209S103		10/4/2013		12/13/2013	74	52					0	22						
12	X	AMERICAN ELECTRIC POWER	025537101		5/23/2012		12/13/2013	959	800					0	159						
13	X	AMERICAN ELECTRIC POWER	025537101		9/17/2012		12/13/2013	137	114					0	23						
14	X	ARTISAN FDS INC SMALL CAP	04314H105		1/16/2014		4/25/2014	55,864	64,664					0	-8,800						
15	X	ARTISAN FDS INC SMALL CAP	04314H105		2/7/2014		4/25/2014	30,194	34,950					0	-4,756						
16	X	ARTISAN FDS INC SMALL CAP	04314H105		7/20/2014		12/31/2013	1,919	2,221					0	-302						
17	X	ARTISAN MID CAP FUND-INS	04314H600		10/23/2013		12/13/2013	7,700	8,281					0	-581						
18	X	ARTISAN MID CAP FUND-INS	04314H600		10/23/2013		12/13/2013	15,000	16,195					0	-1,195						
19	X	ARTISAN MID CAP FUND-INS	04314H600		10/23/2013		12/16/2013	17,479	18,774					0	-1,295						
20	X	ARTISAN MID CAP FUND-INS	04314H600		2/21/2014		4/25/2014	48,093	53,802					0	-5,709						
21	X	ASTRAZENECA PLC ADR	046353108		5/11/2011		12/4/2013	512	430					0	82						
22	X	ASTRAZENECA PLC ADR	046353108		8/3/2011		12/4/2013	171	143					0	28						
23	X	ASTRAZENECA PLC ADR	046353108		10/17/2011		12/4/2013	114	96					0	18						
24	X	ASTRAZENECA PLC ADR	046353108		11/17/2011		12/13/2013	972	813					0	159						
25	X	ASTRAZENECA PLC ADR	046353108		6/25/2012		12/13/2013	172	143					0	29						
26	X	ASTRAZENECA PLC ADR	046353108		7/25/2012		12/13/2013	172	143					0	28						
27	X	ASTRAZENECA PLC ADR	046353108		8/17/2012		12/13/2013	2,345	1,961					0	384						
28	X	ASTRAZENECA PLC ADR	046353108		2/4/2013		12/13/2013	172	143					0	29						
29	X	ASTRAZENECA PLC ADR	046353108		10/4/2013		12/13/2013	57	48					0	9						
30	X	ASTRAZENECA PLC ADR	046353108		12/5/2011		9/16/2013	295	259					0	36						
31	X	BCE INC	055348760		8/3/2011		9/16/2013	126	111					0	15						
32	X	BCE INC	055348760		11/17/2011		9/16/2013	84	74					0	10						
33	X	BCE INC	055348760		11/17/2011		12/13/2013	43	37					0	6						
34	X	BCE INC	055348760		6/25/2012		12/13/2013	128	111					0	17						
35	X	BCE INC	055348760		1/25/2011		12/13/2013	1,044	961					0	83						
36	X	AT & T INC	00206R102		8/3/2011		12/13/2013	101	83					0	8						
37	X	AT & T INC	00206R102		11/10/2011		12/13/2013	1,044	961					0	83						
38	X	AT & T INC	00206R102		11/17/2011		12/13/2013	101	83					0	8						
39	X	AT & T INC	00206R102		3/20/2012		12/13/2013	101	83					0	8						
40	X	AT & T INC	00206R102		6/25/2012		12/13/2013	101	83					0	8						
41	X	AT & T INC	00206R102		8/17/2012		12/13/2013	101	83					0	8						
42	X	AT & T INC	00206R102		8/4/2013		12/13/2013	842	775					0	67						
43	X	AT & T INC	00206R102		10/4/2013		12/13/2013	67	62					0	5						
44	X	ABBVIE INC	00287Y109		2/20/2013		12/13/2013	3,542	2,636					0	906						
45	X	ABBVIE INC	00287Y109		10/4/2013		12/13/2013	52	39					0	13						
46	X	ABERDEEN EMERG MARKETS	003021714		7/31/2012		12/23/2013	62,685	58,146					0	4,539						
47	X	ABERDEEN EMERG MARKETS	003021714		7/31/2012		12/23/2013	56,348	54,694					0	1,654						
48	X	JOHNSON INTERNATIONAL SEL	00770G847		5/6/2013		12/12/2013	74,820	68,635					0	6,185						
49	X	JOHNSON INTERNATIONAL SEL	00770G847		10/23/2013		12/12/2013	20,202	18,532					0	1,870						
50	X	ALTRIA GROUP INC	02209S103		1/25/2011		12/13/2013	1,445	1,010					0	435						
51	X	CONOCOPHILLIPS	20825C104		11/17/2011		12/13/2013	209	147					0	62						
52	X	CONOCOPHILLIPS	20825C104		5/3/2012		12/13/2013	1,533	1,078					0	455						
53	X	CONOCOPHILLIPS	20825C104		5/22/2012		12/13/2013	1,255	882					0	373						
54	X	CONOCOPHILLIPS	20825C104		6/25/2012		12/13/2013	209	147					0	62						
55	X	CONOCOPHILLIPS	20825C104		8/13/2012		12/13/2013	836	588					0	248						
56	X	CONOCOPHILLIPS	20825C104		9/17/2012		12/13/2013	209	147					0	62						
57	X	CONOCOPHILLIPS	20825C104		6/4/2013		12/13/2013	627	441					0	186						
58	X	CONOCOPHILLIPS	20825C104		10/4/2013		12/13/2013	70	48					0	21						
59	X	DODGE & COX STOCK FUND	256219106		10/23/2013		1/8/2014	50,000	49,045					0	955						
60	X	DODGE & COX STOCK FUND	256219106		12/23/2013		1/22/2014	3,106	3,031					0	75						
61	X	DODGE & COX STOCK FUND	256219106		12/19/2013		1/22/2014	21,894	21,365					0	529						
62	X	DODGE & COX STOCK FUND	256219106		12/19/2013		2/7/2014	3,637	3,634					0	3						
63	X	DODGE & COX STOCK FUND	256219106		12/20/2013		2/7/2014	21,363	21,342					0	21						
64	X	DODGE & COX STOCK FUND	256219106		12/20/2013		2/11/2014	3,592	3,557					0	35						
65	X	DODGE & COX STOCK FUND	256219106		12/23/2013		2/11/2014	10,015	9,915					0	100						
66	X	DODGE & COX STOCK FUND	256219106		12/23/2013		2/11/2014	11,391	11,277					0	114						
67	X	DODGE & COX STOCK FUND	256219106		12/27/2013		2/12/2014	25,000	24,741					0	259						

Long Term CG Distributions
Short Term CG Distributions

Amount
8,142

Gross Sales
4,638,859

Cost, Other Basis and Expenses
4,535,979

Net Gain or Loss
102,880

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

Long Term CG Distributions										Amount		Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
Short Term CG Distributions										8,142		Capital Gains/Losses Other sales										4,638,859		4,535,979		102,880					
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss			
69	X	DODGE & COX STOCK FUND			256219106					12/27/2013				2/21/2014	43,116	42,344													772		
70	X	DODGE & COX STOCK FUND			256219106					1/15/2014				2/21/2014	9,927	9,750														177	
71	X	DODGE & COX STOCK FUND			256219106					3/28/2014				5/16/2014	140,000	139,985														15	
72	X	DODGE & COX STOCK FUND			256219106					3/28/2014				5/16/2014	50,000	49,712														288	
73	X	DODGE & COX STOCK FUND			256219106					3/28/2014				6/17/2014	6,617	6,370														247	
74	X	DODGE & COX STOCK FUND			256219106					4/3/2014				6/17/2014	46,957	45,204														1,753	
75	X	DOMINION RES INC VA			25746U109					2/20/2013				12/13/2013	2,289	1,804														485	
76	X	DOMINION RES INC VA			25746U109					10/4/2013				12/13/2013	64	50														14	
77	X	DUKE ENERGY HOLDING COR			26441C204					1/25/2011				12/13/2013	1,772	1,481														281	
78	X	DUKE ENERGY HOLDING COR			26441C204					8/3/2011				12/13/2013	68	57														11	
79	X	DUKE ENERGY HOLDING COR			26441C204					11/17/2011				12/13/2013	136	114														22	
80	X	DUKE ENERGY HOLDING COR			26441C204					3/20/2012				12/13/2013	68	57														11	
81	X	DUKE ENERGY HOLDING COR			26441C204					6/25/2012				12/13/2013	68	57														11	
82	X	DUKE ENERGY HOLDING COR			26441C204					10/25/2012				12/13/2013	1,363	1,139														224	
83	X	DUKE ENERGY HOLDING COR			26441C204					2/4/2013				12/13/2013	205	171														34	
84	X	DUKE ENERGY HOLDING COR			26441C204					10/4/2013				12/13/2013	68	57															11
85	X	JP MORGAN MID CAP VALUE			339128100					7/12/2012				10/23/2013	48,745	37,053														11,692	
86	X	GLAXOSMITHKLINE PLC - ADR			37733W105					1/25/2011				12/13/2013	1,536	1,166														370	
87	X	GLAXOSMITHKLINE PLC - ADR			37733W105					8/3/2011				12/13/2013	154	117														37	
88	X	GLAXOSMITHKLINE PLC - ADR			37733W105					11/17/2011				12/13/2013	154	117														37	
89	X	GLAXOSMITHKLINE PLC - ADR			37733W105					6/25/2012				12/13/2013	154	117														37	
90	X	GLAXOSMITHKLINE PLC - ADR			37733W105					7/25/2012				12/13/2013	1,075	816														259	
91	X	GLAXOSMITHKLINE PLC - ADR			37733W105					9/17/2012				12/13/2013	154	117														37	
92	X	GLAXOSMITHKLINE PLC - ADR			37733W105					2/4/2013				12/13/2013	154	117														37	
93	X	GLAXOSMITHKLINE PLC - ADR			37733W105					10/4/2013				12/13/2013	51	39														12	
94	X	HCP INC			40414L109					11/10/2011				12/13/2013	930	950														-20	
95	X	HARBOR CAPITAL APRECTION			40414L109					3/20/2012				12/13/2013	107	110														-3	
96	X	HARBOR CAPITAL APRECTION			411511504					12/13/2013				12/13/2013	14,965	15,000														-35	
97	X	HARBOR CAPITAL APRECTION			411511504					2/4/2014				3/26/2014	195,843	199,313														1,758	
98	X	HARBOR CAPITAL APRECTION			411511504					2/7/2014				3/26/2014	49,326	50,175														-849	
99	X	HARBOR CAPITAL APRECTION			411511504					2/10/2014				3/26/2014	49,085	49,830														-845	
100	X	HARBOR CAPITAL APRECTION			411511504					2/10/2014				3/26/2014	48,636	49,473														-837	
101	X	HARBOR CAPITAL APRECTION			411511504					2/12/2014				3/26/2014	64,060	65,162														-1,102	
102	X	HARBOR CAPITAL APRECTION			411511504					1/5/2014				4/25/2014	30,450	32,140														-1,690	
103	X	HARBOR CAPITAL APRECTION			411511504					1/7/2014				4/25/2014	54,550	57,577														-3,027	
104	X	HARBOR CAPITAL APRECTION			411511504					2/12/2014				5/16/2014	32,421	34,201														-1,780	
105	X	HARBOR CAPITAL APRECTION			411511504					2/21/2014				5/16/2014	49,452	52,167														-2,715	
106	X	HARBOR CAPITAL APRECTION			411511504					1/7/2014				5/16/2014	14,407	15,198														-791	
107	X	OAKMARK FUND - I #110			413638103					7/31/2012				10/23/2013	38,508	32,663														5,845	
108	X	OAKMARK FUND - I #110			413638103					5/10/2013				10/23/2013	17,684	15,000														2,684	
109	X	OAKMARK FUND - I #110			413638103					5/14/2013				10/23/2013	40,507	34,358														6,149	
110	X	OAKMARK INTERNATIONAL F			413638202					9/17/2010				12/12/2013	40,851	28,240														12,611	
111	X	HEALTH CARE REIT INC			42217K106					1/25/2011				12/13/2013	754	695														59	
112	X	HEALTH CARE REIT INC			42217K106					3/20/2012				12/13/2013	162	149														13	
113	X	HEALTH CARE REIT INC			42217K106					2/20/2013				12/13/2013	815	850														65	
114	X	HEALTH CARE REIT INC			42217K106					2/20/2013				12/13/2013	54	51														3	
115	X	ISHARES CORE S & P 500 ETF			464287200					5/10/2013				10/23/2013	49,982	46,934														3,048	
116	X	ISHARES CORE S & P 500 ETF			464287200					5/10/2013				1/3/2014	3,684	3,572														112	
117	X	ISHARES CORE S & P 500 ETF			464287200					12/20/2013				2/26/2014	186	179														7	
118	X	ISHARES CORE S & P 500 ETF			464287200					12/23/2013				2/26/2014	10,069	9,662														407	
119	X	ISHARES CORE S & P 500 ETF			464287200					12/27/2013				2/26/2014	14,730	14,135														595	
120	X	ISHARES CORE S & P 500 ETF			464287200					12/27/2013				3/6/2014	31,046	29,344														1,702	
121	X	ISHARES CORE S & P 500 ETF			464287200					5/14/2013				3/6/2014	17,416	16,462														954	
122	X	ISHARES CORE S & P 500 ETF			464287200					5/14/2013				1/3/2014	21,368	20,720														648	
123	X	ISHARES CORE S & P 500 ETF			464287200					2/7/2014				2/7/2014	19,536	19,503														33	
124	X	ISHARES CORE S & P 500 ETF			464287200					12/12/2013				2/7/2014	30,648	30,597														51	
125	X	ISHARES CORE S & P 500 ETF			464287200					12/12/2013				2/10/2014	19,506	19,324														182	
126	X	ISHARES CORE S & P 500 ETF			464287200					12/18/2013				2/10/2014	30,523	30,239														284	
127	X	ISHARES CORE S & P 500 ETF			464287200					12/18/2013				2/12/2014	20,343	19,861														482	
128	X	ISHARES CORE S & P 500 ETF			464287200					1/15/2014				2/12/2014	4,765	4,652														113	
129	X	ISHARES CORE S & P 500 ETF			464287200					1/15/2014				3/6/2014	10,223	9,662														561	
130	X	ISHARES CORE S & P 500 ETF			464287200					12/6/2013				6/23/2014	29,861	28,678														1,183	
131	X	ISHARES MSCI EMERGING M			464287234					12/6/2013				12/12/2013	53,723	55,131														-1,408	
132	X	ISHARES S&P 500 VALUE ETF			464287408					5/10/2013				10/23/2013	53,274	50,318			</												

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										8,142			
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	Cost, Other Basis and Expenses		Net Gain or Loss
											Depreciation	Adjustments	
137	X	ISHARES RUSSELL MID-CAP	464287473		12/16/2013		1/15/2014	19,634	19,095				539
138	X	ISHARES RUSSELL MID-CAP	464287473		12/20/2013		1/15/2014	10,247	9,965				282
139	X	ISHARES RUSSELL MID-CAP	464287473		1/9/2014		1/15/2014	4,033	3,922				111
140	X	ISHARES RUSSELL MID-CAP	464287481		12/13/2013		1/2/2014	5,027	4,927				100
141	X	ISHARES RUSSELL MID-CAP	464287481		12/13/2013		1/15/2014	15,852	15,384				468
142	X	ISHARES RUSSELL MID-CAP	464287481		12/16/2013		1/15/2014	19,751	19,168				583
143	X	ISHARES RUSSELL MID-CAP	464287481		12/20/2013		1/15/2014	10,257	9,954				303
144	X	ISHARES RUSSELL MID-CAP	464287481		12/27/2013		1/15/2014	13,648	13,245				403
145	X	ISHARES RUSSELL MID-CAP	464287481		1/9/2014		1/15/2014	4,069	3,949				120
146	X	ISHARES RUSSELL MID-CAP	464287489		2/10/2014		2/21/2014	53,759	51,840				1,919
147	X	ISHARES RUSSELL MID-CAP	464287499		2/10/2014		5/20/2014	49,774	48,904				870
148	X	ISHARES RUSSELL MID-CAP	464287499		2/10/2014		6/20/2014	162	151				11
149	X	ISHARES RUSSELL MID-CAP	464287499		4/25/2014		10/23/2013	24,903	23,244				1,659
150	X	ISHARES S&P MID-CAP 400 G	464287606		5/6/2013		6/20/2014	47,875	43,989				3,886
151	X	ISHARES S&P SMALL-CAP 600	464287879		5/16/2014		6/20/2014	14,964	14,439				515
152	X	ISHARES S&P MID-CAP 400 G	464287606		1/15/2014		2/10/2014	49,662	51,454				-1,792
153	X	ISHARES RUSSELL 2000 VAL	464287630		7/31/2012		10/23/2013	41,440	30,506				10,934
154	X	ISHARES RUSSELL 2000 ETF	464287655		4/25/2014		5/16/2014	43,592	45,395				-1,803
155	X	ISHARES RUSSELL 2000 ETF	464287655		4/25/2014		6/17/2014	47,443	46,300				1,143
156	X	ISHARES S&P MID-CAP 400 V	464287705		1/15/2014		2/10/2014	49,599	51,429				-1,830
157	X	ISHARES S&P SMALL-CAP 600	464287879		10/23/2013		1/2/2014	4,976	4,803				173
158	X	ISHARES S&P SMALL-CAP 600	464287879		5/16/2014		6/20/2014	29,970	28,989				981
159	X	ISHARES S&P SMALL-CAP 600	464287879		10/23/2013		1/13/2014	14,950	14,554				396
160	X	ISHARES S&P SMALL-CAP 600	464287879		10/23/2013		2/7/2014	15,406	15,625				-218
161	X	ISHARES S&P SMALL-CAP 600	464287879		12/12/2013		2/7/2014	7,914	8,026				-112
162	X	ISHARES S&P SMALL-CAP 600	464287879		12/20/2013		2/7/2014	4,854	4,923				-69
163	X	ISHARES S&P SMALL-CAP 600	464287879		12/27/2013		2/7/2014	2,532	2,568				-36
164	X	ISHARES S&P SMALL-CAP 600	464287879		1/9/2014		2/7/2014	3,799	3,853				-54
165	X	ISHARES S&P SMALL-CAP 600	464287887		12/6/2013		1/3/2014	4,945	4,880				65
166	X	ISHARES S&P SMALL-CAP 600	464287887		12/6/2013		1/16/2014	30,475	29,966				489
167	X	ISHARES S&P SMALL-CAP 600	464287887		12/12/2013		1/16/2014	8,300	8,167				133
168	X	ISHARES S&P SMALL-CAP 600	464287887		12/18/2013		1/16/2014	2,016	1,983				33
169	X	ISHARES S&P SMALL-CAP 600	464287887		12/20/2013		1/16/2014	5,099	5,017				82
170	X	ISHARES S&P SMALL-CAP 600	464287887		1/9/2014		1/16/2014	4,032	3,967				65
171	X	ISHARES S&P SMALL-CAP 600	464287887		1/13/2014		1/16/2014	15,059	14,818				241
172	X	JOHNSON & JOHNSON	478160104		1/25/2011		12/13/2013	2,834	1,899				935
173	X	JOHNSON & JOHNSON	478160104		11/17/2011		12/13/2013	274	184				90
174	X	JOHNSON & JOHNSON	478160104		9/17/2012		12/13/2013	274	184				90
175	X	JPMORGAN U S L/C CORE PI	4812A2389		5/7/2013		10/23/2013	55,166	50,390				4,776
176	X	JPMORGAN U S L/C CORE PI	4812A2389		5/14/2013		10/23/2013	40,689	37,176				3,523
177	X	KALMAR GR W VAL SM CAP-	483438305		10/23/2013		12/6/2013	34,366	34,600				-234
178	X	KIMBERLY CLARK CORP COM	494368103		1/25/2011		12/13/2013	1,978	1,284				695
179	X	KIMBERLY CLARK CORP COM	494368103		11/17/2011		12/13/2013	312	203				109
180	X	KIMBERLY CLARK CORP COM	494368103		6/25/2012		12/13/2013	312	203				109
181	X	KIMBERLY CLARK CORP COM	494368103		10/4/2013		12/13/2013	104	68				36
182	X	KRAFT FOODS GROUP INC	50076Q106		10/15/2012		12/13/2013	1,952	1,740				212
183	X	KRAFT FOODS GROUP INC	50076Q106		12/6/2012		12/13/2013	2,164	1,929				235
184	X	KRAFT FOODS GROUP INC	50076Q106		2/4/2013		12/13/2013	158	141				17
185	X	KRAFT FOODS GROUP INC	50076Q106		10/4/2013		12/13/2013	106	84				12
186	X	WESTERN ASSET SHRT-TRM	52469E807		10/23/2013		12/12/2013	242,286	242,286				0
187	X	WESTERN ASSET SHRT-TRM	52469E807		11/4/2013		12/12/2013	20,500	20,500				0
188	X	ELI LILLY & CO COM	532457108		2/3/2012		12/13/2013	494	369				125
189	X	ELI LILLY & CO COM	532457108		3/20/2012		12/13/2013	148	111				37
190	X	ELI LILLY & CO COM	532457108		6/25/2012		12/13/2013	148	111				37
191	X	ELI LILLY & CO COM	532457108		2/4/2013		12/13/2013	148	111				37
192	X	LORILLARD INC	544147101		2/20/2013		12/13/2013	1,208	829				379
193	X	ELI LILLY & CO COM	532457108		10/4/2013		12/13/2013	49	37				12
194	X	LORILLARD INC	544147101		1/25/2011		12/13/2013	403	276				127
195	X	LORILLARD INC	544147101		6/4/2013		12/13/2013	704	484				220
196	X	LORILLARD INC	544147101		2/4/2013		12/13/2013	302	207				95
197	X	LORILLARD INC	544147101		10/4/2013		12/13/2013	50	35				15
198	X	MCDONALDS CORP	580135101		12/6/2012		12/13/2013	2,458	2,171				287
199	X	MERCK & CO INC NEW	58933Y105		1/5/2012		12/13/2013	2,415	1,985				430
200	X	MERCK & CO INC NEW	58933Y105		3/20/2012		12/13/2013	145	119				26
201	X	MERCK & CO INC NEW	58933Y105		9/17/2012		12/13/2013	145	119				26
202	X	MERCK & CO INC NEW	58933Y105		2/4/2013		12/13/2013	145	119				26
203	X	MERCK & CO INC NEW	58933Y105		2/20/2013		12/13/2013	1,739	1,429				310
204	X	MERCK & CO INC NEW	58933Y105		10/4/2013		12/13/2013	48	40				8

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

Long Term CG Distributions				Amount		Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss										
Short Term CG Distributions				8,142		Capital Gains/Losses										Other sales		4,638,859		4,535,979		102,880								
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss		
205	X	NATIONAL GRID PLC ADR	636274300			5/11/2011				9/13/2013	176		144															32		
206	X	NATIONAL GRID PLC ADR	636274300			6/14/2011				9/13/2013	235		192															43		
207	X	NATIONAL GRID PLC ADR	636274300			6/14/2011				12/13/2013	1,169		913															256		
208	X	NATIONAL GRID PLC ADR	636274300			1/9/2012				12/13/2013	2,337		1,826															511		
209	X	NATIONAL GRID PLC ADR	636274300			3/20/2012				12/13/2013	185		144															41		
210	X	NATIONAL GRID PLC ADR	636274300			9/17/2012				12/13/2013	185		144															41		
211	X	NATIONAL GRID PLC ADR	636274300			2/4/2013				12/13/2013	185		144															41		
212	X	OPENHEIMER DEVELOPING	683974505			10/23/2013				12/12/2013	58,214		60,550															-2,336		
213	X	PIMCO LOW DURATION FDI	693390304			12/9/2009				10/23/2013	100,291		101,075														160	-75		
214	X	PIMCO LOW DURATION FDI	693390304			1/8/2013				10/23/2013	7,700		7,760															0	-60	
215	X	PIMCO LOW DURATION FDI	693390304			5/9/2013				10/23/2013	92,009		92,728															0	-719	
216	X	PIMCO LOW DURATION FDI	693390304			5/9/2013				12/12/2013	15,879		16,003															0	-124	
217	X	PIMCO LOW DURATION FDI	693390304			5/30/2013				12/12/2013	148,848		150,012															0	-1,164	
218	X	PIMCO LOW DURATION FDI	693390304			12/21/2009				12/12/2013	20,500		20,660															0	-160	
219	X	PIMCO FOREIGN BD FD USD	693390882			3/26/2007				12/12/2013	1,552		1,555															0	-3	
220	X	PIMCO FOREIGN BD FD USD	693390882			6/26/2007				12/12/2013	1,492		1,495															0	-3	
221	X	PIMCO FOREIGN BD FD USD	693390882			6/26/2008				12/12/2013	1,486		1,489															0	-3	
222	X	PIMCO FOREIGN BD FD USD	693390882			12/21/2006				12/12/2013	43,654		43,740															0	-86	
223	X	PIMCO FOREIGN BD FD USD	693390882			11/17/2010				12/12/2013	1,175		1,178															0	-3	
224	X	PIMCO FOREIGN BD FD USD	693390882			7/31/2012				12/12/2013	38,342		38,417															0	-75	
225	X	PIMCO REAL RETURN FUND	693391106			5/14/2012				10/23/2013	43,272		46,053															0	-2,781	
226	X	PIMCO EMERG MKTS BD-INS	693391559			6/26/2008				12/12/2013	1,700		1,769															0	-69	
227	X	PIMCO EMERG MKTS BD-INS	693391559			3/26/2007				12/12/2013	1,411		1,484															0	-73	
228	X	PIMCO EMERG MKTS BD-INS	693391559			6/26/2007				12/12/2013	1,017		1,077															0	-60	
229	X	PIMCO EMERG MKTS BD-INS	693391559			9/26/2007				12/12/2013	428		453															0	-25	
230	X	PIMCO EMERG MKTS BD-INS	693391559			12/21/2006				12/12/2013	47,258		50,030															0	-2,772	
231	X	PIMCO EMERG MKTS BD-INS	693391559			10/4/2013				12/12/2013	19,473		20,615															0	-1,142	
232	X	PPL CORPORATION	693511106			6/7/2011				12/13/2013	29		28															1		
233	X	PIMCO EMERG MKTS BD-INS	693391559			6/7/2011				12/12/2013	4,336		4,590															0	-254	
234	X	PPL CORPORATION	693511106			6/7/2011				12/13/2013	1,135		1,108															0	27	
235	X	PPL CORPORATION	693511106			8/3/2011				12/13/2013	87		85															0	2	
236	X	PPL CORPORATION	693511106			3/20/2012				12/13/2013	87		85															0	2	
237	X	PPL CORPORATION	693511106			9/17/2012				12/13/2013	87		85															0	2	
238	X	PPL CORPORATION	693511106			2/4/2013				12/13/2013	87		85															0	2	
239	X	PPL CORPORATION	693511106			2/20/2013				12/13/2013	960		938															0	22	
240	X	PEPSICO INC	713448108			10/12/2011				12/13/2013	893		707															0	186	
241	X	PHILIP MORRIS INTERNATIONAL	713448108			2/4/2013				12/13/2013	244		183															0	51	
242	X	PHILIP MORRIS INTERNATIONAL	718172109			12/5/2011				12/13/2013	1,704		1,156															0	548	
243	X	PROCTER & GAMBLE CO	718172109			8/3/2011				12/13/2013	296		173															0	83	
244	X	PROCTER & GAMBLE CO	742718109			12/5/2011				12/13/2013	1,233		1,012															0	221	
245	X	PROCTER & GAMBLE CO	742718109			10/4/2013				12/13/2013	82		67															0	15	
246	X	REALTY INCOME CORP COM	756108104			7/5/2013				12/13/2013	1,207		1,337															0	-130	
247	X	REYNOLDS AMERICAN INC	761713106			12/5/2011				12/13/2013	1,813		1,271															0	536	
248	X	REYNOLDS AMERICAN INC	761713106			8/3/2011				12/13/2013	147		104															0	43	
249	X	REYNOLDS AMERICAN INC	761713106			3/20/2012				12/13/2013	147		104															0	43	
250	X	REYNOLDS AMERICAN INC	761713106			9/17/2012				12/13/2013	147		104															0	43	
251	X	REYNOLDS AMERICAN INC	761713106			10/25/2012				12/13/2013	1,519		1,070															0	449	
252	X	REYNOLDS AMERICAN INC	761713106			2/4/2013				12/13/2013	147		104															0	43	
253	X	REYNOLDS AMERICAN INC	761713106			10/4/2013				12/13/2013	49		35															0	14	
254	X	T ROWE PRICE BLUE CHIP GF	77954Q106			10/23/2013				12/20/2014	11,000		10,562															0	438	
255	X	T ROWE PRICE BLUE CHIP GF	77954Q106			10/23/2013				2/4/2014	192,500		190,316															0	2,184	
256	X	T ROWE PRICE BLUE CHIP GF	77954Q106			10/23/2013				2/11/2014	25,000		23,673															0	1,327	
257	X	T ROWE PRICE BLUE CHIP GF	77954Q106			10/23/2013				2/12/2014	28,994		27,458															0	1,536	
258	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/19/2013				2/12/2014	21,006		19,884															0	1,112	
259	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/19/2013				2/24/2014	4,740		4,381															0	359	
260	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/20/2013				2/24/2014	26,042		24,070															0	1,972	
261	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/23/2013				2/24/2014	2,218		2,050															0	168	
262	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/23/2013				2/26/2014	16,557		17,113															0	1,444	
263	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/27/2013				5/19/2014	31,443		28,996															0	2,447	
264	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/27/2013				5/19/2014	48,767		48,657															0	110	
265	X	T ROWE PRICE BLUE CHIP GF	77954Q106			12/27/2013				6/10/2014	1,233		1,231															0	2	
266	X	T ROWE PRICE BLUE CHIP GF	77954Q106			4/3/2014				12/13/2013	45,845		43,800															0	2,045	
267	X	ROYAL DUTCH SHELL PLC AD	780259107			1/25/2011				12/13/2013	2,320		2,283															0	37	
268	X	ROYAL DUTCH SHELL PLC AD	780259107			8/3/2011				12/13/2013	211		208															0	3	
269	X	ROYAL DUTCH SHELL PLC AD	780259107																											

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	4,638,859	4,535,978	102,880
	Short Term CG Distributions											0	0	0
	Amount													
	8,142													
273	X	SPDR DJ WILSHIRE INTERNA			5/6/2013	12/12/2013	12/12/2013	43,544	50,037					-6,493
274	X	SENIOR HOUSING PROP TRU			2/20/2013	12/13/2013	12/13/2013	854	885					-131
275	X	SENIOR HOUSING PROP TRU			6/4/2013	12/13/2013	12/13/2013	548	634					-86
276	X	SENIOR HOUSING PROP TRU			10/4/2013	12/13/2013	12/13/2013	22	25					-3
277	X	SOUTHERN CO			1/25/2011	12/13/2013	12/13/2013	2,680	2,609					81
278	X	SOUTHERN CO			8/3/2011	12/13/2013	12/13/2013	120	117					3
279	X	SOUTHERN CO			11/17/2011	12/13/2013	12/13/2013	120	117					3
280	X	SOUTHERN CO			6/25/2012	12/13/2013	12/13/2013	120	117					3
281	X	SOUTHERN CO			8/17/2012	12/13/2013	12/13/2013	120	117					3
282	X	SOUTHERN CO			2/4/2013	12/13/2013	12/13/2013	120	117					3
283	X	SOUTHERN CO			10/4/2013	12/13/2013	12/13/2013	40	39					1
284	X	TOTAL S.A. - ADR			10/17/2011	12/13/2013	12/13/2013	844	808					36
285	X	TOTAL S.A. - ADR			11/17/2011	12/13/2013	12/13/2013	169	162					7
286	X	TOTAL S.A. - ADR			8/13/2012	12/13/2013	12/13/2013	1,870	1,884					-14
287	X	TOTAL S.A. - ADR			9/17/2012	12/13/2013	12/13/2013	169	162					7
288	X	TOTAL S.A. - ADR			10/25/2012	12/13/2013	12/13/2013	1,069	1,023					46
289	X	TOTAL S.A. - ADR			2/4/2013	12/13/2013	12/13/2013	169	162					7
290	X	TOTAL S.A. - ADR			10/4/2013	12/13/2013	12/13/2013	58	54					4
291	X	TOUCHSTONE SMALL CAP CO			5/20/2013	10/23/2013	10/23/2013	34,098	33,000					1,098
292	X	UNILEVER PLC - ADR			1/26/2011	12/13/2013	12/13/2013	781	597					184
293	X	UNILEVER PLC - ADR			11/17/2011	12/13/2013	12/13/2013	117	90					27
294	X	UNILEVER PLC - ADR			6/25/2012	12/13/2013	12/13/2013	117	90					27
295	X	US TREASURY NOTE 2.125			12/13/2013	3/26/2014	3/26/2014	25,571	25,684					-113
296	X	VENTAS INC COM			9/16/2013	12/13/2013	12/13/2013	953	1,085					-132
297	X	VERIZON COMMUNICATIONS			6/25/2012	12/13/2013	12/13/2013	143	110					33
298	X	VANGUARD REIT VIPER			11/17/2010	12/27/2013	12/27/2013	17,044	14,018					3,026
299	X	VANGUARD REIT VIPER			11/17/2010	1/3/2014	1/3/2014	10,010	8,260					1,750
300	X	VANGUARD REIT VIPER			11/17/2010	6/20/2014	6/20/2014	30,018	24,818					5,100
301	X	VERIZON COMMUNICATIONS			1/26/2011	12/13/2013	12/13/2013	3,633	2,784					849
302	X	VERIZON COMMUNICATIONS			9/17/2012	12/13/2013	12/13/2013	143	110					33
303	X	VERIZON COMMUNICATIONS			8/3/2011	12/13/2013	12/13/2013	143	110					33
304	X	VERIZON COMMUNICATIONS			11/17/2011	12/13/2013	12/13/2013	143	110					33
305	X	VERIZON COMMUNICATIONS			10/4/2013	12/13/2013	12/13/2013	96	73					23
306	X	VODAFONE GROUP PLC NEW			1/26/2011	12/13/2013	12/13/2013	806	576					230
307	X	VODAFONE GROUP PLC NEW			1/26/2011	12/13/2013	12/13/2013	1,144	812					332
308	X	VODAFONE GROUP PLC NEW			8/3/2011	12/13/2013	12/13/2013	111	79					32
309	X	VODAFONE GROUP PLC NEW			11/17/2011	12/13/2013	12/13/2013	111	79					32
310	X	VODAFONE GROUP PLC NEW			3/20/2012	12/13/2013	12/13/2013	111	79					32
311	X	VODAFONE GROUP PLC NEW			6/25/2012	12/13/2013	12/13/2013	111	79					32
312	X	VODAFONE GROUP PLC NEW			8/13/2012	12/13/2013	12/13/2013	1,144	812					332
313	X	VODAFONE GROUP PLC NEW			9/17/2012	12/13/2013	12/13/2013	111	79					32
314	X	VODAFONE GROUP PLC NEW			10/25/2012	12/13/2013	12/13/2013	1,328	943					386
315	X	VODAFONE GROUP PLC NEW			2/4/2013	12/13/2013	12/13/2013	222	157					65
316	X	VODAFONE GROUP PLC NEW			10/4/2013	12/13/2013	12/13/2013	111	79					32
317	X	WELLS FARGO ADV C&B VAL			10/23/2013	12/13/2013	12/13/2013	7,700	7,592					108
318	X	WELLS FARGO ADV C&B VAL			9/475/1193	12/13/2013	12/13/2013	15,000	14,976					24
319	X	WELLS FARGO ADV C&B VAL			10/23/2013	12/13/2013	12/13/2013	20,733	20,682					51
320	X	WELLS FARGO ADV C&B VAL			12/4/2013	12/13/2013	12/13/2013	1,568	1,672					-104
321	X	WILLIAMS COS INC			8/13/2012	12/13/2013	12/13/2013	893	778					115
322	X	BCE INC			9/17/2012	12/13/2013	12/13/2013	128	111					17
323	X	BP PLC - ADR			2/20/2013	12/13/2013	12/13/2013	1,366	1,284					82
324	X	BP PLC - ADR			4/19/2013	12/13/2013	12/13/2013	2,505	2,353					152
325	X	BP PLC - ADR			10/4/2013	12/13/2013	12/13/2013	91	86					5
326	X	BRISTOL MYERS SQUIBB CO			1/25/2011	7/5/2013	7/5/2013	1,267	768					499
327	X	BRISTOL MYERS SQUIBB CO			12/5/2011	12/13/2013	12/13/2013	403	212					191
328	X	BRISTOL MYERS SQUIBB CO			8/3/2011	12/13/2013	12/13/2013	151	78					72
329	X	BRISTOL MYERS SQUIBB CO			3/20/2012	12/13/2013	12/13/2013	151	79					72
330	X	BRISTOL MYERS SQUIBB CO			9/17/2012	12/13/2013	12/13/2013	151	78					72
331	X	BRISTOL MYERS SQUIBB CO			11/01/2012	12/13/2013	12/13/2013	151	78					72
332	X	BRISTOL MYERS SQUIBB CO			11/01/2012	12/13/2013	12/13/2013	151	78					72
333	X	CHEVRON CORP			166764100	12/13/2013	12/13/2013	965	750					215
334	X	COCA COLA CO			191216100	12/13/2013	12/13/2013	751	609					142
335	X	COCA COLA CO			191216100	12/13/2013	12/13/2013	237	192					45
336	X	COCA COLA CO			191216100	12/13/2013	12/13/2013	40	32					8

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

		843	0	0	843
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	843			843

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

		8,090	230	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	230	230		
2	PY EXCISE TAX DUE	3,442			
3	ESTIMATED EXCISE PAYMENTS	4,418			

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

		1,224	1,224	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	6	6		
2	COURT FEE	967	967		
3	INVESTMENT MANAGEMENT FEE	251	251		

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

Long Term CG Distributions										8,142	Amount									
Short Term CG Distributions										0										
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses							
1 ALTRIA GROUP INC	022095103		8/3/2011	12/13/2013	111			77	33				84,738							
2 ALTRIA GROUP INC	022095103		10/12/2011	12/13/2013	1,111			777	334				84,738							
3 ALTRIA GROUP INC	022095103		11/10/2011	12/13/2013	1,371			858	413				84,738							
4 ALTRIA GROUP INC	022095103		11/17/2011	12/13/2013	111			78	33				84,738							
5 ALTRIA GROUP INC	022095103		3/20/2012	12/13/2013	111			78	33				84,738							
6 ALTRIA GROUP INC	022095103		6/25/2012	12/13/2013	111			78	33				84,738							
7 ALTRIA GROUP INC	022095103		9/17/2012	12/13/2013	111			78	33				84,738							
8 ALTRIA GROUP INC	022095103		2/4/2013	12/13/2013	111			78	33				84,738							
9 AT & T INC	022095103		2/4/2013	12/13/2013	101			93	8				84,738							
10 AT & T INC	022095103		2/20/2013	12/13/2013	976			899	77				84,738							
11 ALTRIA GROUP INC	022095103		10/4/2013	12/13/2013	74			52	22				84,738							
12 AMERICAN ELECTRIC POWER INC	025537101		5/23/2012	12/13/2013	959			800	159				84,738							
13 AMERICAN ELECTRIC POWER INC	025537101		9/17/2012	12/13/2013	137			114	23				84,738							
14 ARTISAN FDS INC SMALL CAP FD #660	04314H105		1/16/2014	4/25/2014	55,864			64,984	-8,800				84,738							
15 ARTISAN FDS INC SMALL CAP FD #660	04314H105		2/7/2014	4/25/2014	30,184			34,950	-4,756				84,738							
16 ARTISAN FDS INC SMALL CAP FD #660	04314H105		3/19/2014	4/25/2014	1,919			2,221	-302				84,738							
17 ARTISAN MID CAP FUND-INS #1333	04314H600		10/23/2013	12/13/2013	7,700			8,281	-581				84,738							
18 ARTISAN MID CAP FUND-INS #1333	04314H600		10/23/2013	12/13/2013	15,000			16,185	-1,185				84,738							
19 ARTISAN MID CAP FUND-INS #1333	04314H600		10/23/2013	12/13/2013	17,479			18,774	-1,295				84,738							
20 ARTISAN MID CAP FUND-INS #1333	04314H600		2/21/2014	4/25/2014	48,093			53,802	-5,709				84,738							
21 ASTRAZENECA PLC ADR	046353108		5/11/2011	12/4/2013	512			430	82				84,738							
22 ASTRAZENECA PLC ADR	046353108		8/3/2011	12/4/2013	171			143	28				84,738							
23 ASTRAZENECA PLC ADR	046353108		10/17/2011	12/4/2013	114			96	18				84,738							
24 ASTRAZENECA PLC ADR	046353108		10/17/2011	12/13/2013	972			813	159				84,738							
25 ASTRAZENECA PLC ADR	046353108		11/17/2011	12/13/2013	172			143	29				84,738							
26 ASTRAZENECA PLC ADR	046353108		6/25/2012	12/13/2013	172			143	29				84,738							
27 ASTRAZENECA PLC ADR	046353108		7/25/2012	12/13/2013	2,345			1,961	384				84,738							
28 ASTRAZENECA PLC ADR	046353108		9/17/2012	12/13/2013	172			143	29				84,738							
29 ASTRAZENECA PLC ADR	046353108		2/4/2013	12/13/2013	172			143	29				84,738							
30 ASTRAZENECA PLC ADR	046353108		10/4/2013	12/13/2013	57			48	9				84,738							
31 BCE INC	055348760		1/25/2011	9/16/2013	286			259	36				84,738							
32 BCE INC	055348760		8/9/2011	9/16/2013	128			111	15				84,738							
33 BCE INC	055348760		11/17/2011	9/16/2013	84			74	10				84,738							
34 BCE INC	055348760		11/17/2011	12/13/2013	43			37	6				84,738							
35 BCE INC	055348760		6/25/2012	12/13/2013	128			111	17				84,738							
36 AT & T INC	022098102		1/25/2011	12/13/2013	1,044			981	83				84,738							
37 AT & T INC	022098102		8/9/2011	12/13/2013	1,011			961	83				84,738							
38 AT & T INC	022098102		11/10/2011	12/13/2013	1,044			961	83				84,738							
39 AT & T INC	022098102		3/20/2012	12/13/2013	1,011			93	8				84,738							
40 AT & T INC	022098102		6/25/2012	12/13/2013	1,011			93	8				84,738							
41 AT & T INC	022098102		9/17/2012	12/13/2013	1,011			93	8				84,738							
42 AT & T INC	022098102		6/4/2013	12/13/2013	842			775	67				84,738							
43 AT & T INC	022098102		10/4/2013	12/13/2013	67			62	5				84,738							
44 AT & T INC	022098102		2/20/2013	12/13/2013	3,542			2,636	906				84,738							
45 ARBIE INC	022877109		10/4/2013	12/13/2013	52			39	13				84,738							
46 ARBIE INC	022877109		7/31/2012	10/23/2013	62,885			58,146	4,539				84,738							
47 ARBIE INC	022877109		5/6/2013	12/13/2013	74,820			68,635	6,185				84,738							
48 ARBIE INC	022877109		10/23/2013	12/13/2013	20,202			18,532	1,670				84,738							
49 ARBIE INC	022877109		1/25/2011	12/13/2013	1,445			1,010	435				84,738							
50 ARBIE INC	022877109		11/17/2011	12/13/2013	209			147	62				84,738							
51 CONOCOPHILLIPS	208255104		5/2/2012	12/13/2013	1,533			1,078	455				84,738							
52 CONOCOPHILLIPS	208255104		5/22/2012	12/13/2013	1,255			882	373				84,738							
53 CONOCOPHILLIPS	208255104		6/25/2012	12/13/2013	209			147	62				84,738							
54 CONOCOPHILLIPS	208255104		8/13/2012	12/13/2013	538			588	248				84,738							
55 CONOCOPHILLIPS	208255104		9/17/2012	12/13/2013	209			147	62				84,738							
56 CONOCOPHILLIPS	208255104		6/4/2013	12/13/2013	627			441	186				84,738							
57 CONOCOPHILLIPS	208255104		10/4/2013	12/13/2013	70			49	21				84,738							
58 CONOCOPHILLIPS	208255104		10/23/2013	12/13/2013	50,000			49,045	955				84,738							
59 CONOCOPHILLIPS	208255104		12/19/2013	12/13/2013	3,108			3,031	75				84,738							
60 DODGE & COX STOCK FUND #145	256219106		12/19/2013	12/13/2013	21,894			21,365	529				84,738							
61 DODGE & COX STOCK FUND #145	256219106		12/19/2013	12/13/2013	3,637			3,634	3				84,738							
62 DODGE & COX STOCK FUND #145	256219106		12/20/2013	12/13/2013	21,363			21,342	21				84,738							
63 DODGE & COX STOCK FUND #145	256219106		12/20/2013	12/13/2013	3,592			3,557	35				84,738							
64 DODGE & COX STOCK FUND #145	256219106		12/23/2013	12/13/2013	10,015			9,915	100				84,738							
65 DODGE & COX STOCK FUND #145	256219106		12/27/2013	12/13/2013	11,381			11,277	104				84,738							
66 DODGE & COX STOCK FUND #145	256219106		12/27/2013	12/13/2013	25,000			24,741	259				84,738							
67 DODGE & COX STOCK FUND #145	256219106		12/27/2013	12/13/2013	43,116			42,344	772				84,738							
68 DODGE & COX STOCK FUND #145	256219106		11/5/2014	12/13/2013	9,927			9,750	177				84,738							
69 DODGE & COX STOCK FUND #145	256219106		3/26/2014	12/13/2013	140,000			139,985	15				84,738							
70 DODGE & COX STOCK FUND #145	256219106		3/26/2014	12/13/2013	50,000			49,712	288				84,738							
71 DODGE & COX STOCK FUND #145	256219106		4/2/2014	12/13/2013	48,957			48,370	587				84,738							
72 DODGE & COX STOCK FUND #145	256219106		4/2/2014	12/13/2013	2,289			2,289	0				84,738							
73 DODGE & COX STOCK FUND #145	256219106		2/20/2013	12/13/2013	64			50	14				84,738							
74 DODGE & COX STOCK FUND #145	256219106		1/25/2011	12/13/2013	1,772			1,481	291				84,738							
75 DODGE & COX STOCK FUND #145	256219106		11/17/2011	12/13/2013	68			57	11				84,738							
76 DODGE & COX STOCK FUND #145	256219106		3/20/2012	12/13/2013	68			57	11				84,738							
77 DODGE & COX STOCK FUND #145	256219106		10/25/2012	12/13/2013	1,363			1,339	24				84,738							
78 DODGE & COX STOCK FUND #145	256219106		2/4/2013	12/13/2013	205			171	34				84,738							
79 DODGE & COX STOCK FUND #145	256219106		10/4/2013	12/13/2013	68			57	11				84,738							

[illegible]

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

[illegible]

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

Long Term CG Distributions										Short Term CG Distributions										Amount									
Description of Property Sold										Description of Property Sold										Description of Property Sold									
CUSIP #										CUSIP #										CUSIP #									
How Acquired										How Acquired										How Acquired									
Date Acquired										Date Acquired										Date Acquired									
Date Sold										Date Sold										Date Sold									
Gross Sales Price										Gross Sales Price										Gross Sales Price									
Depreciation Allowed										Depreciation Allowed										Depreciation Allowed									
Adjustments										Adjustments										Adjustments									
Cost or Other Basis Plus Expense of Sale										Cost or Other Basis Plus Expense of Sale										Cost or Other Basis Plus Expense of Sale									
Gain or Loss										Gain or Loss										Gain or Loss									
F M V as of 12/31/89										F M V as of 12/31/89										F M V as of 12/31/89									
Adjusted Basis as of 12/31/89										Adjusted Basis as of 12/31/89										Adjusted Basis as of 12/31/89									
Excess of FMV Over Adj. Basis										Excess of FMV Over Adj. Basis										Excess of FMV Over Adj. Basis									
Gains Minus Excess of FMV Over Adjusted Basis or Losses										Gains Minus Excess of FMV Over Adjusted Basis or Losses										Gains Minus Excess of FMV Over Adjusted Basis or Losses									
253 REYNOLDS AMERICAN INC	761713106	10/4/2013	12/13/2013	49	11,000	0	10,502	0	35	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
254 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	10/23/2013	1/2/2014	182,500	182,500	0	180,316	0	10,502	438	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
255 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	10/23/2013	2/1/2014	25,000	25,000	0	23,673	0	1,327	2,184	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
256 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	10/23/2013	2/1/2014	28,984	28,984	0	27,458	0	1,536	1,536	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
257 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/18/2013	2/1/2014	21,006	21,006	0	19,894	0	1,112	1,112	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
258 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/19/2013	2/24/2014	4,740	4,740	0	4,381	0	359	359	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
259 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/20/2013	2/24/2014	2,218	2,218	0	2,050	0	24,070	1,872	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
260 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/23/2013	2/24/2014	18,557	18,557	0	17,113	0	1,444	1,444	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
261 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/23/2013	2/24/2014	31,443	31,443	0	28,996	0	2,447	2,447	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
262 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	12/27/2013	5/19/2014	48,767	48,767	0	48,657	0	110	110	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
263 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	4/3/2014	5/19/2014	1,233	1,233	0	1,231	0	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
264 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	4/3/2014	5/19/2014	45,645	45,645	0	43,600	0	43,600	2,245	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
265 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	1/25/2014	12/13/2013	2,320	2,320	0	2,283	0	37	37	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
266 T ROWE PRICE BLUE CHIP GRWTH #9377854Q106	761713106	1/25/2014	12/13/2013	211	211	0	208	0	3	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
267 ROYAL DUTCH SHELL PLC ADR	780259107	3/20/2012	12/13/2013	1,054	1,054	0	1,038	0	16	16	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
268 ROYAL DUTCH SHELL PLC ADR	780259107	10/25/2012	12/13/2013	211	211	0	208	0	3	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
269 ROYAL DUTCH SHELL PLC ADR	780259107	2/4/2013	12/13/2013	70	70	0	69	0	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
270 ROYAL DUTCH SHELL PLC ADR	780259107	10/4/2013	12/13/2013	43,544	43,544	0	50,337	0	50,337	6,483	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
271 SPDR DJ WILSHIRE INTERNATIONAL RT	78463X863	5/6/2013	12/12/2013	854	854	0	885	0	885	-131	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
272 SPDR DJ WILSHIRE INTERNATIONAL RT	78463X863	2/20/2013	12/13/2013	548	548	0	634	0	634	-86	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
273 SENIOR HOUSING PROP TRUST	81721M109	8/4/2013	12/13/2013	22	22	0	25	0	25	-3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
274 SENIOR HOUSING PROP TRUST	81721M109	10/4/2013	12/13/2013	2,690	2,690	0	2,609	0	2,609	81	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
275 SENIOR HOUSING PROP TRUST	81721M109	1/25/2011	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
276 SENIOR HOUSING PROP TRUST	81721M109	8/3/2011	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
277 SOUTHERN CO	842587107	11/17/2011	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
278 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
279 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
280 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
281 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
282 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
283 SOUTHERN CO	842587107	8/13/2012	12/13/2013	120	120	0	117	0	117	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
284 TOTAL S.A. - ADR	89151E109	10/17/2011	12/13/2013	644	644	0	608	0	608	36	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
285 TOTAL S.A. - ADR	89151E109	11/17/2011	12/13/2013	169	169	0	162	0	162	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
286 TOTAL S.A. - ADR	89151E109	8/13/2012	12/13/2013	1,970	1,970	0	1,884	0	1,884	86	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
287 TOTAL S.A. - ADR	89151E109	9/17/2012	12/13/2013	169	169	0	162	0	162	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
288 TOTAL S.A. - ADR	89151E109	10/25/2012	12/13/2013	1,069	1,069	0	1,023	0	1,023	46	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
289 TOTAL S.A. - ADR	89151E109	2/4/2013	12/13/2013	169	169	0	162	0	162	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
290 TOTAL S.A. - ADR	89151E109	10/4/2013	12/13/2013	56	56	0	54	0	54	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
291 TOUCHSTONE SMALL CAP CORE IN #589155H256	904767704	5/20/2013	10/23/2013	34,098	34,098	0	33,000	0	33,000	1,098	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
292 UNILEVER PLC - ADR	904767704	1/26/2011	12/13/2013	781	781	0	597	0	597	184	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
293 UNILEVER PLC - ADR	904767704	1/11/7/2011	12/13/2013	117	117	0	90	0	90	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
294 UNILEVER PLC - ADR	904767704	6/25/2012	12/13/2013	117	117	0	90	0	90	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
295 US TREASURY NOTE 2.125% 5/31/15#17828NF3	9228F8100	12/13/2013	3/26/2014	25,571	25,571	0	25,584	0	25,584	-113	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
296 VENTAS INC COM	9228F8100	9/16/2013	12/13/2013	953	953	0	1,085	0	1,085	-132	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
297 VERIZON COMMUNICATIONS	92343V104	6/25/2012	12/13/2013	17,044	17,044	0	14,918	0	14,918	3,026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
298 VANGUARD REIT VIPER	922808553	11/17/2010	12/27/2013	13	13	0	110	0	110	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
299 VANGUARD REIT VIPER	922808553	11/17/2010	1/20/2014	30,018	30,018	0	24,918	0	24,918	5,100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
300 VANGUARD REIT VIPER	922808553	11/17/2010	6/20/2014	3,633	3,633	0	2,784	0	2,784	849	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
301 VERIZON COMMUNICATIONS	92343V104	1/26/2011	12/13/2013	143	143	0	110	0	110	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
302 VERIZON COMMUNICATIONS	92343V104	9/17/2012	12/13/2013	143	143	0																							

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	13,984		
										13,984	0	0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	11/8/2013	1,105
3 Second quarter estimated tax payment	12/10/2013	1,105
4 Third quarter estimated tax payment	3/12/2014	1,105
5 Fourth quarter estimated tax payment	6/11/2014	1,103
6 Other payments		
7 Total		4,418

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	58,641
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	58,641

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	56-6041570	VP0528308	FEDERATED TREAS OBL FD 68	17,061.61	17,061.61
Invest - Other	56-6041570	464287879	ISHARES S&P SMALL-CAP 600 VALUE	49,404.04	47,537.89
Invest - Other	56-6041570	464287200	ISHARES CORE S & P 500 ETF	748,600.00	721,694.19
Invest - Other	56-6041570	464287473	ISHARES RUSSELL MID-CAP VALUE	77,765.31	75,016.98
Invest - Other	56-6041570	464287499	ISHARES RUSSELL MID-CAP ETF	27,635.20	25,659.41
Invest - Other	56-6041570	922908553	VANGUARD REIT VIPER	132,242.28	115,442.93
Invest - Other	56-6041570	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	101,892.11	75,551.12
Invest - Corp Bonds	56-6041570	3137EACA5	FED HOME LN MTG CORP 3.750% 3/27/19	27,475.25	27,347.25
Invest - Corp Bonds	56-6041570	4878368B3	KELLOGG CO 4.450% 5/30/16	15,990.60	16,269.60
Invest - Corp Bonds	56-6041570	912828KW9	US TREASURY NOTE 3.250% 5/31/16	31,626.60	32,040.23
Invest - Corp Bonds	56-6041570	912828MS6	US TREASURY NOTE 3.000% 2/28/17	31,790.70	32,097.66
Invest - Corp Bonds	56-6041570	31398AU34	FED NATL MTG ASSN 2.375% 7/28/15	15,351.45	15,493.97
Invest - Corp Bonds	56-6041570	46625HHR4	JPMORGAN CHASE & CO 3.400% 6/24/15	15,433.35	15,592.05
Invest - Corp Bonds	56-6041570	912828PK0	US TREASURY NOTE 2.250% 11/30/17	31,179.00	31,304.30
Invest - Corp Bonds	56-6041570	38141GEA8	GOLDMAN SACHS GROUP 5.125% 1/15/15	15,358.50	15,695.70
Invest - Corp Bonds	56-6041570	3135G0BA0	FED NATL MTG ASSN 2.375% 4/11/16	15,546.00	15,658.44
Invest - Corp Bonds	56-6041570	25459HAY1	DIRECTV HLDG/FIN INC 3.500% 3/01/16	10,435.00	10,510.90
Invest - Corp Bonds	56-6041570	00206RAW2	AT&T INC 2.950% 5/15/16	15,590.10	15,630.00
Invest - Corp Bonds	56-6041570	713448BT4	PEPSICO INC 2.500% 5/10/16	15,523.80	15,622.95
Invest - Corp Bonds	56-6041570	59156RAN8	METLIFE INC 5.000% 6/15/15	15,663.45	15,964.50
Invest - Corp Bonds	56-6041570	3137EACW7	FED HOME LN MTG CORP 2.000% 8/25/16	30,903.00	31,107.03
Invest - Corp Bonds	56-6041570	459200GX3	IBM CORP 1.950% 7/22/16	20,524.40	20,634.20
Invest - Corp Bonds	56-6041570	31359MZC0	FED NATL MTG ASSN 4.375% 10/15/15	21,052.20	21,467.22
Invest - Corp Bonds	56-6041570	693476BM4	PNC FUNDING CORP 2.700% 9/19/16	15,576.75	15,683.85
Invest - Corp Bonds	56-6041570	36962GU69	GENERAL ELEC CAP COR 5.000% 1/08/16	21,322.00	21,694.40
Invest - Corp Bonds	56-6041570	278865AK6	ECOLAB INC 3.000% 12/08/16	10,458.80	10,513.20
Invest - Corp Bonds	56-6041570	06366QW86	BANK OF MONTREAL 2.500% 1/11/17	15,604.20	15,522.00
Invest - Corp Bonds	56-6041570	428236BW2	HEWLETT-PACKARD CO 2.600% 9/15/17	10,335.50	10,231.70
Invest - Corp Bonds	56-6041570	913017BU2	UNITED TECHNOLOGIES 1.800% 6/01/17	15,321.00	15,320.55
Invest - Corp Bonds	56-6041570	931422AJ8	WALGREEN CO 1.800% 9/15/17	10,086.60	10,091.90
Invest - Corp Bonds	56-6041570	88732JAH1	TIME WARNER CABLE IN 5.850% 5/01/17	11,246.70	11,330.70
Invest - Corp Bonds	56-6041570	05565QCE6	BP CAPITAL MARKETS 1.375% 5/10/18	19,813.80	19,581.98
Invest - Corp Bonds	56-6041570	912828HR4	US TREASURY NOTE 3.500% 2/15/18	32,496.00	32,799.61
Invest - Corp Bonds	56-6041570	92343VBP8	VERIZON COMMUNICATIO 3.650% 9/14/18	10,694.80	10,595.66
Invest - Corp Bonds	56-6041570	912828IH4	US TREASURY NOTE 4.000% 8/15/18	33,243.90	33,551.95
Total Other Investments				1,673,182.39	1,600,256.02
Total Assets				1,690,244.00	1,617,317.63