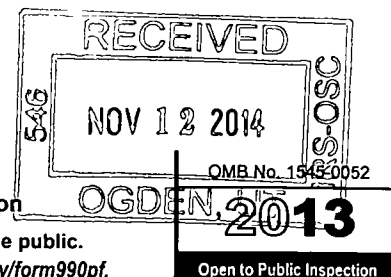




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Form **990-PF**

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.

Open to Public Inspection

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

Name of foundation
HILDUR M. MICHEL CHARITABLE TRUST WELLS FARGO BANK NA TTEE

A Employer identification number

74-6429552

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

State

ZIP code

Winston Salem

NC

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) ▶ \$ **308,438**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily
equal the amounts in column (a) (see instructions))

	(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	5,943	5,787		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,945			
b Gross sales price for all assets on line 6a 136,783				
7 Capital gain net income (from Part IV, line 2)		14,945		
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	20,888	20,732	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	5,000	3,750		1,250
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	685			685
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	177	69		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	5,862	3,819	0	1,935
25 Contributions, gifts, grants paid	15,000			15,000
26 Total expenses and disbursements. Add lines 24 and 25	20,862	3,819	0	16,935
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	26			
b Net investment income (if negative, enter -0-)		16,913		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

P 10ne

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	6,687	12,719	12,719
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	244,818	239,044	295,719
	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)	251,505	251,763	308,438
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	251,505	251,763	
	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)	251,505	251,763	
	31 Total liabilities and net assets/fund balances (see instructions)	251,505	251,763	

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	251,505
2 Enter amount from Part I, line 27a	2	26
3 Other increases not included in line 2 (itemize) ▶ Mutual Fund Timing Difference	3	232
4 Add lines 1, 2, and 3	4	251,763
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	251,763

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	14,945
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	16,850	289,581	0.058188
2011	17,775	286,223	0.062102
2010	19,667	300,123	0.065530
2009	88,042	313,652	0.280700
2008	30,000	332,449	0.090239
2 Total of line 1, column (d)			2 0.556759
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 0.111352
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 296,557
5 Multiply line 4 by line 3			5 33,022
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 169
7 Add lines 5 and 6			7 33,191
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 16,935

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		338
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		338
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		338
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		163
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		163
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		175
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (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) ▶ TX		
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? Website address ► N/A	13	X	
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? 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	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	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:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	5,000		

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	293,089
b	Average of monthly cash balances	1b	7,984
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	301,073
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	301,073
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	296,557
6	Minimum investment return. Enter 5% of line 5	6	14,828

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	14,828
2a	Tax on investment income for 2013 from Part VI, line 5	2a	338
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	338
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,490
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,490
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	14,490

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	16,935
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	16,935
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	16,935

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				14,490
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	13,660			
b From 2009	72,845			
c From 2010	5,291			
d From 2011	3,682			
e From 2012	2,534			
f Total of lines 3a through e	98,012			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 16,935				
a Applied to 2012, but not more than line 2a				
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				14,490
e Remaining amount distributed out of corpus	2,445			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	100,457			
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				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)	13,660			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	86,797			
10 Analysis of line 9:				
a Excess from 2009	72,845			
b Excess from 2010	5,291			
c Excess from 2011	3,682			
d Excess from 2012	2,534			
e Excess from 2013	2,445			

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	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)				
a Paid during the year See Attached Statement				
Total			3a	15,000
b Approved for future payment NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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Form **990-PF** (2013)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Salento SVP Wells Fargo Bank N.A.
Signature of officer or trustee

10/8/2014
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

J. L. L.

Date

10/8/2014

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

Recipient(s) paid during the year

Name

EL PASO LIGHTHOUSE FOR THE BLIND

Street

200 WASHINGTON ST

City

EL PASO

State

TX

Zip Code

79905

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

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

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		Totals										Gross Sales		Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										3,337		Capital Gains/Losses Other sales										136,783		121,838		14,945	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss													
1	X	AQR MANAGED FUTURES ST	00203H859		7/12/2013		10/9/2013	2,814	2,814				0	-100													
2	X	ARTISAN INTERNATIONAL FU	04314H204		11/19/2010		7/10/2013	928	766				0	162													
3	X	ARTISAN INTERNATIONAL FU	04314H204		10/24/2011		10/9/2013	168	131				0	37													
4	X	ARTISAN INTERNATIONAL FU	04314H204		10/24/2011		10/9/2013	616	456				0	160													
5	X	ARTISAN INTERNATIONAL FU	04314H204		10/24/2011		12/1/2014	272	187				0	85													
6	X	ARTISAN INTERNATIONAL FU	04314H204		10/24/2011		12/1/2014	393	269				0	124													
7	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		10/9/2013	1,028	988				0	40													
8	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		4/22/2014	100	84				0	16													
9	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		4/22/2014	1,595	1,334				0	261													
10	X	CREDIT SUISSE COMM RET S	22544R305		8/12/2011		10/9/2013	1,148	1,435				0	-287													
11	X	CREDIT SUISSE COMM RET S	22544R305		10/20/2010		10/9/2013	1,362	1,686				0	-324													
12	X	CREDIT SUISSE COMM RET S	22544R305		10/20/2010		4/22/2014	1,309	1,513				0	-204													
13	X	CREDIT SUISSE COMM RET S	22544R305		10/20/2010		6/18/2014	4,140	4,865				0	-725													
14	X	DIAMOND HILL LONG-SHORT	25264S833		10/20/2010		7/10/2013	2,115	1,621				0	494													
15	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		4/22/2014	367	286				0	81													
16	X	DODGE & COX INT'L STOCK F	256206103		2/5/2010		7/10/2013	1,004	806				0	198													
17	X	DODGE & COX INT'L STOCK F	256206103		2/5/2010		10/9/2013	1,041	776				0	265													
18	X	DODGE & COX INT'L STOCK F	256206103		2/5/2010		1/21/2014	691	478				0	213													
19	X	DODGE & COX INT'L STOCK F	256206103		2/5/2010		4/22/2014	402	268				0	133													
20	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	3,599	3,717				0	-118													
21	X	DODGE & COX INCOME FD C	256210105		2/11/2013		1/21/2014	847	860				0	-13													
22	X	DODGE & COX INCOME FD C	256210105		10/20/2010		6/18/2014	2,090	2,080				0	10													
23	X	DREYFUS EMG MKT DEBT LO	261980494		8/12/2011		10/9/2013	3,038	3,218				0	-77													
24	X	DREYFUS EMG MKT DEBT LO	261980494		11/19/2010		10/9/2013	1,496	1,573				0	-34													
25	X	DREYFUS EMG MKT DEBT LO	261980494		8/12/2011		6/18/2014	1,228	1,262				0	-12													
26	X	DREYFUS EMG MKT DEBT LO	261980494		8/12/2011		6/18/2014	367	379				0	-28													
27	X	DREYFUS EMG MKT DEBT LO	261980494		8/10/2012		1/21/2014	1,916	1,945				0	9													
28	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		1/21/2014	1,503	1,494				0	10													
29	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		6/18/2014	4,446	4,436				0	24													
30	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		6/18/2014	1,887	1,675				0	12													
31	X	DRIEHAUS ACTIVE INCOME F	262028855		8/12/2011		7/10/2013	363	328				0	919													
32	X	JP MORGAN MID CAP VALUE	339128100		8/12/2011		7/10/2013	436	289				0	925													
33	X	JP MORGAN MID CAP VALUE	339128100		8/12/2011		7/10/2013	7,409	7,242				0	147													
34	X	GATEWAY FUND - Y #1986	367829884		2/11/2013		7/10/2013	3,194	3,157				0	167													
35	X	HARBOR CAPITAL APRETION	411511504		2/11/2013		7/10/2013	5,038	4,653				0	365													
36	X	HARBOR CAPITAL APRETION	411511504		6/29/2009		7/10/2013	360	200				0	160													
37	X	HARBOR CAPITAL APRETION	411511504		6/29/2009		10/9/2013	1,219	845				0	574													
38	X	HARBOR CAPITAL APRETION	411511504		6/29/2009		1/21/2014	1,725	806				0	919													
39	X	HARBOR CAPITAL APRETION	411511504		6/29/2009		6/18/2014	1,713	788				0	925													
40	X	HARBOR CAPITAL APRETION	411511504		6/29/2009		6/18/2014	577	554				0	23													
41	X	HARBOR CAPITAL APRETION	411511504		5/19/2009		6/18/2014	458	203				0	255													
42	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		7/10/2013	2,819	2,391				0	428													
43	X	ISHARES CORE S & P 500 ETF	464287200		4/6/2009		7/10/2013	2,819	1,422				0	1,397													
44	X	ISHARES CORE S & P 500 ETF	464287200		4/6/2009		4/22/2014	566	251				0	315													
45	X	ISHARES CORE S & P 500 ETF	464287200		4/6/2009		4/22/2014	944	725				0	218													
46	X	KALMAR GR W/VAL SM CAP I	483438305		8/17/2013		1/21/2014	944	725				0	218													
47	X	KEELEY SMALL CAP VAL FD C	487300808		8/17/2013		1/21/2014	616	280				0	336													
48	X	KEELEY SMALL CAP VAL FD C	487300808		8/17/2013		6/18/2014	5,866	2,607				0	3,259													
49	X	LAUDUS MONDRIAN INTL FLM	518550655		11/19/2010		4/22/2014	2,973	3,337				0	-364													
50	X	LAUDUS MONDRIAN INTL FLM	518550655		11/19/2010		4/22/2014	1,793	1,940				0	-147													
51	X	LAUDUS MONDRIAN INTL FLM	518550655		2/4/2011		4/22/2014	372	400				0	-28													
52	X	LAUDUS MONDRIAN INTL FLM	518550655		2/4/2011		4/22/2014	295	317				0	-22													
53	X	LAUDUS MONDRIAN INTL FLM	518550655		7/12/2013		4/22/2014	654	639				0	15													
54	X	LAUDUS MONDRIAN INTL FLM	518550655		7/12/2013		4/22/2014	891	874				0	17													
55	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012		7/10/2013	491	394				0	97													
56	X	VANGUARD REIT VIPER	92208553		10/9/2013		4/22/2014	72	66				0	6													
57	X	VANGUARD REIT VIPER	92208553		10/9/2013		6/18/2014	222	197				0	25													
58	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	1,174	1,060				0	114													
59	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	2,394	1,903				0	491													
60	X	MFS VALUE FUND-CLASS I #8	552983694		2/4/2011		1/21/2014	862	619				0	243													
61	X	MFS VALUE FUND-CLASS I #8	552983694		2/4/2011		6/18/2014	1,369	1,322				0	47													
62	X	ASG GLOBAL ALTERNATIVES	638721885		10/20/2010		1/21/2014	1,132	1,138				0	-6													
63	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		6/18/2014	1,345	1,368				0	-23													
64	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		10/9/2013	2,534	2,465				0	69													
65	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		4/22/2014	274	262				0	12													
66	X	OPPENHEIMER DEVELOPING	683974505		1/23/2014		6/18/2014	138	133				0	5													
67	X	OPPENHEIMER DEVELOPING	683974505		10/20/2010		6/18/2014	554	476				0	78													

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

Long Term CG Distributions										Short Term CG Distributions										Amount		Totals							
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		Net Gain or Loss			
69	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					3/18/2009				4/22/2014		927	707											220	
70	X	PIMCO TOTAL RET FD-INST #			693390700					8/10/2012				7/16/2013		750	795											0	-45
71	X	PIMCO TOTAL RET FD-INST #			693390700					5/10/2012				7/16/2013		2,444	2,548											0	-104
72	X	PIMCO TOTAL RET FD-INST #			693390700					2/5/2010				1/21/2014		322	329											0	-7
73	X	PIMCO TOTAL RET FD-INST #			693390700					5/10/2012				6/18/2014		477	492											0	-15
74	X	PIMCO TOTAL RET FD-INST #			693390700					4/28/2011				6/18/2014		1,507	1,523										0	-16	
75	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					4/8/2009				4/22/2014		762	589										0	163	
76	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					3/6/2008				1/21/2014		1,102	1,093										0	9	
77	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					5/19/2009				4/22/2014		607	504										0	103	
78	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					9/24/2008				1/21/2014		805	760										0	45	
79	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					10/24/2011				1/21/2014		1,782	1,685										0	77	
80	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					6/29/2009				4/22/2014		574	487										0	87	
81	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					7/12/2013				1/21/2014		2,046	2,085										0	-39	
82	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					8/17/2009				4/22/2014		3,955	3,486										0	469	
83	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					8/17/2009				1/21/2014		1,177	1,047										0	130	
84	X	T ROWE PRICE SHORT TERM			77957P105					5/9/2013				4/22/2014		2,968	2,589										0	-21	
85	X	RIDGEWORTH SEIX HY BD-1 #			76628T645					11/17/2008				4/22/2014		819	617										0	202	
86	X	T ROWE PRICE SHORT TERM			77957P105					7/7957P105				4/22/2014		517	522										0	-5	
87	X	T ROWE PRICE SHORT TERM			77957P105					2/14/2012				6/18/2014		1,629	1,646										0	-17	
88	X	SPDR DJ WILSHIRE INTERNA			78463X863					4/26/2011				6/18/2014		438	406										0	32	
89	X	VANGUARD FTSE EMERGING			922042858					2/2/2011				10/9/2013		209	238										0	-33	
90	X	VANGUARD FTSE EMERGING			922042858					10/24/2011				10/9/2013		2,007	2,155										0	-148	
91	X	VANGUARD FTSE EMERGING			922042858					8/10/2011				1/21/2014		1,847	1,915										0	-68	
92	X	VANGUARD FTSE EMERGING			922042858					5/8/2012				1/21/2014		354	370										0	-16	
93	X	VANGUARD FTSE EMERGING			922042858					8/8/2012				1/21/2014		471	495										0	-24	
94	X	VANGUARD FTSE EMERGING			922042858					2/7/2013				1/21/2014		393	440										0	-47	
95	X	VANGUARD FTSE EMERGING			922042858					7/10/2013				1/21/2014		904	879										0	25	
96	X	VANGUARD FTSE EMERGING			922042858					6/25/2009				1/21/2014		511	511										0	98	
97	X	VANGUARD FTSE EMERGING			922042858					6/25/2009				6/18/2014		347	254										0	93	
98	X	VANGUARD FTSE EMERGING			922042858					5/15/2009				6/18/2014		43	30										0	13	

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

		685	0	0	685
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	685			685

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

		177	69	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	69	69		
2	ESTIMATED EXCISE TAXES PAID	108			

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

Long Term CG Distributions										3,337	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	11,608	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses							
1 AOR MANAGED FUTURES STR-I #1521302034859	002034859		7/12/2010	10/9/2013	2,814			2,814	2,914		0	0	11,608							
2 ARTISAN INTERNATIONAL FUND #661	043141204		11/19/2010	10/9/2013	928			928	766	-100	0	0	-100							
3 ARTISAN INTERNATIONAL FUND #661	043141204		11/19/2010	10/9/2013	168			168	131	37	0	0	37							
4 ARTISAN INTERNATIONAL FUND #661	043141204		10/24/2011	10/9/2013	616			616	456	160	0	0	160							
5 ARTISAN INTERNATIONAL FUND #661	043141204		10/24/2011	10/9/2013	272			272	187	85	0	0	85							
6 ARTISAN INTERNATIONAL FUND #661	043141204		10/24/2011	10/9/2013	393			393	269	124	0	0	124							
7 ARTISAN MID CAP FUND-INS #1333	043141600		7/12/2013	10/9/2013	1,028			1,028	988	40	0	0	40							
8 ARTISAN MID CAP FUND-INS #1333	043141600		7/12/2013	10/9/2013	100			100	94	6	0	0	6							
9 ARTISAN MID CAP FUND-INS #1333	043141600		7/12/2013	4/22/2014	1,595			1,595	1,334	261	0	0	261							
10 CREDIT SUISSE COMM RET ST-I #2156 225448305	225448305		8/12/2011	10/9/2013	1,148			1,148	1,435	-287	0	0	-287							
11 CREDIT SUISSE COMM RET ST-I #2156 225448305	225448305		10/20/2010	10/9/2013	1,362			1,362	1,586	-324	0	0	-324							
12 CREDIT SUISSE COMM RET ST-I #2156 225448305	225448305		10/20/2010	4/22/2014	1,309			1,309	1,513	-204	0	0	-204							
13 CREDIT SUISSE COMM RET ST-I #2156 225448305	225448305		10/20/2010	6/18/2014	4,140			4,140	4,885	-725	0	0	-725							
14 DIAMOND HILL LONG-SHORT FD CL I #2326458333	2326458333		10/20/2010	7/10/2013	2,115			2,115	1,521	494	0	0	494							
15 DODGE & COX INTL STOCK FD #1048	256206103		8/10/2012	7/10/2013	367			367	288	81	0	0	81							
16 DODGE & COX INTL STOCK FD #1048	256206103		2/5/2010	7/10/2013	1,004			1,004	806	198	0	0	198							
17 DODGE & COX INTL STOCK FD #1048	256206103		2/5/2010	10/9/2013	1,041			1,041	776	265	0	0	265							
18 DODGE & COX INTL STOCK FD #1048	256206103		2/5/2010	12/1/2014	691			691	478	213	0	0	213							
19 DODGE & COX INTL STOCK FD #1048	256206103		2/5/2010	4/22/2014	402			402	269	133	0	0	133							
20 DODGE & COX INCOME FD COM #147	258210105		2/11/2013	7/10/2013	3,559			3,559	3,717	-118	0	0	-118							
21 DODGE & COX INCOME FD COM #147	258210105		2/11/2013	12/1/2014	847			847	860	-13	0	0	-13							
22 DODGE & COX INCOME FD COM #147	258210105		2/11/2013	6/18/2014	2,090			2,090	2,080	10	0	0	10							
23 DREYFUS EMG MKT DEBT LOC CI #608	261980494		10/20/2010	10/9/2013	3,038			3,038	3,218	-180	0	0	-180							
24 DREYFUS EMG MKT DEBT LOC CI #608	261980494		8/12/2011	10/9/2013	1,496			1,496	1,573	-77	0	0	-77							
25 DREYFUS EMG MKT DEBT LOC CI #608	261980494		11/19/2010	6/18/2014	1,228			1,228	1,262	-34	0	0	-34							
26 DREYFUS EMG MKT DEBT LOC CI #608	261980494		8/12/2011	6/18/2014	367			367	378	-12	0	0	-12							
27 DREYFUS EMG MKT DEBT LOC CI #608	261980494		8/10/2012	6/18/2014	1,916			1,916	1,945	-29	0	0	-29							
28 DREYFUS EMG MKT DEBT LOC CI #608	262028555		7/12/2013	12/1/2014	1,503			1,503	1,494	9	0	0	9							
29 DREYFUS EMG MKT DEBT LOC CI #608	262028555		7/12/2013	12/1/2014	1,446			1,446	1,436	10	0	0	10							
30 DREYFUS EMG MKT DEBT LOC CI #608	262028555		7/12/2013	6/18/2014	4,301			4,301	4,277	24	0	0	24							
31 DREYFUS EMG MKT DEBT LOC CI #608	262028555		10/11/2013	6/18/2014	1,687			1,687	1,675	12	0	0	12							
32 DREYFUS EMG MKT DEBT LOC CI #608	339128100		2/11/2013	7/10/2013	363			363	328	35	0	0	35							
33 JP MORGAN MID CAP VALUE-I #758	339128100		8/12/2011	7/10/2013	436			436	289	147	0	0	147							
34 GATEWAY FUND - Y #1986	367895884		2/11/2013	7/10/2013	7,409			7,409	7,242	167	0	0	167							
35 GATEWAY FUND - Y #1986	367895884		2/11/2013	7/10/2013	3,194			3,194	3,157	37	0	0	37							
36 HARBOR CAPITAL APRTION-INST #20	411511504		2/11/2013	7/10/2013	5,038			5,038	4,653	385	0	0	385							
37 HARBOR CAPITAL APRTION-INST #20	411511504		6/29/2009	7/10/2013	360			360	200	160	0	0	160							
38 HARBOR CAPITAL APRTION-INST #20	411511504		6/29/2009	10/9/2013	1,219			1,219	645	574	0	0	574							
39 HARBOR CAPITAL APRTION-INST #20	411511504		6/29/2009	12/1/2014	1,725			1,725	806	919	0	0	919							
40 HARBOR CAPITAL APRTION-INST #20	411511504		6/29/2009	6/18/2014	1,713			1,713	788	925	0	0	925							
41 HARBOR CAPITAL APRTION-INST #20	411511504		4/24/2014	6/18/2014	577			577	554	23	0	0	23							
42 HARBOR CAPITAL APRTION-INST #20	411511504		5/19/2009	6/18/2014	458			458	203	255	0	0	255							
43 ISHARES CORE S & P 500 ETF	464287200		6/8/2012	7/10/2013	2,819			2,819	2,351	468	0	0	468							
44 ISHARES CORE S & P 500 ETF	464287200		4/6/2009	7/10/2013	2,819			2,819	1,422	1,397	0	0	1,397							
45 KALMAR GR VAL SM CAP-INS #4	483438305		4/6/2009	4/22/2014	566			566	251	315	0	0	315							
46 KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/11/2013	12/1/2014	616			616	725	-109	0	0	-109							
47 KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/17/2009	12/1/2014	616			616	280	336	0	0	336							
48 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		8/17/2009	6/18/2014	5,866			5,866	2,607	3,259	0	0	3,259							
49 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		10/20/2010	4/22/2014	2,973			2,973	3,337	-364	0	0	-364							
50 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		11/19/2010	4/22/2014	1,793			1,793	1,940	-147	0	0	-147							
51 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		2/4/2011	4/22/2014	372			372	400	-28	0	0	-28							
52 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		2/4/2011	4/22/2014	295			295	317	-22	0	0	-22							
53 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		7/12/2013	4/22/2014	654			654	639	15	0	0	15							
54 LAUDUS MNDRIAN INTL FINST #29451850655	29451850655		12/3/2014	4/22/2014	891			891	874	17	0	0	17							
55 MFS VALUE FUND CLASS I #893	552983694		5/10/2012	7/10/2013	491			491	394	97	0	0	97							
56 VANGUARD REIT VIPER	922808553		10/9/2013	4/22/2014	504			504	488	16	0	0	16							
57 VANGUARD REIT VIPER	922808553		10/9/2013	4/22/2014	72			72	66	6	0	0	6							
58 VANGUARD REIT VIPER	922808553		10/9/2013	6/18/2014	222			222	197	25	0	0	25							
59 MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	7/10/2013	1,174			1,174	1,060	114	0	0	114							
60 MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	7/10/2013	2,384			2,384	1,903	481	0	0	481							
61 MFS VALUE FUND-CLASS I #893	552983694		2/4/2011	12/1/2014	852			852	619	243	0	0	243							
62 MERGER FD SH BEN INT #260	585509108		10/20/2010	6/18/2014	1,359			1,359	1,332	27	0	0	27							
63 ASSG GLOBAL ALTERNATIVES-Y #1993	638727885		7/12/2013	12/1/2014	1,342			1,342	1,138	204	0	0	204							
64 ASSG GLOBAL ALTERNATIVES-Y #1993	638727885		7/12/2013	6/18/2014	1,342			1,342	1,368	-26	0	0	-26							
65 OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	10/9/2013	274			274	245	29	0	0	29							
66 OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	4/22/2014	274			274	262	12	0	0	12							
67 OPPENHEIMER DEVELOPING MKT-Y #7	683974505		12/3/2014	4/22/2014	138			138	133	5	0	0	5							
68 OPPENHEIMER DEVELOPING MKT-Y #7	683974505		10/20/2010	6/18/2014	554			554	476	78	0	0	78							
69 RIDGEWORTH SEIX HY BD-I #5855	766287645		3/18/2009	4/22/2014	927			927	707	220	0	0	220							
70 PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	7/16/2013	750			750	785	-35	0	0	-35							
71 PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	7/16/2013	2,444			2,444	2,548	-104	0	0	-104							
72 PIMCO TOTAL RET FD-INST #35	693390700		2/5/2010	12/1/2014	322															

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

Long Term CG Distributions													
Amount											3,337		
Short Term CG Distributions													
0													
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85 RIDGEWORTH SEIX HY BD-I #5855	766287645		11/17/2008	4/22/2014	819			617	202	0	0	0	11,608
86 T ROWE PRICE SHORT TERM BD FD #577957P105			2/14/2012	4/22/2014	517			522	-5	0	0	0	-5
87 T ROWE PRICE SHORT TERM BD FD #577957P105			2/14/2012	6/18/2014	1,629			1,646	-17	0	0	0	-17
88 SPDR DJ WILSHIRE INTERNATIONAL R	784637863		4/28/2011	6/18/2014	438			406	32	0	0	0	32
89 VANGUARD FTSE EMERGING MARKET	922042856		2/7/2013	10/9/2013	205			238	-33	0	0	0	-33
90 VANGUARD FTSE EMERGING MARKET	922042856		2/7/2013	10/9/2013	2,007			2,155	-148	0	0	0	-148
91 VANGUARD FTSE EMERGING MARKET	922042856		8/10/2011	12/1/2014	1,847			1,915	-68	0	0	0	-68
92 VANGUARD FTSE EMERGING MARKET	922042856		5/6/2012	12/1/2014	354			370	-16	0	0	0	-16
93 VANGUARD FTSE EMERGING MARKET	922042856		8/6/2012	12/1/2014	471			495	-24	0	0	0	-24
94 VANGUARD FTSE EMERGING MARKET	922042856		2/7/2013	12/1/2014	393			440	-47	0	0	0	-47
95 VANGUARD FTSE EMERGING MARKET	922042856		7/10/2013	12/1/2014	904			879	25	0	0	0	25
96 VANGUARD FTSE EMERGING MARKET	922042856		6/25/2009	6/18/2014	511			413	98	0	0	0	98
97 VANGUARD FTSE EMERGING MARKET	922042856		6/25/2009	6/18/2014	347			254	93	0	0	0	93
98 VANGUARD FTSE EMERGING MARKET	922042856		5/15/2009	6/18/2014	43			30	13	0	0	0	13

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

	Date		Amount
1 Credit from prior year return		1	55
2 First quarter estimated tax payment	11/8/2013	2	108
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	163

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	74-6429552	VP0528308	FEDERATED TREAS OBL FD 68	12189 28	12,189 28	12,189 28
Savings & Temp Inv	74-6429552	VP0528308	FEDERATED TREAS OBL FD 68	425 9	425 90	425 90
Savings & Temp Inv	74-6429552			103 68	103 68	103 68
			TOTAL CASH, SAVINGS, AND TEMP INV		12,718.86	12,718.86
Invest - Other	74-6429552	04314H204	ARTISAN INTERNATIONAL FUND #661	493 643	15,564 56	8,956 61
Invest - Other	74-6429552	256210105	DODGE & COX INCOME FD COM #147	1429 325	19,853 32	18,383 39
Invest - Other	74-6429552	411511504	HARBOR CAPITAL APRCTION-INST #2012	317 906	18,826 39	7,709 88
Invest - Other	74-6429552	589509108	MERGER FD SH BEN INT #260	466 043	7,675 73	7,419 44
Invest - Other	74-6429552	693390700	PIMCO TOTAL RET FD-INST #35	1827 04	20,042 63	19,888 03
Invest - Other	74-6429552	693390882	PIMCO FOREIGN BD FD USD H-INST #103	643 991	7,013 06	6,824 09
Invest - Other	74-6429552	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2556 72	12,272 26	12,313 81
Invest - Other	74-6429552	04314H600	ARTISAN MID CAP FUND-INS #1333	230 127	11,747 98	9,460 23
Invest - Other	74-6429552	315920702	FID ADV EMER MKTS INC- CL I #607	330 289	4,752 86	4,485 32
Invest - Other	74-6429552	464287200	ISHARES CORE S & P 500 ETF	31	6,107 00	2,731 40
Invest - Other	74-6429552	261980668	DREYFUS INTERNATL BOND FD CL I #6094	399	6,866 79	6,794 97
Invest - Other	74-6429552	277923728	EATON VANCE GLOBAL MACRO - I #0088	482 817	4,495 03	4,614 14
Invest - Other	74-6429552	256206103	DODGE & COX INT'L STOCK FD #1048	329 258	15,290 74	10,233 83
Invest - Other	74-6429552	552983694	MFS VALUE FUND-CLASS I #893	530 187	18,307 36	13,988 21
Invest - Other	74-6429552	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	530 783	7,760 05	7,552 96
Invest - Other	74-6429552	262028855	DRIEHAUS ACTIVE INCOME FUND	567 026	6,084 19	5,947 63
Invest - Other	74-6429552	339128100	JP MORGAN MID CAP VALUE-I #758	311 715	11,842 05	7,462 38
Invest - Other	74-6429552	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	312 047	5,251 75	5,126 94
Invest - Other	74-6429552	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	543 644	6,132 30	6,251 91
Invest - Other	74-6429552	922908553	VANGUARD REIT VIPER	144	10,776 96	3,980 55
Invest - Other	74-6429552	863137105	STRATTON SM-CAP VALUE FD #37	74 031	5,797 37	5,786 25
Invest - Other	74-6429552	922042858	VANGUARD FTSE EMERGING MARKETS ETF	117	5,046 21	3,040 50
Invest - Other	74-6429552	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	669 17	5,467 12	5,405 50
Invest - Other	74-6429552	77958B402	T ROWE PRICE INST FLOAT RATE #170	440 858	4,536 43	4,539 36
Invest - Other	74-6429552	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	384 156	15,297 09	13,195 97
Invest - Other	74-6429552	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	245	10,838 80	7,419 22
Invest - Other	74-6429552	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	263 634	6,282 40	4,263 06
Invest - Other	74-6429552	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	828 542	10,737 90	10,713 05
Invest - Other	74-6429552	483438305	KALMAR GR W/ VAL SM CAP-INS #4	270 288	5,870 66	4,740 16
Invest - Other	74-6429552	22544R305	CREDIT SUISSE COMIM RET ST-I #2156	1192 5	9,182 25	9,815 40
			TOTAL OTHER INVESTMENTS		295,719.24	239,044.19
			GRAND TOTAL		308,438.10	251,763.05