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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 8/1/2013 **, and ending** 7/31/2014

Name of foundation
JAMES H NAPIER FOUNDATION

A Employer identification number
13-6029883

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 - PO Box 53456 MAC S4101-22G

B Telephone number (see instructions)
(888) 730-4933

City or town | State | ZIP code
Phoenix | AZ | 85072-3456

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,449,683

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 ▶☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	97,721	97,721		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	63,139			
	b Gross sales price for all assets on line 6a 541,824				
	7 Capital gain net income (from Part IV, line 2)		63,139		
	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	160,860	160,860	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,759	15,569		5,190
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	2,188			2,188
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,216	494		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,994	25,828		1,166
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,157	41,891	0	8,544
	25 Contributions, gifts, grants paid	179,410			179,410
	26 **Total expenses and disbursements.** Add lines 24 and 2	231,567	41,891	0	187,954
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-70,707			
	b **Net investment income** (if negative, enter -0-)		118,969		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	138,888	96,723	96,723
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,832,072	2,803,487	3,352,960
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,970,960	2,900,210	3,449,683
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,970,960	2,900,210	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,970,960	2,900,210	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,970,960	2,900,210	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,970,960
2	Enter amount from Part I, line 27a	2	-70,707
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,900,253
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	43
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,900,210

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	63,139
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	190,778	3,224,675	0.059162
2011	167,015	3,131,921	0 053327
2010	177,906	3,230,696	0 055067
2009	170,979	3,035,948	0.056318
2008	165,228	2,854,701	0 057879

2	**Total** of line 1, column (d)	2	0 281753
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 056351
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,382,453
5	Multiply line 4 by line 3	5	190,605
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,190
7	Add lines 5 and 6	7	191,795
8	Enter qualifying distributions from Part XII, line 4	8	187,954

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,379	
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	2,379	
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	2,379	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,700			
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	1,700	
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	679	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

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 ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456

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?		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 ▶	16		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)? .	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 PO Box 53456 MAC S4101-22G Phoenix, AZ 85072-3	TRUSTEE 4.00	20,759		

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	3,313,279
b	Average of monthly cash balances	1b	120,683
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,433,962
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	3,433,962
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	51,509
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,382,453
6	**Minimum investment return.** Enter 5% of line 5	6	169,123

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	169,123
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,379		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,379
3	Distributable amount before adjustments Subtract line 2c from line 1			3	166,744
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	166,744
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	166,744

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	187,954
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	187,954
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	187,954

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				166,744
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 21,678				
b	From 2009 21,177				
c	From 2010 21,013				
d	From 2011 12,251				
e	From 2012 32,944				
f	**Total** of lines 3a through e	109,063			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 187,954				
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				166,744
e	Remaining amount distributed out of corpus	21,210			
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	130,273			
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)	21,678			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	108,595			
10	Analysis of line 9				
a	Excess from 2009 21,177				
b	Excess from 2010 21,013				
c	Excess from 2011 12,251				
d	Excess from 2012 32,944				
e	Excess from 2013 21,210				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ **3a**				179,410
b *Approved for future payment*				
NONE				
Total ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	97,721	
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	63,139	
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		160,860	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	160,860

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

SVP Wells Fargo Bank N A. — 11/13/2014 — SVP Wells Fargo Bank N A

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		11/13/2014		P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777 — Phone no 412-355-6000

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

Recipient(s) paid during the year

Name WECARE				
Street 6 FAIRFIELD BOULEVARD				
City WALLINGFORD		**State** CT	**Zip Code** 06492	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 2,000

Name CONCEPTS FOR ADVAPTIVE LEARNING				
Street PO BOX 8265				
City NEW HAVEN		**State** CT	**Zip Code** 06530	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,200

Name LITERACY VOLUNTEERS OF GREATER NEW HAVEN				
Street 1 LONG WHARF DRIVE				
City NEW HAVEN		**State** CT	**Zip Code** 06511	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 6,000

Name MERIDEN ROTARY FOUNDATION				
Street PO BOX 773				
City MERIDEN		**State** CT	**Zip Code** 06450	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 825

Name UNITED WAY OF MERIDEN AND WALLINGFORD				
Street 35 PLEASANT STREET				
City MERIDEN		**State** CT	**Zip Code** 06450	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 30,300

Name BEAT THE STREET COMMUNITY CENTER				
Street 121 SOUTH COLONY STREET				
City MERIDEN		**State** CT	**Zip Code** 06450	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 7,500

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

Recipient(s) paid during the year

Name	GIRLS INC			
Street	130 LINCOLN STREET			
City	MERIDEN	**State** CT	**Zip Code** 06451	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 10,000

Name	CT YANKEE COUNCIL, BOY SCOUTS OF AMERICA			
Street	60 WELLINGTON RD			
City	MILFORD	**State** CT	**Zip Code** 06461	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 2,500

Name	CHILD GUIDANCE CLINIC FOR CENTRAL CT			
Street	384 PRATT STREET			
City	MERIDEN	**State** CT	**Zip Code** 06450	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 10,500

Name	SPANISH COMMUNITY OF WALLINGFORD			
Street	284 WASHINGTON STREET			
City	WALLINGFORD	**State** CT	**Zip Code** 06492	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 10,000

Name	CAMPERSHIP FUND			
Street	PO BOX 2090			
City	WATERBURY	**State** CT	**Zip Code** 06722	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 5,000

Name	BOYS & GIRLS CLUB OF MERIDEN CONNECTICUT			
Street	15 LINCOLN ST			
City	MERIDEN	**State** CT	**Zip Code** 06451	**Foreign Country**
Relationship	NONE	**Foundation Status**	PC	
Purpose of grant/contribution	GENERAL SUPPORT GRANT			**Amount** 10,000

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

Recipient(s) paid during the year

Name				
MERIDEN SOUP KITCHEN				
Street				
PO BOX 2138				
City		**State**	**Zip Code**	**Foreign Country**
MERIDEN		CT	06450	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
MY CITY KITCHEN				
Street				
384 PRATT STREET				
City		**State**	**Zip Code**	**Foreign Country**
MERIDEN		CT	06450	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
MASTER'S MANNA				
Street				
46 N PLAINS INDUSTRIAL ROAD				
City		**State**	**Zip Code**	**Foreign Country**
WALLINGFORD		CT	06492	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				11,000

Name				
MERIDEN-WALLINGFORD CHRYSALIS				
Street				
14 W MAIN ST #103				
City		**State**	**Zip Code**	**Foreign Country**
MERIDEN		CT	06451	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
NUTMEG BIG BROTHERS/BIG SISTERS				
Street				
30 LAUREL ST STE 3				
City		**State**	**Zip Code**	**Foreign Country**
HARTFORD		CT	06106	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
FIRST UNITED METHODIST CHURCH				
Street				
263 W 86TH STREET				
City		**State**	**Zip Code**	**Foreign Country**
NEW YORK		NY	10024	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,335

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

Recipient(s) paid during the year

Name CONNECTICUT CHORAL SOCIETY				
Street PO BOX 42				
City SOUTHBURY		**State** CT	**Zip Code** 06488-0042	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 250

Name ST JOSEPH SCHOOL				
Street 159 W MAIN ST				
City MERIDEN		**State** CT	**Zip Code** 06451	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name COUNCIL OF NEIGHBORHOODS				
Street 77 OAK ST				
City MERIDEN		**State** CT	**Zip Code** 06450	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 1,500

Name FRANCISCAN HOME CARE & HOSPICE				
Street 267 FINCH AVE				
City MERIDEN		**State** CT	**Zip Code** 06451	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name WOMEN AND FAMILY CENTER				
Street 169 COLONY STREET				
City MERIDEN		**State** CT	**Zip Code** 06451	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 6,000

Name TOWN OF WALLINGFORD				
Street 45 SOUTH MAIN STREET				
City WALLINGFORD		**State** CT	**Zip Code** 06492	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

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

Recipient(s) paid during the year

Name
CITY OF MERIDEN
Street
142 EAST MAIN STREET

City	State	Zip Code	Foreign Country
MERIDEN	CT	06450	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
GIRL SCOUTS OF CONNECTICUT INC
Street
340 WASHINGTON STREET

City	State	Zip Code	Foreign Country
HARTFORD	CT	06106	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,000

Name
WORKFORCE ALLIANCE
Street
560 ELLA T GRASSO BLVD

City	State	Zip Code	Foreign Country
NEW HAVEN	CT	06519	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
MERIDEN FAMILY ZONE
Street
165 MILLER STREET

City	State	Zip Code	Foreign Country
MERIDEN	CT	06450	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

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

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Corp Bonds	13-6029883	00206RAV4	AT&T INC 2 500% 8/15/15	12,235.80	12,613 20
Invest - Corp Stock	13-6029883	002535300	AARON'S INC	2 453.34	1,947 91
Invest - Corp Stock	13-6029883	00508Y102	ACUITY BRANDS (HOLDING CO) INC RR	7 508.90	3 778 48
Invest - Corp Stock	13-6029883	008252108	AFFILIATED MANAGERS GROUP, INC COM	15 541.50	7 794.34
Invest - Corp Stock	13-6029883	009363102	AIRGAS INC COM	6,415 20	5 349 29
Invest - Corp Bonds	13-6029883	020002AX9	ALLSTATE CORP 7 450% 5/16/19	9,831.60	9,749 12
Invest - Corp Bonds	13-6029883	025816AY5	AMERICAN EXPRESS 7 000% 3/19/18	11 762 70	11,935 70
Invest - Corp Bonds	13-6029883	0258M0DJ5	AMERICAN EXPRESS CRE 2 125% 7/27/18	8 082.00	8,012.40
Invest - Corp Stock	13-6029883	03662Q105	ANSYS INC	13 387.56	10,440 53
Invest - Corp Stock	13-6029883	038336103	APTARGROUP INC COM	8,309 60	6,549 21
Invest - US & State	13-6029883	05522RAS7	BANK OF AMERICA CRED 5 170% 6/15/19	38,386.95	38,696 88
Invest - Corp Bonds	13-6029883	05531FAQ6	BB&T CORPORATION 2 250% 2/01/19	18,089.28	18,207 18
Invest - Corp Bonds	13-6029883	064058AA8	BANK OF NEW YORK MEL 1 969% 6/20/17	8,132 48	8,227 04
Invest - Corp Bonds	13-6029883	06406HCU1	BANK OF NEW YORK MEL 2 200% 5/15/19	8 984 97	9 021 42
Invest - Corp Bonds	13-6029883	084670BD9	BERKSHIRE HATHAWAY 1 900% 1/31/17	17 351.90	17 505 77
Invest - Corp Stock	13-6029883	090572207	BIO RAD LABS INC CL A	9 314 19	8,643 28
Invest - Corp Stock	13-6029883	09227Q100	BLACKBAUD INC	8,076 20	5,769 35
Invest - US & State	13-6029883	14041NDX6	CAPITAL ONE MULTI-AS 5 750% 7/15/20	25 959 18	26,378 13
Invest - Corp Stock	13-6029883	142339100	CARLISLE COS INC	10 242.56	5 189 32
Invest - Corp Stock	13-6029883	143130102	CARMAX INC	6 101 25	3,954 37
Invest - US & State	13-6029883	15200MAA5	CENTERPOINT ENERGY 4 192% 2/01/20	8 966 14	9 269 76
Invest - Corp Stock	13-6029883	171340102	CHURCH & DWIGHT INC	7,123 98	3 969 06
Invest - Corp Stock	13-6029883	178566105	CITY NATL CORP COM	10 158 75	8,018 19
Invest - Corp Stock	13-6029883	179895107	CLARCOR INC	8 718.57	6,736 72
Invest - Corp Bonds	13-6029883	191216AK6	COCA-COLA CO 5 350% 11/15/17	18 042 72	18,104 80
Invest - Corp Stock	13-6029883	198516106	COLUMBIA SPORTSWEAR CO COM	3,738.00	2,840 05
Invest - Corp Bonds	13-6029883	200339CG2	COMERICA BANK 5 750% 11/21/16	12,142 79	12,156 98
Invest - Corp Bonds	13-6029883	200340AL1	COMERICA INC 4.800% 5/01/15	6 178 26	6,279 02
Invest - Corp Bonds	13-6029883	209111ET6	CONS EDISON CO OF NY 5 850% 4/01/18	22,836 20	24 460 60
Invest - Corp Stock	13-6029883	217204106	COPART INC COM	5 374 18	3 808 15
Invest - Corp Stock	13-6029883	229899109	CULLEN FROST BANKERS INC COM	6 393.54	5 207 57
Invest - Corp Stock	13-6029883	249030107	DENTSPLY INTL INC COM	12,301.30	9 525 38
Invest - Corp Bonds	13-6029883	25468PDA1	WALT DISNEY COMPANY/ 1 850% 5/30/19	20,754.09	20,897 94
Invest - Corp Stock	13-6029883	257651109	DONALDSON CO INC	4,809.96	4 411.56
Invest - Corp Stock	13-6029883	262037104	DRIL QUIP INC COM	4,635 42	3 298 09
Invest - Corp Bonds	13-6029883	26442EAA8	DUKE ENERGY OHIO INC 5 450% 4/01/19	23 947.35	25,427 01
Invest - Corp Stock	13-6029883	294429105	EQUIFAX INC	10 728 69	5,037 38
Invest - Corp Stock	13-6029883	302445101	FLIR SYS INC COM	5,258 24	4 408 98
Invest - Corp Stock	13-6029883	303075105	FACTSET RESH SYS INC COM	6,847 41	5 286 85
Invest - Corp Stock	13-6029883	303250104	FAIR ISSAC INC	8 801 10	3 743 28
Invest - Corp Bonds	13-6029883	3136FRGA5	VR FED NATL MTG AS 0 18539% 4/01/16	80 042 40	80 000.00
Invest - Other	13-6029883	3138A7G69	FNMA POOL #AH5620 4 000% 2/01/26	39,690 29	37 864 46
Invest - Other	13-6029883	3138ECTY9	FNMA POOL #AK7766 2 500% 3/01/27	20 001 72	20 331 62
Invest - Other	13-6029883	345550107	FOREST CITY ENTERPRISES INC CL A	6 345 27	5 260 23
Invest - Corp Stock	13-6029883	366651107	GARTNER INC	5 473 60	4,478 03
Invest - Corp Bonds	13-6029883	36962G4T8	GENERAL ELEC CAP COR 2 250% 11/09/15	14,290 08	13,446 30
Invest - Corp Stock	13-6029883	371901109	GENTEX CORP	6,791.50	5,781 58
Invest - Corp Bonds	13-6029883	38143UAW1	GOLDMAN SACHS GROUP 5 000% 10/01/14	8 057 28	8,326.56
Invest - Corp Stock	13-6029883	384109104	GRACO INC	6 302 75	3 445 68
Invest - Corp Stock	13-6029883	404132102	HCC INS HLDGS INC COM	15 544 44	10 140 24
Invest - Corp Stock	13-6029883	426281101	HENRY JACK & ASSOC INC COM	8 635 80	5 560 52
Invest - Corp Bonds	13-6029883	438516AX4	HONEYWELL INTERNATIO 5 300% 3/01/18	18 043 36	18 423 36
Invest - Corp Stock	13-6029883	445658107	HUNT J B TRANS SVCS INC	7,416 96	4 033 06
Invest - Corp Stock	13-6029883	45167R104	IDEX CORP	9,780 78	4 978 62
Invest - Corp Stock	13-6029883	45168D104	IDEXX CORP	6,597 44	5 208 25
Invest - Corp Bonds	13-6029883	459200GM7	IBM CORPORATION 7 625% 10/15/18	19,591 04	19 924 00
Invest - Other	13-6029883	464287200	ISHARES CORE S & P 500 ETF	725,718 00	428 061 49
Invest - Other	13-6029883	464287465	ISHARES MSCI EAFE ETF	402,403 37	294 414 87
Invest - Other	13-6029883	464287564	ISHARES COHEN & STEERS REIT ETF	112,372 94	77 515 77
Invest - Corp Bonds	13-6029883	46625HBV1	JPMORGAN CHASE & CO 5 125% 9/15/14	13,066 95	13 929 96
Invest - Corp Stock	13-6029883	469814107	JACOBS ENGR GROUP INC	3 556 70	3,201 46
Invest - Other	13-6029883	47804A122	JOHN HANCOCK II ALT A/A-I	110,153 99	106,210 34
Invest - Corp Bonds	13-6029883	494368BB8	KIMBERLY-CLARK 6 125% 8/01/17	19 395 13	19,960 72
Invest - Corp Stock	13-6029883	497266106	KIRBY CORP	13 509 36	5 569 66
Invest - Corp Stock	13-6029883	501889208	LKQ CORP	10 592 77	6 022 78
Invest - Corp Stock	13-6029883	570535104	MARKEL HOLDINGS	18 963 30	11,697 05
Invest - Corp Bonds	13-6029883	59156RAR9	METLIFE INC 6 817% 8/15/18	20 120 01	19,896 98
Invest - Corp Stock	13-6029883	592688105	METTLER TOLEDO INTL INC	5 657 08	3,324 64
Invest - Corp Stock	13-6029883	617700109	MORNINGSTAR INC	13 019 52	10 579 53
Invest - Corp Bonds	13-6029883	637432MW2	NATIONAL RURAL UTIL 1 100% 1/27/17	11 013.31	11 014 63
Invest - US & State	13-6029883	64032JAD8	VR NELNET STUDENT 1 72774% 4/25/24	19 791.54	19 599 69
Invest - Other	13-6029883	64128K868	NEUBERGER BERMAN HB IN B-INS #1820	174 815 72	177,186 15
Invest - Corp Bonds	13-6029883	665772CD9	NORTHERN STATES PWR 5 250% 3/01/18	23 451 75	23 005 29
Invest - Corp Bonds	13-6029883	665859AL8	NORTHERN TRUST CORP 3 450% 11/04/20	2,106 66	2,124 06
Invest - Corp Stock	13-6029883	675232102	OCEANEERING INTL INC	5,161 16	2 947 93
Invest - Corp Bonds	13-6029883	693304AL1	PECO ENERGY CO 5 350% 3/01/18	23,523.99	23 311 89
Invest - Corp Bonds	13-6029883	693476BB8	PNC FUNDING CORP 5 625% 2/01/17	12,098 02	12,008 81
Invest - Corp Bonds	13-6029883	693476BG7	PNC FUNDING CORP 4 250% 9/21/15	9 363 60	9 387 54
Invest - Corp Bonds	13-6029883	69349LAC2	PNC BANK N A 4 875% 9/21/17	12,086 03	11,900 68
Invest - Corp Stock	13-6029883	696429307	PALL CORP	3,796 03	2,269 10
Invest - Corp Bonds	13-6029883	713448BH0	PEPSICO INC 5 000% 6/01/18	21,230 60	21,364 74
Invest - Other	13-6029883	72200Q182	PIMCO ALL AST ALL AUTH INST #1860	103 496 58	109,529 69
Invest - Corp Bonds	13-6029883	742718DV8	PROCTER & GAMBLE CO/ 1 450% 8/15/16	19 267 90	19,349 79
Invest - Corp Stock	13-6029883	784117103	SEI INVESTMENT COMPANY	10 781 82	7,473 78
Invest - US & State	13-6029883	784419AE3	VR SLC STUDENT LOAN 0 4089% 7/15/36	15 357 92	15,313 52
Invest - Corp Stock	13-6029883	79546E104	SALLY BEAUTY CO INC	11 937 00	8,740 05
Invest - Corp Stock	13-6029883	806407102	SCHEIN HENRY INC	11 392 50	6 267 75
Invest - Corp Stock	13-6029883	83421A104	SOLERA HOLDINGS INC	4 928 00	4,059 05
Invest - Corp Bonds	13-6029883	857477AH6	STATE STREET CORP 2 875% 3/07/16	8 285 04	7 949 84
Invest - Corp Bonds	13-6029883	867914AZ6	SUNTRUST BANKS 6 000% 9/11/17	12,381 71	11 733 37
Invest - Corp Bonds	13-6029883	87612EAP1	TARGET CORP 5 375 5/ 5 375% 5/01/17	20 068 02	20,357 28
Invest - Corp Stock	13-6029883	879369106	TELEFLEX INC	4 417 34	4 321 86
Invest - Corp Stock	13-6029883	893641100	TRANSDIGM GROUP INC	5 037 60	3 553 01
Invest - Corp Bonds	13-6029883	902973AV8	US BANCORP 3 442% 2/01/16	17 632 91	17,580 63
Invest - Corp Stock	13-6029883	904214103	UMPQUA HOLDINGS CORP	7 309 44	5 015 64
Invest - Corp Bonds	13-6029883	911312AM8	UNITED PARCEL SERVIC 3 125% 1/15/21	18 658 98	19,360 08
Invest - Corp Bonds	13-6029883	912828MP2	US TREASURY NOTE 3 625% 2/15/20	56 793 88	54,586 50
Invest - Corp Bonds	13-6029883	912828RC6	US TREASURY NOTE 2 125% 8/15/21	85 402 30	85,943 75
Invest - Corp Bonds	13-6029883	912828RE2	US TREASURY NOTE 1 500% 8/31/18	37 961 24	37,949 54
Invest - Corp Bonds	13-6029883	912828SV3	US TREASURY NOTE 1 750% 5/15/22	57 445 20	58,398 44
Invest - Corp Bonds	13-6029883	912828VB3	US TREASURY NOTE 1 750% 5/15/23	65 070 45	64,697 27
Invest - Corp Bonds	13-6029883	9130I7BH1	UNITED TECHNOLOGIES 4 875% 5/01/15	19 630 61	20 916 15
Invest - Other	13-6029883	922042858	VANGUARD FTSE EMERGING MARKETS ETF	234 645 24	246 576 80
Invest - Corp Stock	13-6029883	92220P105	VARIAN MED SYS INC	6 489.85	5,304 67
Invest - Corp Stock	13-6029883	96208T104	WEX INC	5,072 24	2,198 57
			TOTAL INVESTMENTS	3 352 959 86	2,803,486 59
Savings & Temp Inv	13-6029883	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	24 435 79	24,435 79
Savings & Temp Inv	13-6029883	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	40 889 16	40,889 16
Savings & Temp Inv	13-6029883	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	36 60	36 60
Savings & Temp Inv	13-6029883	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	131 14	131 14
Savings & Temp Inv	13-6029883	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	31,230 17	31,230 17
			TOTAL SAVINGS AND TEMP	96 722 86	96,722 86
			TOTAL ASSETS	3,449,682 72	2,900,209 45

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

	Amount
Long Term CG Distributions	3,263
Short Term CG Distributions	

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses		541,824	478,685	63,139
Other sales		0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	BB&T CORPORATION 5 700	05531FAA1			9/22/2011		2/28/2014	7,057	7,742				0	-685
2	X	BANK NEW YORK CO INC 4 95	06406JHB4			3/16/2011		7/7/2014	8,250	8,742				0	-492
3	X	BRANCH BANKING & TRU 1 05	07330NAG0			2/28/2014		7/14/2014	18,051	18,075				0	-24
4	X	BLACKBAUD INC	09227Q100			1/12/2011		8/29/2013	908	656				0	252
5	X	PEPSI BOTTLING GROUP 6 95	10138MAH8			2/22/2011		2/14/2014	18,083	20,787				0	-2,704
6	X	CARMAX INC	143130102			1/12/2011		8/29/2013	867	569				0	298
7	X	CENTERPOINT ENERGY 4 15	15200MAA5			1/28/2011		8/1/2013	1,407	1,508				0	-101
8	X	AT&T INC 2 500% 8/15/	00206RAV4			2/9/2012		7/15/2014	7,166	7,358				0	-192
9	X	AARON'S INC	002535300			1/12/2011		4/22/2014	1,328	922				0	406
10	X	AARON'S INC	002535300			1/12/2011		5/12/2014	1,686	1,047				0	639
11	X	ACUITY BRANDS (HOLDING C	00508Y102			1/12/2011		1/27/2014	3,747	1,619				0	2,128
12	X	ACUITY BRANDS (HOLDING C	00508Y102			1/12/2011		2/20/2014	950	378				0	572
13	X	AFFILIATED MANAGERS GRO	008252108			1/12/2011		2/20/2014	567	300				0	267
14	X	AMETEK INC COM	031100100			1/12/2011		2/20/2014	836	429				0	407
15	X	AMETEK INC COM	031100100			1/12/2011		3/28/2014	2,060	1,073				0	987
16	X	AMETEK INC COM	031100100			1/12/2011		6/20/2014	1,186	590				0	596
17	X	AMETEK INC COM	031100100			8/23/2011		6/20/2014	889	442				0	447
18	X	AMETEK INC COM	031100100			3/28/2012		6/20/2014	1,213	603				0	610
19	X	BB&T CORPORATION 5 700	05531FAA1			2/2/2011		2/28/2014	11,090	12,166				0	-1,076
20	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		1/25/2014	729	744				0	-15
21	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		2/25/2014	631	644				0	-13
22	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		3/25/2014	588	600				0	-12
23	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		4/25/2014	540	551				0	-11
24	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		5/25/2014	616	629				0	-13
25	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		6/25/2014	669	683				0	-14
26	X	FNMA POOL #AH5620 4 000	3138A7G69			2/11/2011		7/25/2014	750	765				0	-15
27	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		8/25/2013	389	399				0	-10
28	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		9/25/2013	297	305				0	-8
29	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		10/25/2013	246	252				0	-6
30	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		11/25/2013	230	235				0	-5
31	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		12/25/2013	203	208				0	-5
32	X	ISHARES CORE S & P 500 ETF	464287200			9/1/2004		2/19/2014	101,080	62,788				0	38,292
33	X	ISHARES MSCI EAFE ETF	464287465			9/1/2004		2/19/2014	42,682	31,181				0	11,501
34	X	JACOBS ENGR GROUP INC	469814107			1/12/2011		10/1/2013	4,285	3,339				0	946
35	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		8/8/2013	146	145				0	1
36	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		10/18/2013	37	36				0	1
37	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		11/8/2013	114	111				0	3
38	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		1/21/2014	37	36				0	1
39	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		4/17/2014	39	38				0	1
40	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		5/8/2014	157	153				0	4
41	X	JOHN HANCOCK II-ALT A/A-I	47804A122			4/5/2013		7/21/2014	40	39				0	1
42	X	VR KEYCORP STUDENT 0 56	493268BL9			2/8/2011		10/25/2013	8,059	7,577				0	482
43	X	KIRBY CORP	497266106			1/12/2011		2/20/2014	1,499	720				0	779
44	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		1/25/2014	245	251				0	-6
45	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		2/25/2014	195	200				0	-5
46	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		3/25/2014	194	199				0	-5
47	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		4/25/2014	249	255				0	-6
48	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		5/25/2014	250	256				0	-6
49	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		6/25/2014	205	210				0	-5
50	X	FNMA POOL #AK7766 2 500	3138ECTY9			3/12/2012		7/25/2014	229	234				0	-5
51	X	GARTNER INC	366651107			4/18/2013		2/20/2014	594	504				0	90
52	X	GENTEX CORP	371901109			6/22/2011		12/23/2013	1,584	1,181				0	403
53	X	GENTEX CORP	371901109			8/15/2011		12/23/2013	1,353	1,009				0	344
54	X	GOLDMAN SACHS GROUP 5	38141GDQ4			11/5/2012		10/15/2013	9,000	9,381				0	-381
55	X	GRACO INC	384109104			1/12/2011		8/29/2013	847	486				0	361
56	X	HENRY JACK & ASSOC INC C	426281101			1/12/2011		2/20/2014	1,397	715				0	682
57	X	HONEYWELL INTERNATIO 3 8	438516AY2			3/1/2013		2/7/2014	18,005	18,583				0	-578
58	X	IDEX CORP	45167R104			1/12/2011		8/29/2013	1,026	656				0	370
59	X	IDEX CORP	45167R104			1/12/2011		2/20/2014	1,467	772				0	695
60	X	IDEXX CORP	45168D104			4/19/2013		2/20/2014	1,139	828				0	311
61	X	CITY NATL CORP COM	178566105			1/12/2011		8/29/2013	1,739	1,488				0	251
62	X	CENTERPOINT ENERGY 4 15	15200MAA5			1/28/2011		2/1/2014	1,739	1,864				0	-125
63	X	COLUMBIA SPORTSWEAR CO	198516106			1/12/2011		2/20/2014	2,373	1,590				0	783
64	X	WALT DISNEY COMPANY 4 50	254687AW6			2/17/2011		10/1/2013	19,155	20,668				0	-1,513
65	X	WALT DISNEY COMPANY 5 62	25468PCE4			10/8/2013		6/26/2014	21,018	21,564				0	-546
66	X	DONALDSON CO INC	257651109			4/23/2013		2/20/2014	425	356				0	69
67	X	FLIR SYS INC COM	302445101			1/12/2011		8/29/2013	1,683	1,479				0	204
68	X	FAIR ISSAC, INC	303250104			1/12/2011		8/29/2013	1,527	729				0	798

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

	Amount
Long Term CG Distributions	3,263
Short Term CG Distributions	

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses		541,824	478,685	63,139
Other sales		0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	FAIR ISSAC, INC	303250104			1/12/2011		7/17/2014	1,436	559				0	877
70	X	FNMA POOL #AH5620 4 000%	3138A7G69			2/11/2011		8/25/2013	1,497	1,528				0	-31
71	X	FNMA POOL #AH5620 4 000%	3138A7G69			2/11/2011		9/25/2013	1,558	1,590				0	-32
72	X	FNMA POOL #AH5620 4 000%	3138A7G69			2/11/2011		10/25/2013	802	819				0	-17
73	X	FNMA POOL #AH5620 4 000%	3138A7G69			2/11/2011		11/25/2013	1,161	1,185				0	-24
74	X	FNMA POOL #AH5620 4 000%	3138A7G69			2/11/2011		12/25/2013	1,073	1,095				0	-22
75	X	LKQ CORP	501889208			1/12/2011		8/29/2013	1,395	623				0	772
76	X	LKQ CORP	501889208			1/12/2011		2/20/2014	3,312	1,695				0	1,617
77	X	LKQ CORP	501889208			1/12/2011		7/23/2014	825	476				0	349
78	X	MARKEL HOLDINGS	570535104			1/12/2011		2/20/2014	1,146	780				0	366
79	X	MARKEL HOLDINGS	570535104			1/12/2011		4/22/2014	1,857	1,170				0	687
80	X	METLIFE INC 5 000% 6/1	59156RAN8			2/7/2011		7/28/2014	8,321	8,605				0	-284
81	X	METTLER-TOLEDO INTL INC	592688105			1/12/2011		2/20/2014	491	302				0	189
82	X	MORNINGSTAR INC	617700109			1/12/2011		2/20/2014	1,729	1,157				0	572
83	X	NATIONAL RURAL UTIL 1 900	637432ML6			3/1/2011		1/23/2014	11,256	10,634				0	622
84	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		8/8/2013	248	249				1	0
85	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		10/18/2013	64	63				0	1
86	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		11/8/2013	218	216				0	2
87	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		1/21/2014	66	66				0	0
88	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		2/19/2014	5,155	5,158				0	-3
89	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		4/17/2014	66	65				0	1
90	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		5/8/2014	262	261				0	1
91	X	NEUBERGER BERMAN HI IN B	64128K868			1/6/2011		7/21/2014	67	67				0	0
92	X	NORTHERN TRUST CORP 5 5	665859AJ3			2/9/2011		8/15/2013	8,000	8,799				0	-799
93	X	NORTHERN TRUST CORP 4 6	665859AK0			10/11/2011		2/7/2014	2,019	2,167				0	-148
94	X	O'REILLY AUTOMOTIVE INC	67103H107			1/12/2011		2/20/2014	924	378				0	546
95	X	O'REILLY AUTOMOTIVE INC	67103H107			8/23/2011		2/20/2014	770	315				0	455
96	X	O'REILLY AUTOMOTIVE INC	67103H107			8/23/2011		3/26/2014	888	378				0	510
97	X	O'REILLY AUTOMOTIVE INC	67103H107			9/19/2012		3/26/2014	3,108	1,324				0	1,784
98	X	OCEANEERING INTL INC	675232102			1/12/2011		8/29/2013	1,029	504				0	525
99	X	PALL CORP	696429307			8/22/2011		2/20/2014	428	232				0	196
100	X	PEPSICO INC 0 700% 2/2	713448CE6			2/14/2014		7/8/2014	19,014	19,032				0	-18
101	X	PIMCO ALL AST ALL AUTH INS	72200Q182			4/5/2013		8/8/2013	146	156				0	-10
102	X	PIMCO ALL AST ALL AUTH INS	72200Q182			4/5/2013		10/18/2013	37	39				2	0
103	X	PIMCO ALL AST ALL AUTH INS	72200Q182			4/5/2013		11/8/2013	114	122				0	-8
104	X	PIMCO ALL AST ALL AUTH INS	72200Q182			3/6/2013		1/21/2014	35	39				4	0
105	X	PIMCO ALL AST ALL AUTH INS	72200Q182			3/7/2013		1/21/2014	2	2				0	0
106	X	PIMCO ALL AST ALL AUTH INS	72200Q182			2/9/2013		4/17/2014	36	39				0	-3
107	X	PIMCO ALL AST ALL AUTH INS	72200Q182			2/10/2013		4/17/2014	2	2				0	0
108	X	PIMCO ALL AST ALL AUTH INS	72200Q182			3/7/2013		4/17/2014	2	2				0	0
109	X	PIMCO ALL AST ALL AUTH INS	72200Q182			3/7/2013		5/8/2014	32	34				0	-2
110	X	PIMCO ALL AST ALL AUTH INS	72200Q182			4/5/2013		5/8/2014	125	133				0	-8
111	X	PIMCO ALL AST ALL AUTH INS	72200Q182			1/11/2013		7/21/2014	37	39				0	-2
112	X	PIMCO ALL AST ALL AUTH INS	72200Q182			1/12/2013		7/21/2014	2	2				0	0
113	X	PIMCO ALL AST ALL AUTH INS	72200Q182			2/6/2013		7/21/2014	2	2				0	0
114	X	PIMCO ALL AST ALL AUTH INS	72200Q182			4/5/2013		7/21/2014	0	0				0	0
115	X	PRINCIPAL LIFE INC 5 100%	74254PAK8			4/29/2013		1/28/2014	11,108	11,503				0	-395
116	X	PRINCIPAL LIFE INC 5 550%	74254PYF3			1/28/2014		6/26/2014	10,426	10,608				0	-182
117	X	PRUDENTIAL FINANCIAL 5 10(	74432QAE5			3/7/2011		7/30/2014	16,103	17,320				0	-1,217
118	X	PRUDENTIAL FINANCIAL 5 10(	74432QAE5			9/22/2011		7/30/2014	3,019	3,248				0	-229
119	X	SEI INVESTMENT COMPANY	784117103			1/12/2011		2/20/2014	827	558				0	269
120	X	VR SLC STUDENT LOAN 0 408	784419AE3			3/20/2014		4/15/2014	1,133	1,120				0	13
121	X	VR SLC STUDENT LOAN 0 408	784419AE3			3/20/2014		7/15/2014	1,369	1,353				0	16
122	X	SALLY BEAUTY CO INC	79546E104			1/12/2011		2/20/2014	767	491				0	276
123	X	SCHEIN HENRY INC	806407102			1/12/2011		8/29/2013	922	576				0	346
124	X	SCHEIN HENRY INC	806407102			1/12/2011		2/20/2014	1,180	640				0	540
125	X	SOLERA HOLDINGS INC	83421A104			7/21/2011		2/20/2014	483	369				0	114
126	X	TRANSDIGM GROUP INC	893641100			2/3/2012		2/20/2014	1,245	829				0	416
127	X	US BANK NA 6 300% 2/0	90333WAB4			2/15/2011		1/28/2014	11,005	12,215				0	-1,210
128	X	US BANCORP 4 200% 5	91159HGR5			3/6/2012		5/15/2014	5,000	5,369				0	-369
129	X	US TREASURY NOTE 1 500%	912828A75			7/8/2014		7/23/2014	18,966	18,958				0	8
130	X	US TREASURY NOTE 1 000%	912828TR1			11/20/2012		9/13/2013	12,209	12,948				0	-739
131	X	WISC ELEC POWER 6 000%	976656CA4			2/23/2011		4/1/2014	23,000	25,842				0	-2,842

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

		2,188	0	0	2,188
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CONSULTANT FEES	2,188			2,188

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

		2,216	494	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	494	494		
2	PY EXCISE TAX DUE	22			
3	ESTIMATED EXCISE PAYMENTS	1,700			

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

		26,994	25,828	0	1,166
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT MANAGEMENT FEE	25,718	25,718		
2	INVESTMENT EXPENSES - INTEREST	110	110		
3	YEARLY WEBSITE HOSTING	250			250
4	DIRECTORS AND OFFICERS INSURANCE	660			660
5	TRUSTEE RECOGNITION GIFTS	206			206
6	REIMBURSEMENT FOR PARTING GIFT	50			50

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

			2,832,072	2,803,487	3,352,960
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED			2,803,487	3,352,960

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

	Amount
Long Term CG Distributions	3,263
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
						538,561	0	7	478,692	59,876	0	0	0	59,876
1	BB&T CORPORATION 5 700% 4/30/14	05531FAA1		9/22/2011	2/28/2014	7 057		0	7,742	-685	0	0	0	-685
2	BANK NEW YORK CO INC 4 950% 3/15/	06406JHB4		3/16/2011	7/7/2014	8 250		0	8,742	-492	0	0	0	-492
3	BRANCH BANKING & TRU 1 050% 12/01/	07330NAG0		2/28/2014	7/14/2014	18,051		0	18,075	-24	0	0	0	-24
4	BLACKBAUD INC	09227Q100		1/12/2011	8/29/2013	908		0	656	252	0	0	0	252
5	PEPSI BOTTLING GROUP 6 950% 3/15/	10138MAH8		2/22/2011	2/14/2014	18,083		0	20,787	-2,704	0	0	0	-2,704
6	CARMAX INC	143130102		1/12/2011	8/29/2013	867		0	569	298	0	0	0	298
7	CENTERPOINT ENERGY 4 192% 2/01/	15200MAA5		1/28/2011	8/1/2013	1 407		0	1,508	-101	0	0	0	-101
8	AT&T INC 2 500% 8/15/15	00206RAV4		2/9/2012	7/15/2014	7,166		0	7,358	-192	0	0	0	-192
9	AARON S INC	002535300		1/12/2011	4/22/2014	1,328		0	922	406	0	0	0	406
10	AARON'S INC	002535300		1/12/2011	5/12/2014	1,686		0	1,047	639	0	0	0	639
11	ACUITY BRANDS (HOLDING CO) INC RF	00508Y102		1/12/2011	1/27/2014	3,747		0	1,619	2,128	0	0	0	2,128
12	ACUITY BRANDS (HOLDING CO) INC RF	00508Y102		1/12/2011	2/20/2014	950		0	378	572	0	0	0	572
13	AFFILIATED MANAGERS GROUP, INC C	008252108		1/12/2011	2/20/2014	567		0	300	267	0	0	0	267
14	AMETEK INC COM	031100100		1/12/2011	2/20/2014	836		0	429	407	0	0	0	407
15	AMETEK INC COM	031100100		1/12/2011	3/28/2014	2 060		0	1,073	987	0	0	0	987
16	AMETEK INC COM	031100100		1/12/2011	6/20/2014	1 186		0	590	596	0	0	0	596
17	AMETEK INC COM	031100100		8/23/2011	6/20/2014	889		0	442	447	0	0	0	447
18	AMETEK INC COM	031100100		3/28/2012	6/20/2014	1,213		0	603	610	0	0	0	610
19	BB&T CORPORATION 5 700% 4/30/14	05531FAA1		2/2/2011	2/28/2014	11,090		0	12,166	-1,076	0	0	0	-1,076
20	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	1/25/2014	729		0	744	-15	0	0	0	-15
21	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	2/25/2014	631		0	644	-13	0	0	0	-13
22	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	3/25/2014	588		0	600	-12	0	0	0	-12
23	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	4/25/2014	540		0	551	-11	0	0	0	-11
24	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	5/25/2014	616		0	629	-13	0	0	0	-13
25	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	6/25/2014	669		0	683	-14	0	0	0	-14
26	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	7/25/2014	750		0	765	-15	0	0	0	-15
27	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	8/25/2013	389		0	399	-10	0	0	0	-10
28	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	9/25/2013	297		0	305	-8	0	0	0	-8
29	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	10/25/2013	246		0	252	-6	0	0	0	-6
30	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	11/25/2013	230		0	235	-5	0	0	0	-5
31	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	12/25/2013	203		0	208	-5	0	0	0	-5
32	ISHARES CORE S & P 500 ETF	464287200		9/1/2004	2/19/2014	101,080		0	62,788	38,292	0	0	0	38,292
33	ISHARES MSCI EAFE ETF	464287465		9/1/2004	2/19/2014	42,682		0	31,181	11,501	0	0	0	11,501
34	JACOBS ENGR GROUP INC	469814107		1/12/2011	10/1/2013	4,285		0	3,339	946	0	0	0	946
35	JOHN HANCOCK II-ALT A/A I	47804A122		4/5/2013	8/8/2013	146		0	145	1	0	0	0	1
36	JOHN HANCOCK II-ALT A/A-I	47804A122		4/5/2013	10/18/2013	37		0	36	1	0	0	0	1
37	JOHN HANCOCK II-ALT A/A-I	47804A122		4/5/2013	11/8/2013	114		0	111	3	0	0	0	3
38	JOHN HANCOCK II-ALT A/A-I	47804A122		4/5/2013	1/21/2014	37		0	36	1	0	0	0	1
39	JOHN HANCOCK II-ALT A/A-I	47804A122		4/5/2013	4/17/2014	39		0	38	1	0	0	0	1
40	JOHN HANCOCK II-ALT A/A I	47804A122		4/5/2013	5/8/2014	157		0	153	4	0	0	0	4
41	JOHN HANCOCK II-ALT A/A-I	47804A122		4/5/2013	7/21/2014	40		0	39	1	0	0	0	1
42	VR KEYCORP STUDENT 0 561% 10/25/	493268BL9		2/8/2011	10/25/2013	8,059		0	7,577	482	0	0	0	482
43	KIRBY CORP	497266106		1/12/2011	2/20/2014	1 499		0	720	779	0	0	0	779
44	FNMA POOL #AK7768 2 500% 3/01/27	3138ECTY9		3/12/2012	1/25/2014	245		0	251	-6	0	0	0	-6
45	FNMA POOL #AK7768 2 500% 3/01/27	3138ECTY9		3/12/2012	2/25/2014	195		0	200	-5	0	0	0	-5
46	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	3/25/2014	194		0	199	-5	0	0	0	-5
47	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	4/25/2014	249		0	255	-6	0	0	0	-6
48	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	5/25/2014	250		0	256	-6	0	0	0	-6
49	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	6/25/2014	205		0	210	-5	0	0	0	-5
50	FNMA POOL #AK7766 2 500% 3/01/27	3138ECTY9		3/12/2012	7/25/2014	229		0	234	-5	0	0	0	-5
51	GARTNER INC	366651107		4/18/2013	2/20/2014	594		0	504	90	0	0	0	90
52	GENTEX CORP	371901109		6/22/2011	12/23/2013	1 584		0	1,181	403	0	0	0	403
53	GENTEX CORP	371901109		8/15/2011	12/23/2013	1,353		0	1,009	344	0	0	0	344
54	GOLDMAN SACHS GROUP 5 250% 10/1	38141GDQ4		11/5/2012	10/15/2013	9,000		0	9,381	-381	0	0	0	-381
55	GRACO INC	384109104		1/12/2011	8/29/2013	847		0	486	361	0	0	0	361
56	HENRY JACK & ASSOC INC COM	426281101		1/12/2011	2/20/2014	1 397		0	715	682	0	0	0	682
57	HONEYWELL INTERNATIO 3 875% 2/15/	438516AY2		3/1/2013	2/7/2014	18,005		0	18,583	-578	0	0	0	-578
58	IDEX CORP	45167R104		1/12/2011	8/29/2013	1,026		0	656	370	0	0	0	370
59	IDEX CORP	45167R104		1/12/2011	2/20/2014	1,467		0	772	695	0	0	0	695
60	IDEXX CORP	45168D104		4/19/2013	2/20/2014	1,139		0	828	311	0	0	0	311
61	CITY NATL CORP COM	178566105		1/12/2011	8/29/2013	1,739		0	1,488	251	0	0	0	251
62	CENTERPOINT ENERGY 4 192% 2/01/	15200MAA5		1/28/2011	2/1/2014	1,739		0	1,864	-125	0	0	0	-125
63	COLUMBIA SPORTSWEAR CO COM	198516106		1/12/2011	2/20/2014	2,373		0	1,590	783	0	0	0	783
64	WALT DISNEY COMPANY 4 500% 12/15/	254687AW6		2/17/2011	10/1/2013	19,155		0	20,668	-1,513	0	0	0	-1,513
65	WALT DISNEY COMPANY 5 625% 9/15/	25468PCE4		10/8/2013	6/26/2014	21,018		0	21,564	-546	0	0	0	-546
66	DONALDSON CO INC	257651109		4/23/2013	2/20/2014	425		0	356	69	0	0	0	69
67	FLIR SYS INC COM	302445101		1/12/2011	8/29/2013	1 683		0	1,479	204	0	0	0	204
68	FAIR ISSAC, INC	303250104		1/12/2011	8/29/2013	1,527		0	729	798	0	0	0	798
69	FAIR ISSAC, INC	303250104		1/12/2011	7/17/2014	1,436		0	559	877	0	0	0	877
70	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	8/25/2013	1,497		0	1,528	-31	0	0	0	-31
71	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	9/25/2013	1,558		0	1,590	-32	0	0	0	-32
72	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	10/25/2013	802		0	819	-17	0	0	0	-17
73	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	11/25/2013	1 161		0	1,185	-24	0	0	0	-24
74	FNMA POOL #AH5620 4 000% 2/01/26	3138A7G69		2/11/2011	12/25/2013	1,073		0	1,095	-22	0	0	0	-22
75	LKQ CORP	501889208		1/12/2011	8/29/2013	1,395		0	623	772	0	0	0	772
76	LKQ CORP	501889208		1/12/2011	2/20/2014	3,312		0	1,695	1,617	0	0	0	1,617
77	LKQ CORP	501889208		1/12/2011	7/23/2014	825		0	476	349	0	0	0	349
78	MARKEL HOLDINGS	570535104		1/12/2011	2/20/2014	1,146		0	780	366	0	0	0	366
79	MARKEL HOLDINGS	570535104		1/12/2011	4/22/2014	1,857		0	1,170	687	0	0	0	687
80	METLIFE INC 5 000% 6/15/15	59156RAN8		2/7/2011	7/28/2014	8 321		0	8,605	-284	0	0	0	-284
81	METTLER-TOLEDO INTL INC	592688105		1/12/2011	2/20/2014	491		0	302	189	0	0	0	189
82	MORNINGSTAR INC	617700109		1/12/2011	2/20/2014	1,729		0	1,157	572	0	0	0	572
83	NATIONAL RURAL UTIL 1 900% 11/01/15	637432ML6		3/1/2011	1/23/2014	11,256		0	10,634	622	0	0	0	622
84	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	8/8/2013	248		1	249	0	0	0	0	0

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

	Amount
Long Term CG Distributions	3,263
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
						538,561	0	7	478,692	59,876	0	0	0	59,876
85	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	10/18/2013	64		0	63	1	0	0	0	1
86	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	11/8/2013	218		0	216	2	0	0	0	2
87	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	1/21/2014	66		0	66	0	0	0	0	0
88	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	2/19/2014	5,155		0	5,158	-3	0	0	0	-3
89	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	4/17/2014	66		0	65	1	0	0	0	1
90	NEUBERGER BERMAN HI IN B INS #182	64128K868		1/6/2011	5/8/2014	262		0	261	1	0	0	0	1
91	NEUBERGER BERMAN HI IN B-INS #182	64128K868		1/6/2011	7/21/2014	67		0	67	0	0	0	0	0
92	NORTHERN TRUST CORP 5 500% 8/15	665859AJ3		2/9/2011	8/15/2013	8,000		0	8,799	-799	0	0	0	-799
93	NORTHERN TRUST CORP 4 625% 5/01	665859AK0		10/11/2011	2/7/2014	2,019		0	2,167	-148	0	0	0	-148
94	O'REILLY AUTOMOTIVE INC	67103H107		1/12/2011	2/20/2014	924		0	378	546	0	0	0	546
95	O'REILLY AUTOMOTIVE INC	67103H107		8/23/2011	2/20/2014	770		0	315	455	0	0	0	455
96	O'REILLY AUTOMOTIVE INC	67103H107		8/23/2011	3/26/2014	888		0	378	510	0	0	0	510
97	O'REILLY AUTOMOTIVE INC	67103H107		9/19/2012	3/26/2014	3,108		0	1,324	1,784	0	0	0	1,784
98	OCEANEERING INTL INC	675232102		1/12/2011	8/29/2013	1,029		0	504	525	0	0	0	525
99	PALL CORP	696429307		8/22/2011	2/20/2014	428		0	232	196	0	0	0	196
100	PEPSICO INC 0 700% 2/26/16	713448CE6		2/14/2014	7/8/2014	19,014		0	19,032	-18	0	0	0	-18
101	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		4/5/2013	8/8/2013	146		0	156	-10	0	0	0	-10
102	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		4/5/2013	10/18/2013	37		2	39	0	0	0	0	0
103	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		4/5/2013	11/8/2013	114		0	122	-8	0	0	0	-8
104	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		3/6/2013	1/21/2014	35		4	39	0	0	0	0	0
105	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		3/7/2013	1/21/2014	2		0	2	0	0	0	0	0
106	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		2/9/2013	4/17/2014	36		0	39	-3	0	0	0	-3
107	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		2/10/2013	4/17/2014	2		0	2	0	0	0	0	0
108	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		3/7/2013	4/17/2014	2		0	2	0	0	0	0	0
109	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		3/7/2013	5/8/2014	32		0	34	-2	0	0	0	-2
110	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		4/5/2013	5/8/2014	125		0	133	-8	0	0	0	-8
111	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		1/11/2013	7/21/2014	37		0	39	-2	0	0	0	-2
112	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		1/12/2013	7/21/2014	2		0	2	0	0	0	0	0
113	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		2/5/2013	7/21/2014	2		0	2	0	0	0	0	0
114	PIMCO ALL AST ALL AUTH INST #1860	72200Q182		4/5/2013	7/21/2014	0		0	0	0	0	0	0	0
115	PRINCIPAL LIFE INC 5 100% 4/15/14	74254PAK8		4/29/2013	1/28/2014	11,108		0	11,503	-395	0	0	0	-395
116	PRINCIPAL LIFE INC 5 550% 4/27/15	74254PYF3		1/28/2014	6/26/2014	10,426		0	10,608	-182	0	0	0	-182
117	PRUDENTIAL FINANCIAL 5 100% 9/20/1	74432QAE5		3/7/2011	7/30/2014	16,103		0	17,320	-1,217	0	0	0	-1,217
118	PRUDENTIAL FINANCIAL 5 100% 9/20/1	74432QAE5		9/22/2011	7/30/2014	3,019		0	3,248	-229	0	0	0	-229
119	SEI INVESTMENT COMPANY	784117103		1/12/2011	2/20/2014	827		0	558	269	0	0	0	269
120	VR SLC STUDENT LOAN 0 4089% 7/15/	784419AE3		3/20/2014	4/15/2014	1,133		0	1,120	13	0	0	0	13
121	VR SLC STUDENT LOAN 0 4089% 7/15/	784419AE3		3/20/2014	7/15/2014	1,369		0	1,353	16	0	0	0	16
122	SALLY BEAUTY CO INC	79546E104		1/12/2011	2/20/2014	767		0	491	276	0	0	0	276
123	SCHEIN HENRY INC	806407102		1/12/2011	8/29/2013	922		0	576	346	0	0	0	346
124	SCHEIN HENRY INC	806407102		1/12/2011	2/20/2014	1,180		0	640	540	0	0	0	540
125	SOLERA HOLDINGS INC	83421A104		7/21/2011	2/20/2014	483		0	369	114	0	0	0	114
126	TRANSDIGM GROUP INC	893641100		2/3/2012	2/20/2014	1,245		0	829	416	0	0	0	416
127	US BANK NA 6 300% 2/04/14	90333WAB4		2/15/2011	1/28/2014	11,005		0	12,215	-1,210	0	0	0	-1,210
128	US BANCORP 4 200% 5/15/14	91159HGR5		3/6/2012	5/15/2014	5,000		0	5,369	-369	0	0	0	-369
129	US TREASURY NOTE 1 500% 12/31/18	912828A75		7/8/2014	7/23/2014	18,966		0	18,958	8	0	0	0	8
130	US TREASURY NOTE 1 000% 9/30/19	912828TR1		11/20/2012	9/13/2013	12,209		0	12,948	-739	0	0	0	-739
131	WISC ELEC POWER 6 000% 4/01/14	976656CA4		2/23/2011	4/1/2014	23,000		0	25,842	-2,842	0	0	0	-2,842

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

										20,759	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4 00	20,759		

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	12/10/2013	2	425
3	Second quarter estimated tax payment	1/9/2014	3	425
4	Third quarter estimated tax payment	4/10/2014	4	425
5	Fourth quarter estimated tax payment	7/9/2014	5	425
6	Other payments		6	
7	Total		7	1,700