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# Return of Private Foundation

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

2013

Open to Public Inspection

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](http://www.irs.gov/form990pf).

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

Name of foundation

GRAHAM MUSIC FUND

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite

City or town

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) ► \$ 1,221,455 **J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

**A** Employer identification number

25-6620864

**B** Telephone number (see instructions)

(888) 730-4933

**C** If exemption application is pending, check here ► 

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

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

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

<b>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))</b>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,041			
	b Gross sales price for all assets on line 6a	378,036			
	7 Capital gain net income (from Part IV, line 2)		35,041		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	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	63,779	63,715	0	
	13 Compensation of officers, directors, trustees, etc.	18,160	13,620		4,540
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,516	302		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3	3		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	20,679	13,925	0	4,540
	25 Contributions, gifts, grants paid	50,000			50,000
	26 Total expenses and disbursements. Add lines 24 and 25	70,679	13,925	0	54,540
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-6,900			
	b Net investment income (if negative, enter -0-)		49,790		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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POSTMARK DATE NOV 1 2014

SCANNED NOV 20 2014

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		47,177	46,227	46,227
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)			162,169	299,337
	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)		970,554	794,870	875,891
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		1,017,731	1,003,266	1,221,455
	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 ► )		0	0	
	23 Total liabilities (add lines 17 through 22)				
	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	25 Unrestricted				
	26 Temporarily restricted				
	27 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	28 Permanently restricted				
	29 Capital stock, trust principal, or current funds		1,017,731	1,003,266	
	30 Paid-in or capital surplus, or land, bldg., and equipment fund				
	31 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		1,017,731	1,003,266	
	31 Total liabilities and net assets/fund balances (see instructions)		1,017,731	1,003,266	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,017,731
2 Enter amount from Part I, line 27a	2	-6,900
3 Other increases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	3	207
4 Add lines 1, 2, and 3	4	1,011,038
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	7,772
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,003,266

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	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)
<b>a</b>				0
<b>b</b>				0
<b>c</b>				0
<b>d</b>				0
<b>e</b>				0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>				0
<b>b</b>				0
<b>c</b>				0
<b>d</b>				0
<b>e</b>				0
<b>2</b>	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 35,041
<b>3</b>	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	44,210	1,161,249	0.038071
2011	59,849	1,114,456	0.053702
2010	62,537	1,178,445	0.053067
2009	69,363	1,080,074	0.064221
2008	51,314	957,015	0.053619
<b>2</b>			2 0.262680
<b>3</b>			3 0.052536
<b>4</b>			4 1,192,574
<b>5</b>			5 62,653
<b>6</b>			6 498
<b>7</b>			7 63,151
<b>8</b>			8 54,540
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

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

1c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

6a 2013 estimated tax payments and 2012 overpayment credited to 2013

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 333 Refunded ► 0

1	996
2	0
3	996
4	
5	996
6a	1,329
6b	
6c	
6d	
7	1,329
8	
9	0
10	333
11	0

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

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

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.

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

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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

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

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

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

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			5b N/A
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
	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	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101-3294	TRUSTEE	4.00	9,080	
CHARLES T. NOONAN, ESQ. 526 WALNUT ST ALLENTOWN, PA 18101-2394	CO-TRUSTEE	5.00	9,080	
-----				
-----				
-----				
-----				

**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		

## 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
<b>1</b>	NONE	
	-----	
<b>2</b>	-----	
	-----	
All other program-related investments See instructions		
<b>3</b>	NONE	
	-----	
<b>Total.</b> Add lines 1 through 3		►
		C

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,160,695
b	Average of monthly cash balances	1b	50,040
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,210,735
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,210,735
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	18,161
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,192,574
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	59,629

**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	59,629
2a	Tax on investment income for 2013 from Part VI, line 5	2a	996
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	996
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,633
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,633
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	58,633

**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	54,540
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	54,540
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	54,540

**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 . . . . .				58,633
2 Undistributed income, if any, as of the end of 2013: a Enter amount for 2012 only . . . . .			6,774	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013: a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 54,540			6,774	
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 . . . . .			47,766	
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	0	0	0	10,867
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
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 . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9: a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .				
b	85% of line 2a . . . . .				0
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				0
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets . . . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				0
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .				0
(3)	Largest amount of support from an exempt organization . . . . .				0
(4)	Gross investment income . . . . .				0

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

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

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

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

Wells Fargo Philanthropic Services 1 W 4th St Winston-Salem, NC 27101-3818 (888) 234-1999

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

Apply Online at <https://www.wellsfargo.com/privatefoundationgrants/graham>

#### **6 Any submission deadlines:**

October 31st

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

Grant awards are limited to programs supporting the understanding and appreciation of music, and the education of music students and

**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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
See Attached Statement				
<b>Total</b>			► 3a	50,000
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**1 Program service revenue:**

a \_\_\_\_\_  
 b \_\_\_\_\_  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_  
 f \_\_\_\_\_

g Fees and contracts from government agencies

2 Membership dues and assessments . . . . .

3 Interest on savings and temporary cash investments . . . . .

4 Dividends and interest from securities . . . . .

**5 Net rental income or (loss) from real estate:**

a Debt-financed property . . . . .  
 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 . . . . .

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) . . . . .**

14 28,738

**13 Total. Add line 12, columns (b), (d), and (e) . . . . .**

13 63,779

0 63,779 0

(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



Security Type	EIN	CUSIP	Asset Name	FMW	Fed Cost
Savings & Temp Inv	25-6620864	99989Y944	SECURED MARKET DEPOSIT ACCOUNT	13,151.69	13,151.69
Savings & Temp Inv	25-6620864	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	33,075.27	33,075.27
			Total Savings & Temp Inv	46,226.96	46,226.96
Invest - Other	25-6620864	411511306	HARBOR INTERNATION FD INST #2011	95,711.86	81,052.08
Invest - Other	25-6620864	693390304	PIMCO LOW DURATION FD I #36	70,758.39	72,000.00
Invest - Other	25-6620864	693390882	PIMCO FOREIGN BD USD H-INST #103	38,451.69	35,411.97
Invest - Other	25-6620864	693390593	PIMCO MODERATE DURATION INST #120	100,162.64	98,918.33
Invest - Other	25-6620864	043151209	ABERDEEN TOTAL RETURN BD FD- #1524	65,146.15	65,750.58
Invest - Other	25-6620864	464287614	ISHARES RUSSELL 1000 GROWTH ETF	33,550.48	30,077.12
Invest - Other	25-6620864	779515109	T ROWE PRICE REAL ESTATE FD- #122	41,049.14	28,978.70
Invest - Other	25-6620864	464287804	ISHARES CORE S&P SMALL-CAP E	69,550.02	54,135.98
Invest - Other	25-6620864	464287200	ISHARES CORE S & P 500 ETF	16,317.00	15,302.28
Invest - Other	25-6620864	74144Q203	T ROWE PRICE INST EM MKT EQ #146	61,155.56	43,934.58
Invest - Other	25-6620864	464287499	ISHARES RUSSELL MID-CAP ETF	70,761.90	60,158.71
Invest - Other	25-6620864	277511491	EATON VANCE FLOATING RATE FD- #924	51,591.58	52,000.00
Invest - Other	25-6620864	902641646	E-TRACS AERIANT MLP INFRASTRUCTURE	41,277.21	37,772.72
Invest - Other	25-6620864	357663701	WESTERN ASSET INTERM BOND FND- #2224	20,570.74	20,217.99
Invest - Other	25-6620864	779588402	T ROWE PRICE INST FLOAT RATE #170	65,850.29	66,360.00
Invest - Other	25-6620864	044820504	ASHMORE EMERG MKTS CR DE-INS	33,986.12	33,000.00
Invest - Other			Total Invest - Other	875,890.77	794,870.04
Invest - Corp Stock	25-6620864	071813109	BAXTER INTL INC	746.90	653.70
Invest - Corp Stock	25-6620864	140401105	CAPITAL ONE FINANCIAL CORP	6,760.90	3,860.69
Invest - Corp Stock	25-6620864	17275102	CISCO SYSTEMS INC	6,055.20	4,564.78
Invest - Corp Stock	25-6620864	25743Q205	DIAGEO PLC - ADR	6,011.00	6,548.52
Invest - Corp Stock	25-6620864	363604103	GENERAL ELECTRIC CO	7,167.75	4,736.13
Invest - Corp Stock	25-6620864	458140100	INTEL CORP	20,334.00	1,368.75
Invest - Corp Stock	25-6620864	459200101	INTERNATIONAL BUSINESS MACHS CORP	19,167.00	8,471.87
Invest - Corp Stock	25-6620864	478160104	JOHNSON & JOHNSON	20,018.00	10,750.00
Invest - Corp Stock	25-6620864	580135101	MCDONALDS CORP	23,640.00	12,347.67
Invest - Corp Stock	25-6620864	594918104	MICROSOFT CORP	17,264.00	10,408.00
Invest - Corp Stock	25-6620864	641069406	NESTLE S.A. REGISTERED SHARES - ADR	6,302.75	5,876.04
Invest - Corp Stock	25-6620864	654106103	NIKE INC CL B	8,484.30	1,980.55
Invest - Corp Stock	25-6620864	742718109	PROCTER & GAMBLE CO	11,598.00	6,749.25
Invest - Corp Stock	25-6620864	744573106	PUBLIC SVC ENTERPRISE GROUP INC	5,275.50	4,780.30
Invest - Corp Stock	25-6620864	891516109	TOTAL S.A. -ADR	2,580.00	2,464.04
Invest - Corp Stock	25-6620864	913017109	UNITED TECHNOLOGIES CORP	26,287.50	7,287.50
Invest - Corp Stock	25-6620864	404280406	HSBC - ADR	5,339.00	5,129.71
Invest - Corp Stock	25-6620864	302316102	EXXON MOBIL CORPORATION	17,314.50	3,057.02
Invest - Corp Stock	25-6620864	438516106	HONEYWELL INTERNATIONAL INC	5,968.95	3,454.07
Invest - Corp Stock	25-6620864	91324P102	UNITEDHEALTH GROUP INC	4,863.00	3,289.74
Invest - Corp Stock	25-6620864	92343V104	VERIZON COMMUNICATIONS	6,302.50	6,221.24
Invest - Corp Stock	25-6620864	61166W101	MONSANTO CO NEW	5,654.50	5,376.69
Invest - Corp Stock	25-6620864	088606108	BHP BILLITON LIMITED - ADR	4,976.30	4,492.68
Invest - Corp Stock	25-6620864	466251100	JPMORGAN CHASE & CO	15,859.25	4,616.39
Invest - Corp Stock	25-6620864	902973304	US BANCORP DEL NEW	7,775.55	6,989.30
Invest - Corp Stock	25-6620864	166764100	CHEVRON CORP	7,108.20	5,760.15
Invest - Corp Stock	25-6620864	589333V05	MERCK & CO INC NEW	8,511.00	6,927.00
Invest - Corp Stock	25-6620864	20825C104	CONOCOPHILLIPS	10,312.50	2,683.34
Invest - Corp Stock	25-6620864	894175109	TRAVELERS COMPANIES, INC	5,373.60	5,197.20
Invest - Corp Stock	25-6620864	12572Q105	CME GROUP INC	6,284.90	6,136.75
			Total Invest - Corp Stock	299,336.55	162,169.07
			Total Assets	1,221,454.28	1,003,266.07

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

Recipient(s) paid during the year

Name

ALLENTOWN ART MUSEUM

Street

31 NORTH FIFTH STREET

City ALLENTOWN	State PA	Zip Code 18101	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

Name

ALLENTOWN BAND

Street

P.O. BOX 1141

City ALLENTOWN	State PA	Zip Code 18105-1142	Foreign Country
-------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

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

Name

ALLENTOWN MUSIC FESTIVAL

Street

824 WALNUT STREET SUITE 1

City ALLENTOWN	State PA	Zip Code 18102	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

Name

CAMERATA SINGERS

Street

P.O. BOX 4518

City ALLENTOWN	State PA	Zip Code 18105	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

Name

COMMUNITY MUSIC SCHOOL

Street

23 NORTH SIXTH ST, 2ND FLOOR

City ALLENTOWN	State PA	Zip Code 18101	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 30,250
--	------------------

Name

GOOD SHEPHERD

Street

850 SOUTH FIFTH ST

City ALLENTOWN	State PA	Zip Code 18103	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

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

Recipient(s) paid during the year

Name

PIONEER BAND OF ALLENTOWN, INC

Street

519 E PAOLI ST

City

ALLENTOWN

State

PA

Zip Code

18103-5231

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SATORI - MUSIC EDUCATION

Street

2985 FAIRFIELD DR NORTH

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss	
											Totals	Gross Sales	Cost of Sale and Cost of Improvements	Depreciation	Adjustments
1 X	PIMCO COMMODITY REAL RE	7220156867			9/5/2012		9/5/2013	8,170	10,000		0	0	-1,830	0	-5,108
2 X	PIMCO COMMODITY REAL RE	7220156867			5/8/2012		9/5/2013	34,892	40,000		0	0	-5,108	0	1,876
3 X	PIONEER HIGH YIELD FUND-1	72369B406			1/23/2008		1/23/2014	22,244	20,368		0	0	1,876	0	3,959
4 X	PIONEER HIGH YIELD FUND-1	72369B406			7/23/2008		1/23/2014	44,034	40,075		0	0	3,959	0	3,338
5 X	T ROWE PRICE REAL ESTATE	77991B109			6/30/2008		11/26/2013	18,000	14,661		0	0	3,338	0	913
6 X	MIN ELEMENTS ROGERS TO	870297801			9/5/2013		11/26/2013	14,987	15,880		0	0	913	0	-913
7 X	MIN ELEMENTS ROGERS TO	870297801			9/5/2013		12/9/2014	27,656	26,283		0	0	-1,627	0	321
8 X	UNILEVER GROUP INC	911324P102			8/30/2012		10/25/2013	1,682	1,371		0	0	321	0	74
9 X	VANGUARD INFLAT-PROT SEL	922031737			1/22/2008		9/5/2013	8,013	7,939		0	0	74	0	139
10 X	VANGUARD INFLAT-PROT SEL	922031737			10/22/2009		9/5/2013	4,387	4,248		0	0	139	0	894
11 X	VANGUARD INFLAT-PROT SEL	922031737			7/23/2008		9/5/2013	22,376	21,482		0	0	894	0	2,18
12 X	WESTERN ASSET IN TERM BC	9576633701			2/9/2012		2/5/2014	20,000	19,782		0	0	2,18	0	3,479
13 X	AMGEN INC	121162100			12/1/2011		12/9/2013	6,942	3,463		0	0	3,479	0	-943
14 X	ABERDEEN TOTAL RETURN B	043151209			2/8/2012		11/26/2013	20,000	20,943		0	0	-943	0	5,376
15 X	BRISTOL MYERS SQUIBB CO	1-10122-08			7/30/2009		10/25/2013	9,764	4,388		0	0	5,376	0	1,120
16 X	CAPITAL ONE FINANCIAL COR	14040H105			12/13/2011		10/25/2013	3,164	2,044		0	0	1,120	0	901
17 X	CAPITAL ONE FINANCIAL COR	14040H105			12/13/2011		7/29/2014	2,037	1,136		0	0	901	0	1,000
18 X	GILEAD SCIENCES INC	375538103			12/13/2011		10/25/2013	1,387	387		0	0	1,000	0	1,052
19 X	HARBOR INTERNATIONAL FD IN	411511306			5/23/2013		2/18/2014	18,000	16,948		0	0	1,052	0	1,024
20 X	HONEYWELL INTERNATIONAL	438516106			12/13/2011		10/25/2013	2,618	1,594		0	0	1,024	0	295
21 X	ISHARES CORE S & P 500 ETF	464287200			11/26/2013		2/18/2014	17,985	17,670		0	0	295	0	2,488
22 X	MONDELEZ INTERNATIONAL	609207105			10/22/2009		10/25/2013	5,318	2,830		0	0	2,488	0	6,660
23 X	NIKE INC CL B	654106103			7/21/2004		10/25/2013	8,307	1,981		0	0	6,660	0	6,660
24 X	NIKE INC CL B	654106103			7/21/2004		7/29/2014	8,541	1,981		0	0	6,660	0	6,660
25 X	PIMCO FOREIGN BD-FD USD	683390882			11/27/2012		2/5/2014	3,736	4,000		0	0	264	0	89
26 X	PIMCO FOREIGN BD-FD USD	683390882			1/22/2008		2/5/2014	6,264	6,175		0	0	264	0	601
27 X	PIMCO EMERG MKTS BD-INST	683391559			7/22/2008		9/5/2013	9,372	8,771		0	0	601	0	570
28 X	PIMCO EMERG MKTS BD-INST	683391559			12/22/2008		9/5/2013	24,165	23,595		0	0	570	0	0

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

	2,516	302	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	302	302		
2 PY EXCISE TAX DUE	885			
3 ESTIMATED EXCISE PAYMENTS	1,329			

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

		3	3	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	3	3		

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

		0	162,169	0	299,337
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year
1	SEE ATTACHED			162,169	
					299,337

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		970,554	794,870	875,891

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

---

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

<b>1</b>	<b>MUTUAL FUND TIMING DIFFERENCE</b>	<b>1</b>	<b>207</b>
<b>2</b>	<b>Total</b>	<b>2</b>	<b>207</b>

#### **Line 5 - Decreases not included in Part III, Line 2**

<b>1</b>	<b>COST BASIS ADJUSTMENT</b>	<b>1</b>	<b>211</b>
<b>2</b>	<b>GAIN ON CY SALES NOT SETTLED AT YEAR END</b>	<b>2</b>	<b>7,561</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>7,772</b>

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

Amount		3.1.16									
Long Term CG Distributions	Short Term CG Distributions	3,925	0	374,111	0	0	342,995	31,116	0	0	0
Description of Property Sold	Cur/S#	How Acquired	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	F MV as of 12/31/15	Excess of FMV Over Ad Basis
1 PIMCO COMMODITY REAL RET STRAT-722005687	722005687	28/2/2012	9/5/2013	8,170				0	10,000	-1,830	0
2 PIMCO COMMODITY REAL RET STRAT-723698406	723698406	5/8/2012	9/5/2013	34,892				0	40,000	-5,108	0
3 PIONEER HIGH YIELD FUND-Y#724		1/22/2008	1/23/2013	22,244				0	20,368	1,876	0
4 PIONEER HIGH YIELD FUND-Y#724		7/23/2008	1/23/2014	44,034				0	40,075	3,959	0
5 T ROWE PRICE REAL ESTATE FD #122		6/30/2008	11/26/2013	18,000				0	14,861	3,339	0
6 MLN ELEMENTS ROGERS TOTAL RETU	810297801	9/6/2013	11/26/2013	14,987				0	15,860	-913	0
7 MLN ELEMENTS ROGERS TOTAL RETU	810297801	9/6/2013	1/28/2014	27,656				0	29,283	-1,627	0
8 UNITEDHEALTH GROUP INC	91324P102	8/30/2012	10/25/2013	1,682				0	1,371	321	0
9 VANGUARD INFLAT-PROT SECS-ADM #	922033737	1/22/2008	9/5/2013	8,013				0	7,939	74	0
10 VANGUARD INFLAT-PROT SECS-ADM #	922033737	10/22/2009	9/5/2013	4,387				0	4,246	139	0
11 VANGUARD INFLAT-PROT SECS-ADM #	922033737	7/23/2008	9/5/2013	22,316				0	21,462	894	0
12 WESTERN ASSET INTERM BOND FND-1	937983701	2/6/2012	2/5/2014	20,000				0	19,722	219	0
13 AMGEN INC	031162100	12/13/2011	10/25/2013	8,942				0	3,483	3,379	0
14 ABERDEEN TOTAL RETURN BD FPI- #1043151208		7/26/2012	11/26/2013	20,000				0	20,843	-843	0
15 BRISTOL MYERS SQUIBB CO	110122108	7/30/2009	10/25/2013	9,768				0	5,376	0	0
16 CAPITAL ONE FINANCIAL CORP	14040H105	12/13/2011	10/25/2013	3,164				0	2,041	1,120	0
17 CAPITAL ONE FINANCIAL CORP	14040H105	12/13/2011	7/28/2014	2,037				0	1,198	0	0
18 GILEAD SCIENCES INC	371558103	12/13/2011	10/25/2013	1,387				0	387	1,000	0
19 HARBOR INTERNATIONAL FD INST #2011	411511306	5/23/2013	2/19/2014	18,000				0	16,948	1,052	0
20 HOMESMART INTERNATIONAL INC	4398518106	12/13/2011	10/25/2013	2,618				0	1,594	1,024	0
21 SHARES CORE S & 500 ETF	444867250	11/28/2013	2/19/2014	17,985				0	17,670	295	0
22 MONDELEZ INTERNATIONAL INC	610207105	10/22/2008	10/25/2013	5,318				0	2,830	2,468	0
23 NIKE INC CL B	614106103	7/21/2004	10/25/2013	8,307				0	1,951	6,328	0
24 NIKE INC CL B	614106103	7/21/2004	7/28/2014	8,641				0	1,981	6,660	0
25 PIMCO FOREIGN BD FUND USD H-INST #1	633390882	11/27/2012	2/5/2014	3,738				0	4,000	-264	0
26 PIMCO FOREIGN BD FUND USD H-INST #1	633390882	1/22/2008	2/5/2014	6,264				0	6,175	89	0
27 PIMCO EMERG MKTS BD-INST #137	633391559	7/23/2008	9/5/2013	9,312				0	8,771	601	0
28 PIMCO EMERG MKTS BD-INST #137	633391559	1/22/2008	9/5/2013	24,165				0	23,595	570	0

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

Compensation, Benefits, and Expense Account							18,160	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		11 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4.00	9,080		
2	CHARLES T NOONAN, ESQ		526 WALNUT ST	ALLENTOWN	PA	18101-2394		CO-TRUSTEE	5.00		9,080	

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

	Date	Amount
1	1	0
2	12/10/2013	332
3	1/9/2014	332
4	4/10/2014	332
5	7/9/2014	333
6		6
7		7
		1,329

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distrnbutable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	6,774
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	6,774