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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation GRAHAM MUSIC FUND			A Employer identification number 25-6620864	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,221,455		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,738	28,674		
	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 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		
Operating and Administrative Expenses	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.

Form **990-PF** (2013)

HTA

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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	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	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,017,731	1,003,266	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,017,731	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) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	3	207
4	Add lines 1, 2, and 3	4	1,011,038
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	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.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	35,041
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	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

2 Total of line 1, column (d)	2	0.262680
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	0.052536
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,192,574
5 Multiply line 4 by line 3	5	62,653
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	498
7 Add lines 5 and 6	7	63,151
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	54,540

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)		996	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		996	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,329	
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	1,329	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	333	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 333 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

5b

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	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		
.....		
.....		
.....		
.....		
.....		

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

Amount

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

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,160,695
b	Average of monthly cash balances	1b	50,040
c	Fair market value of all other assets (see instructions)	1c	
d	Total (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	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,192,574
6	Minimum investment return. 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	Distributable amount as adjusted. 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	Qualifying distributions. 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	Adjusted qualifying distributions. 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: \blacktriangleright \$ 54,540				
a Applied to 2012, but not more than line 2a			6,774	
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				10,867
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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>

- c** 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	50,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

		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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true and 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.

10/13/2014

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

10/13/2014

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

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	25-6620864	99999Y944	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 INTERNATIONAL 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 FD USD H-INST #103	35,411.97	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-I #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	779919109	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	741440203	T ROWE PRICE INST EM MKT EQ #146	61,155.56	43,793.58
Invest - Other	25-6620864	464287499	ISHARES RUSSELL MID-CAP ETF	70,761.90	60,158.71
Invest - Other	25-6620864	277911491	EATON VANCE FLOATING RATE FD-I #924	51,591.58	52,000.00
Invest - Other	25-6620864	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	41,277.21	37,772.72
Invest - Other	25-6620864	937663701	WESTERN ASSET INTERM BOND FND-I #224	20,570.74	20,217.99
Invest - Other	25-6620864	779588402	T ROWE PRICE INST FLOAT RATE #170	65,850.29	66,300.00
Invest - Other	25-6620864	044820504	ASHMORE EMERG MKTS CR DB-INS	33,986.12	33,000.00
			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	14040H105	CAPITAL ONE FINANCIAL CORP	6,760.90	3,860.69
Invest - Corp Stock	25-6620864	17275R102	CISCO SYSTEMS INC	6,055.20	4,564.78
Invest - Corp Stock	25-6620864	25243Q205	DIAGEO PLC - ADR	6,011.00	6,548.52
Invest - Corp Stock	25-6620864	369604103	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	89151E109	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	30231G102	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	4,482.68
Invest - Corp Stock	25-6620864	46625H100	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	58933Y105	MERCK & CO INC NEW	8,511.00	6,927.00
Invest - Corp Stock	25-6620864	20875C104	CONOCOPHILLIPS	10,312.50	2,683.34
Invest - Corp Stock	25-6620864	89417E109	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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										3,925		Capital Gains/Losses		378,036		342,995		35,041	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	PIMCO COMMODITY REAL RE	722005667		2/9/2012		9/5/2013	8,170	10,000				0	-1,830					
2	X	PIMCO COMMODITY REAL RE	722005667		5/8/2012		9/5/2013	34,892	40,000				0	-5,108					
3	X	PIONEER HIGH YIELD FUND	723698408		1/22/2008		1/23/2014	22,244	20,368				0	1,876					
4	X	PIONEER HIGH YIELD FUND	723698408		7/23/2008		1/23/2014	44,034	40,075				0	3,959					
5	X	T ROWE PRICE REAL ESTATE	779918109		6/30/2008		11/26/2013	18,000	14,661				0	3,339					
6	X	MLN ELEMENTS ROGERS TO	870297801		9/5/2013		11/26/2013	14,987	15,880				0	-913					
7	X	MLN ELEMENTS ROGERS TO	870297801		9/5/2013		1/29/2014	27,656	29,283				0	-1,627					
8	X	UNITEDHEALTH GROUP INC	91324P102		8/30/2012		10/25/2013	1,692	1,371				0	321					
9	X	VANGUARD INFLAT-PROT SE	922031737		1/22/2008		9/5/2013	8,013	7,839				0	174					
10	X	VANGUARD INFLAT-PROT SE	922031737		10/22/2009		9/5/2013	4,387	4,248				0	139					
11	X	VANGUARD INFLAT-PROT SE	922031737		7/23/2008		9/5/2013	22,376	21,482				0	894					
12	X	WESTERN ASSET INTERM BG	957663701		2/9/2012		2/5/2014	20,000	19,782				0	218					
13	X	AMGEN INC	031162100		12/13/2011		10/25/2013	6,942	3,463				0	3,479					
14	X	ABERDEEN TOTAL RETURN B	04315J209		2/9/2012		11/26/2013	20,000	20,943				0	-943					
15	X	BRISTOL MYERS SQUIBB CO	110122108		7/30/2009		10/25/2013	9,764	4,388				0	5,376					
16	X	CAPITAL ONE FINANCIAL COR	14040H105		12/13/2011		10/25/2013	3,164	2,044				0	1,120					
17	X	CAPITAL ONE FINANCIAL COR	14040H105		12/13/2011		7/29/2014	2,037	1,136				0	901					
18	X	GILEAD SCIENCES INC	375558103		12/13/2011		10/25/2013	387	1,387				0	1,000					
19	X	HARBOR INTERNATIONAL FD IN	411511306		5/23/2013		2/18/2014	18,000	16,948				0	1,052					
20	X	HONEYWELL INTERNATIONAL	438516106		12/13/2011		10/25/2013	2,618	1,594				0	1,024					
21	X	ISHARES CORE S & P 500 ETF	464287200		11/26/2013		2/18/2014	17,965	17,870				0	295					
22	X	MONDELEZ INTERNATIONAL	609207105		10/22/2009		10/25/2013	5,318	2,830				0	2,488					
23	X	NIKE INC CL B	654106103		7/21/2004		10/25/2013	8,307	1,991				0	6,326					
24	X	NIKE INC CL B	654106103		7/21/2004		7/29/2014	8,641	1,981				0	6,660					
25	X	PIMCO FOREIGN BD FD USD	693390882		11/27/2012		2/5/2014	3,736	4,000				0	-264					
26	X	PIMCO FOREIGN BD FD USD	693390882		1/22/2008		2/5/2014	6,264	6,175				0	89					
27	X	PIMCO EMERG MKT5 BD-INT	693391559		7/23/2008		9/5/2013	9,372	8,771				0	601					
28	X	PIMCO EMERG MKT5 BD-INT	693391559		1/22/2008		9/5/2013	24,165	23,595				0	570					

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

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

		970,554		794,870		875,891	
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

1	MUTUAL FUND TIMING DIFFERENCE	1	207
2	Total	2	207

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

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

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

Long Term CG Distributions		3,925	0	Amount		374,111	0	342,995	31,116	0	0	0	0	0	31,116
Short Term CG Distributions		0	0	Amount											
	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	0	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	PIMCO COMMODITY REAL RET STRAT-	72205667		2/9/2012	9/5/2013	8,170			10,000	-1,830					-1,830
2	PIMCO COMMODITY REAL RET STRAT-	72205667		5/9/2012	9/5/2013	34,932			40,000	-5,108					-5,108
3	PIONEER HIGH YIELD FUND-Y #724	723698406		1/22/2008	1/23/2014	22,244			20,368	1,876					1,876
4	PIONEER HIGH YIELD FUND-Y #724	723698406		7/23/2008	1/23/2014	44,034			40,075	3,959					3,959
5	T ROWE PRICE REAL ESTATE FD #122	779918109		6/30/2008	1/26/2013	18,000			14,661	3,339					3,339
6	MLN ELEMENTS ROGERS TOTAL RETU	870297801		9/5/2013	11/26/2013	14,967			15,680	-713					-713
7	MLN ELEMENTS ROGERS TOTAL RETU	870297801		9/5/2013	1/29/2014	27,656			29,283	-1,627					-1,627
8	UNITEDHEALTH GROUP INC	91324P102		8/30/2012	10/25/2013	1,692			1,371	321					321
9	VANGUARD INFLAT-PROT SECS-ADM #	922031737		1/22/2008	9/5/2013	8,013			7,939	74					74
10	VANGUARD INFLAT-PROT SECS-ADM #	922031737		10/22/2008	9/5/2013	4,387			4,248	139					139
11	VANGUARD INFLAT-PROT SECS-ADM #	922031737		7/23/2008	9/5/2013	22,376			21,482	894					894
12	WESTERN ASSET INTERM BOND FND-I	957683701		2/9/2012	2/5/2014	20,000			19,782	218					218
13	AMGEN INC	031162100		12/13/2011	10/25/2013	6,942			3,463	3,479					3,479
14	ABERDEEN TOTAL RETURN BD-FD-I	104315J208		2/9/2012	11/26/2013	20,000			20,843	-843					-843
15	BRISTOL MYERS SQUIBB CO	10122108		7/30/2008	10/25/2013	9,784			4,398	5,378					5,378
16	CAPITAL ONE FINANCIAL CORP	14040H105		12/13/2011	10/25/2013	3,164			2,044	1,120					1,120
17	CAPITAL ONE FINANCIAL CORP	14040H105		12/13/2011	7/29/2014	2,037			1,136	901					901
18	GLEAD SCIENCES INC	375558103		12/13/2011	10/25/2013	18,000			387	17,613					17,613
19	HARBOR INTERNATIONAL FD INST #2011	41511306		5/23/2013	2/18/2014	2,618			16,948	-14,330					-14,330
20	HONEYWELL INTERNATIONAL INC	438516106		12/13/2011	10/25/2013	17,965			1,594	16,371					16,371
21	ISHARES CORE S & P 500 ETF	464287200		11/26/2013	2/18/2014	17,965			17,670	295					295
22	MONDELEZ INTERNATIONAL INC	609207105		10/22/2008	10/25/2013	5,318			2,830	2,488					2,488
23	NIKE INC CL B	654106103		7/1/2004	10/25/2013	8,307			1,981	6,326					6,326
24	NIKE INC CL B	654106103		7/1/2004	7/29/2014	8,641			1,981	6,660					6,660
25	PIMCO FOREIGN BD FD USD H-INST #11	683390882		11/27/2012	2/5/2014	3,795			4,000	-205					-205
26	PIMCO FOREIGN BD FD USD H-INST #11	683390882		1/22/2008	2/5/2014	6,284			6,175	109					109
27	PIMCO EMERG MKTS BD-INST #137	683391559		7/23/2008	9/5/2013	9,372			8,771	601					601
28	PIMCO EMERG MKTS BD-INST #137	683391559		1/22/2008	9/5/2013	24,155			23,995	160					160

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			1 W 4th St 4th Floor MAC D4000-D41	Winston Salem	NC	27101-3818		TRUSTEE	4 00	9,080		
1	Wells Fargo Bank N.A. Trust Tax D											
2	CHARLES T NOONAN, ESQ		526 WALNUT ST	ALLENTOWN	PA	18101-2394		CO-TRUSTEE	5 00	9,080		

18,160 0 0

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	12/10/2013	2	332
3 Second quarter estimated tax payment	1/9/2014	3	332
4 Third quarter estimated tax payment	4/10/2014	4	332
5 Fourth quarter estimated tax payment	7/9/2014	5	333
6 Other payments		6	
7 Total		7	1,329

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

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