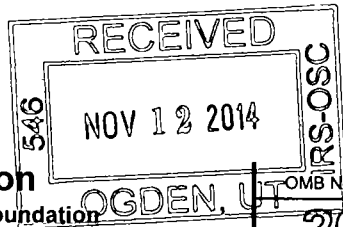




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OMB No 1545-0052

2013

Open to Public Inspection

Form **990-PF**

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

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation  
**MANOTA E SIMON FOUNDATION**  
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**  
City or town State ZIP code  
**Winston Salem NC 27101-3818**  
Foreign country name Foreign province/state/county Foreign postal code

A Employer identification number  
**36-3990765**  
B Telephone number (see instructions)  
**(888) 730-4933**

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

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 ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,476,490**  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

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	54,697	53,971		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	81,417			
	b Gross sales price for all assets on line 6a <b>660,591</b>				
	7 Capital gain net income (from Part IV, line 2)		81,417		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	136,114	135,388	0	
	13 Compensation of officers, directors, trustees, etc	34,806	26,104		8,702
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	958			958
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	699	623		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	167	146		21
	24 Total operating and administrative expenses. Add lines 13 through 23	36,630	26,873	0	9,681
	25 Contributions, gifts, grants paid	95,500			95,500
	26 Total expenses and disbursements. Add lines 24 and 25	132,130	26,873	0	105,181
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,984			
	b Net investment income (if negative, enter -0-)		108,515		
	c Adjusted net income (if negative, enter -0-)			0	

22

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	19,513	13,326	13,326
	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)	579,846	524,589	854,140
	c Investments—corporate bonds (attach schedule)	99,999		
	11 Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1,206,980	1,374,164	1,609,024	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,906,338	1,912,079	2,476,490	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	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	1,906,338	1,912,079	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 <b>Total net assets or fund balances</b> (see instructions)	1,906,338	1,912,079		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,906,338	1,912,079		

**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	1,906,338
2 Enter amount from Part I, line 27a	2	3,984
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,786
4 Add lines 1, 2, and 3	4	1,912,108
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	29
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,912,079

**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	81,417
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	114,246	2,245,337	0.050881
2011	104,596	2,122,905	0.049270
2010	104,542	2,182,948	0.047890
2009	99,367	2,074,538	0.047898
2008	105,916	1,946,989	0.054400

2 Total of line 1, column (d)	2	0.250339
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	0.050068
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,426,658
5 Multiply line 4 by line 3	5	121,498
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,085
7 Add lines 5 and 6	7	122,583
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	105,181

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

<b>1a</b>	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>b</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	<b>1</b>	2,170	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	2,170	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,170	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,680	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,680	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	490	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

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

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

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 <b>not</b> 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)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">▶ <input type="checkbox"/></span></p> <p><b>c</b> 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? <span style="float: right;">N/A</span></p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>5b</b> N/A</p> <p><b>6b</b> X</p> <p><b>7b</b> N/A</p>
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**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	34,806		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,433,428
<b>b</b>	Average of monthly cash balances	<b>1b</b>	30,184
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,463,612
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,463,612
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	36,954
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,426,658
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	121,333

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	121,333
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,170
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,170
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	119,163
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	119,163
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	119,163

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	105,181
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	105,181
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	105,181

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				119,163
<b>2</b> Undistributed income, if any, as of the end of 2013.				
<b>a</b> Enter amount for 2012 only			95,007	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ► \$ 105,181				
<b>a</b> Applied to 2012, but not more than line 2a			95,007	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				10,174
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				108,989
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	95,500
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0



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

- |   |   |   |
|---|---|---|
| 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  | 1 |
|   | (2) Other assets  | 1 |
| b | Other transactions  |   |
|   | (1) Sales of assets to a noncharitable exempt organization  | 1 |
|   | (2) Purchases of assets from a noncharitable exempt organization  | 1 |
|   | (3) Rental of facilities, equipment, or other assets  | 1 |
|   | (4) Reimbursement arrangements  | 1 |
|   | (5) Loans or loan guarantees  | 1 |
|   | (6) Performance of services or membership or fundraising solicitations  | 1 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  |   |
| 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 |   |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign  
Here**

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

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

10/30/2014  
Date

**SVP Wells Fargo Bank N A**  
Title

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

**Paid  
Preparer  
Use Only**

Pnnl/Type preparer's name  
JOSEPH J CASTRIANO

Preparer's signature

Date	10/30/2014
------	------------

Check ☒ if self-employed

PTIN	
P01251603	

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	36-3990765	VP0528308	FEDERATED TREAS OBL FD 68	13,326.33	13,326.33	13,326.33
			<b>TOTAL ASSETS AND SAVINGS</b>	<b>13,326.33</b>	<b>13,326.33</b>	<b>13,326.33</b>
Invest - Corp Stock	36-3990765	008252108	AFFILIATED MANAGERS GROUP, INC COM	92.00	18,331.00	5,509.89
Invest - Corp Stock	36-3990765	037411105	APACHE CORP	178.00	18,273.48	17,645.74
Invest - Corp Stock	36-3990765	037833100	APPLE INC	469.00	44,836.40	25,736.02
Invest - Corp Stock	36-3990765	071813109	BAXTER INTL INC	249.00	18,597.81	17,359.03
Invest - Corp Stock	36-3990765	097023105	BOEING CO	147.00	17,710.56	9,871.05
Invest - Corp Stock	36-3990765	126650100	CVS/CAREMARK CORPORATION	282.00	21,533.52	11,057.16
Invest - Corp Stock	36-3990765	17275R102	CISCO SYSTEMS INC	939.00	23,690.97	17,777.25
Invest - Corp Stock	36-3990765	231021106	CUMMINS INC	135.00	18,817.65	17,883.82
Invest - Corp Stock	36-3990765	25243Q205	DIAGEO PLC - ADR	118.00	14,185.96	9,630.54
Invest - Corp Stock	36-3990765	254684102	WALT DISNEY CO	352.00	30,229.76	4,641.64
Invest - Corp Stock	36-3990765	268648102	E M C CORP MASS	604.00	17,697.20	15,245.72
Invest - Corp Stock	36-3990765	375558103	GILEAD SCIENCES INC	249.00	22,795.95	4,865.46
Invest - Corp Stock	36-3990765	459200101	INTERNATIONAL BUSINESS MACHS CORP	62.00	11,883.54	12,724.28
Invest - Corp Stock	36-3990765	478366107	JOHNSON CONTROLS INC	367.00	17,337.08	11,602.52
Invest - Corp Stock	36-3990765	594918104	MICROSOFT CORP	375.00	16,185.00	10,143.75
Invest - Corp Stock	36-3990765	637071101	NATIONAL OILWELL INC COM	225.00	18,234.00	14,635.88
Invest - Corp Stock	36-3990765	641069406	NESTLE S A REGISTERED SHARES - ADR	210.00	15,571.50	9,412.20
Invest - Corp Stock	36-3990765	68389X105	ORACLE CORPORATION	403.00	16,277.17	13,139.77
Invest - Corp Stock	36-3990765	806857108	SCHLUMBERGER LTD	217.00	23,520.63	16,486.16
Invest - Corp Stock	36-3990765	872540109	TUX COS INC NEW	294.00	15,667.26	7,586.56
Invest - Corp Stock	36-3990765	883556102	THERMO FISHER SCIENTIFIC INC	134.00	16,281.00	5,148.49
Invest - Corp Stock	36-3990765	89151E109	TOTAL S A - ADR	244.00	15,738.00	11,013.92
Invest - Corp Stock	36-3990765	907818108	UNION PACIFIC CORP	272.00	26,740.32	3,867.16
Invest - Corp Stock	36-3990765	58155Q103	MCKESSON CORP	115.00	22,063.90	10,904.94
Invest - Corp Stock	36-3990765	38259P706	GOOGLE INC-CL C	22.00	12,575.20	6,460.18
Invest - Corp Stock	36-3990765	38141G104	GOLDMAN SACHS GROUP INC	87.00	15,039.69	10,488.64
Invest - Corp Stock	36-3990765	404280406	HSBC - ADR	396.00	21,142.44	20,994.25
Invest - Corp Stock	36-3990765	911312106	UNITED PARCEL SERVICE-CL B	149.00	14,466.41	9,717.87
Invest - Corp Stock	36-3990765	87612E106	TARGET CORP	391.00	23,299.69	12,499.75
Invest - Corp Stock	36-3990765	91324P102	UNITEDHEALTH GROUP INC	321.00	26,017.05	15,412.77
Invest - Corp Stock	36-3990765	09247X101	BLACKROCK INC	42.00	12,798.66	13,206.88
Invest - Corp Stock	36-3990765	088606108	BHP BILLITON LIMITED - ADR	134.00	9,526.06	10,455.26
Invest - Corp Stock	36-3990765	46625H100	JPMORGAN CHASE & CO	420.00	24,221.40	19,752.56
Invest - Corp Stock	36-3990765	902973304	US BANCORP DEL NEW	466.00	19,585.98	12,003.35
Invest - Corp Stock	36-3990765	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	177.00	19,112.46	10,084.77
Invest - Corp Stock	36-3990765	166764100	CHEVRON CORP	122.00	15,767.28	2,773.59
Invest - Corp Stock	36-3990765	88579Y101	3M CO	101.00	14,229.89	2,349.69
Invest - Corp Stock	36-3990765	084670702	BERKSHIRE HATHAWAY INC	228.00	28,598.04	14,041.57
Invest - Corp Stock	36-3990765	20030N101	COMCAST CORP CLASS A	469.00	25,199.37	10,580.32
Invest - Corp Stock	36-3990765	38259P508	GOOGLE INC	22.00	12,750.10	6,480.89
Invest - Corp Stock	36-3990765	150870103	CELANESE CORP	225.00	13,097.25	9,909.74
Invest - Corp Stock	36-3990765	172967424	CITIGROUP INC	435.00	21,275.85	21,791.67
Invest - Corp Stock	36-3990765	611740101	MONSTER BEVERAGE CORP	150.00	9,594.00	6,676.70
Invest - Corp Stock	36-3990765	G29183103	EATON CORP PLC	221.00	15,010.32	11,410.28

Invest - Corp Stock	12572Q105	36-3990765	CME GROUP INC	252.00	18,632.88	13,609.79
			<b>TOTAL INVESTMENTS IN CORP STOCK</b>	<b>11,562.00</b>	<b>854,139.68</b>	<b>524,589.47</b>
Invest - Other	256210105	36-3990765	DODGE & COX INCOME FD COM #147	19,712.23	273,211.51	274,000.00
Invest - Other	77957P105	36-3990765	T ROWE PRICE SHORT TERM BD FD #55	23,879.22	114,381.44	115,000.00
Invest - Other	315920702	36-3990765	FID ADV EMER MKTS INC- CL I #607	1,724.14	24,724.14	25,000.00
Invest - Other	464287655	36-3990765	ISHARES RUSSELL 2000 ETF	1,050.00	116,749.50	80,793.00
Invest - Other	464287465	36-3990765	ISHARES MSCI EAFE ETF	850.00	56,601.50	53,115.93
Invest - Other	78467Y107	36-3990765	SPDR S&P MIDCAP 400 ETF TRUST	775.00	193,075.75	122,535.25
Invest - Other	72201F516	36-3990765	PIMCO EMERGING LOCAL BOND IS #332	2,788.10	26,654.27	30,000.00
Invest - Other	880208400	36-3990765	TEMPLETON GLOBAL BOND FD-ADV #616	2,191.06	29,075.37	25,000.00
Invest - Other	464287234	36-3990765	ISHARES MSCI EMERGING MARKETS	650.00	28,483.00	21,442.17
Invest - Other	885215566	36-3990765	THORNBURG INTL VALUE FUND-CL I #209	6,452.91	197,007.37	141,446.56
Invest - Other	464287168	36-3990765	ISHARES SELECT DIVIDEND ETF	600.00	44,184.00	36,748.00
Invest - Other	72200S220	36-3990765	PIMCO FOREIGN BOND (UNHEDED) #1853	3,930.13	41,462.88	45,000.00
Invest - Other	922908553	36-3990765	VANGUARD REIT VIPER	1,300.00	97,370.00	57,580.54
Invest - Other	77958B402	36-3990765	T ROWE PRICE INST FLOAT RATE #170	1,459.14	14,956.23	15,000.00
Invest - Other	88019R641	36-3990765	TEMPLETON FRONTIER MARKET-AD #674	947.49	18,201.26	16,600.00
Invest - Other	683974604	36-3990765	OPPENHEIMER DEVELOPING MKT-I #799	2,883.65	114,596.13	97,902.53
Invest - Other	739355105	36-3990765	POWERSHARES DB COMMODITY INDEX	650.00	16,458.00	24,580.73
Invest - Other	78463X863	36-3990765	SPDR DJ WILSHIRE INTERNATIONAL REAL	230.00	10,115.40	9,411.60
Invest - Other	74925K581	36-3990765	ROBEKO BP LNG/SHRT RES-INS	8,896.19	132,375.25	123,007.88
Invest - Other	76628T645	36-3990765	RIDGEWORTH SEIX HY BD-I #5855	5,988.00	59,341.08	60,000.00
			<b>TOTAL OTHER INVESTMENTS</b>	<b>86,957.26</b>	<b>1,609,024.08</b>	<b>1,374,164.19</b>
			<b>TOTAL</b>	<b>111,845.59</b>	<b>2,476,490.09</b>	<b>1,912,079.99</b>



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

Recipient(s) paid during the year

**Name**

ESSENTIAL PREGNANCY SERVICES

**Street**

6220 MAPLE STREET

**City**

OMAHA

**State**

NE

**Zip Code**

68108

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

4,500

**Name**

OPEN DOOR MISSION

**Street**

2828 N 23RD ST EAST

**City**

OMAHA

**State**

NE

**Zip Code**

68110

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

COMPLETELY KIDS

**Street**

2566 ST MARYS AVE

**City**

OMAHA

**State**

NE

**Zip Code**

68105

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

RADIO TALKING BOOKS SERVICES

**Street**

7101 NEWPORT AVE #205

**City**

OMAHA

**State**

NE

**Zip Code**

68152

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,500

**Name**

NEBRASKA HUMANE SOCIETY

**Street**

8929 FORT ST

**City**

OMAHA

**State**

NE

**Zip Code**

68134

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

GESU HOUSING INC

**Street**

5008 DODGE ST

**City**

OMAHA

**State**

NE

**Zip Code**

68132

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

20,000

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

Recipient(s) paid during the year

**Name**

RESPECT2

**Street**

820 S 75TH STREET

**City**

OMAHA

**State**

NE

**Zip Code**

68114

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

CHILDREN'S HOSPITAL &amp; MEDICAL CTR FN

**Street**

8401 W DODGE RD STE 160

**City**

OMAHA

**State**

NE

**Zip Code**

68114

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

OMAHA STREET SCHOOL

**Street**

3223 N 45TH STREET

**City**

OMAHA

**State**

NE

**Zip Code**

68104

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

HOPE CENTER FOR KIDS

**Street**

2200 NORTH 20TH STREET

**City**

OMAHA

**State**

NE

**Zip Code**

68110

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

**Name**

YOUTH EMERGENCY SERVICES

**Street**

2679 FARNAM ST

**City**

OMAHA

**State**

NE

**Zip Code**

68131

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,000

**Name**

SIENA FRANCIS HOUSE

**Street**

1702 NICHOLAS STREET

**City**

OMAHA

**State**

NE

**Zip Code**

68101

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

5,000

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

Recipient(s) paid during the year

Name

SPECIAL OLYMPICS NEBRASKA EARMARK OMAHA TENNIS BUDDIES

Street

510 S 157TH CIRCLE

City

OMAHA

State

NE

Zip Code

68118

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

OUTLOOK NEBRASKA INC

Street

4125 S 72nd St

City

OMAHA

State

NE

Zip Code

68127

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

CASA FOR DOUGLAS COUNTY

Street

2412 St Marys Ave

City

OMAHA

State

NE

Zip Code

68105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions		Short Term CG Distributions		Amount	
						3,229	
		Description		CUSIP #			
1	X	NOW INC/SH	67011P100				
2	X	ORACLE CORPORATION	88389X105				
3	X	PITNEY BOWES INC GLO & 75	72447XAA5				
4	X	ROBECO BP LINGSHRT RES-I	74925XK81				
5	X	SCHLUMBERGER LTD	806857108				
6	X	TX COS INC NEW	872540109				
7	X	TARGET CORP	87612E106				
8	X	TARGET CORP	87612E106				
9	X	TEVA PHARMACEUTICAL IND	881624209				
10	X	TEVA PHARMACEUTICAL IND	881624209				
11	X	THERMO FISHER SCIENTIFIC	883556102				
12	X	THERMO FISHER SCIENTIFIC	883556102				
13	X	3M CO	88578Y101				
14	X	3M CO	88578Y101				
15	X	TOTAL S.A. - ADR	89151E109				
16	X	US BANCORP DEL NEW	902973304				
17	X	UNION PACIFIC CORP	907818108				
18	X	UNITED PARCEL SERVICE-CL	913121206				
19	X	UNITEDHEALTH GROUP INC	91324P102				
20	X	EATON CORP PLC	G28183103				
21	X	BAXTER INTL INC	071813109				
22	X	BERKSHIRE HATHAWAY INC	084670702				
23	X	BERKSHIRE HATHAWAY INC	084670702				
24	X	BHP BILLITON LIMITED - ADR	088606108				
25	X	BOEING CO	097023105				
26	X	CME GROUP INC	12572Q105				
27	X	CVS/CAREMARK CORPORATI	126560100				
28	X	CAPITAL ONE FINANCIAL COR	14040H105				
29	X	CAPITAL ONE FINANCIAL COR	14040H105				
30	X	E M C CORP MASS	268648102				
31	X	GILEAD SCIENCES INC	375558103				
32	X	GILEAD SCIENCES INC	375558103				
33	X	GOOGLE INC	38259P508				
34	X	HSBC - ADR	404280406				
35	X	INTERNATIONAL BUSINESS M	459200101				
36	X	ISHARES IBOX \$ INVESTME	464287242				
37	X	ISHARES IBOX \$ INVESTME	464287242				
38	X	ISHARES IBOX \$ INVESTME	464287242				
39	X	ISHARES IBOX \$ INVESTME	464287242				
40	X	CAPITAL ONE FINANCIAL COR	14040H105				
41	X	CELANESE CORP	150870103				
42	X	CHEVRON CORP	167674100				
43	X	CISCO SYSTEMS INC	17275R102				
44	X	CISCO SYSTEMS INC	17275R102				
45	X	COACH INC	189754104				
46	X	COACH INC	189754104				
47	X	COACH INC	189754104				
48	X	COMCAST CORP CLASS A	20030N101				
49	X	COMCAST CORP CLASS A	20030N101				
50	X	CUMMINS INC	231021106				
51	X	DIAGEO PLC - ADR	25243Q205				
52	X	WALT DISNEY CO	254687106				
53	X	WALT DISNEY CO	254687106				
54	X	AFLAC INC	001055102				
55	X	AFLAC INC	001055102				
56	X	AFLAC INC	001055102				
57	X	AFLAC INC	001055102				
58	X	AFLAC INC	001055102				
59	X	ANHEUSER-BUSCH INBEV SP	03524A108				
60	X	ANHEUSER-BUSCH INBEV SP	03524A108				
61	X	APPLE INC	037833100				
62	X	APPLE INC	037833100				
63	X	JPMORGAN CHASE & CO	46625H100				
64	X	JOHNSON CONTROLS INC	478366107				
65	X	JOHNSON CONTROLS INC	478366107				

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

Totals														
Capital Gains/Losses														
Other sales														
Amount														
3,229														
Long Term CG Distributions														
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	NOW INC/SH			7/5/2013		6/10/2014	867	765				0	102
70	X	NOW INC/SH			7/3/2013		6/10/2014	801	697				0	104
71	X	ST GAIN/LOSS FROM PTP							8					-8
72	X	LT GAIN/LOSS FROM PTP							194					-194
73	X	SECTION 1256 GAIN/LOSS FR							930					-930

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

		958	0	0	958
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	958			958

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

		699	623	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	623	623		
2	ESTIMATED EXCISE TAXES PAID	76			

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

		167	146	0	21
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	21			21
2	PARTNERSHIP EXPENSES	146	146		



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

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	SEE ATTACHED			524,589		854,140

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

		1,206,980		1,374,164		1,609,024
		Book Value		Book Value		FMV
		Beg. of Year		End of Year		End of Year
1	SEE ATTACHED			1,374,164		1,609,024

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

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

<b>1</b>	PARTNERSHIP INCOME ADJUSTMENT	<b>1</b>	1,270
<b>2</b>	FEDERAL EXCISE TAX REFUND	<b>2</b>	516
<b>3</b>	Total	<b>3</b>	1,786

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

<b>1</b>	MUTUAL FUND TIMING DIFFERENCE	<b>1</b>	20
<b>2</b>	ROUNDING	<b>2</b>	9
<b>3</b>	Total	<b>3</b>	29

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

Long Term CG Distributions		Short Term CG Distributions		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	78,188	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	78,188
Amount	Count	Amount	Count																
1	NOW INC/SH	87011P100	8	7/3/2013	6/17/2014	0	7	2,706	0	0	1	503	0	0	0	0	0	503	
2	ORACLE CORPORATION	88398X105	105,173	1/11/2011	3/19/2014	0	0	5,174	0	0	0	5,174	0	0	0	0	0	5,174	
3	PITNEY BOWES INC GLO 4 750% 1/15/	74252X581	59,560	1/14/2009	7/25/2014	0	0	52,892	0	0	0	7,068	0	0	0	0	0	7,068	
4	ROBECO BP LNG/SHRT RES-INS	74925X581	2,660	7/17/2013	7/23/2014	0	0	1,956	0	0	0	704	0	0	0	0	0	704	
5	SCHLUMBERGER LTD	806857108	3,094	2/26/2012	8/10/2014	0	0	1,316	0	0	0	1,778	0	0	0	0	0	1,778	
6	TJX COS INC NEW	872540109	2,679	6/29/2011	3/19/2014	0	0	2,856	0	0	0	-177	0	0	0	0	0	-177	
7	TARGET CORP	87612E106	60	9/28/2013	3/19/2014	0	0	34	0	0	0	26	0	0	0	0	0	26	
8	TEVA PHARMACEUTICAL INDUSTRIES	881624209	6,354	4/14/2000	3/19/2013	0	0	9,334	0	0	0	-2,980	0	0	0	0	0	-2,980	
9	TEVA PHARMACEUTICAL INDUSTRIES	881624209	6,950	4/29/2010	8/19/2013	0	0	7,091	0	0	0	-141	0	0	0	0	0	-141	
10	TEVA PHARMACEUTICAL INDUSTRIES	881624209	4,894	1/11/2011	8/19/2013	0	0	2,781	0	0	0	2,781	0	0	0	0	0	2,781	
11	THERMO FISHER SCIENTIFIC INC	883356102	1,845	7/10/2009	8/28/2013	0	0	576	0	0	0	1,269	0	0	0	0	0	1,269	
12	THERMO FISHER SCIENTIFIC INC	883356102	7,088	7/10/2009	3/19/2014	0	0	1,396	0	0	0	8,392	0	0	0	0	0	8,392	
13	3M CO	41919984	2,243	4/19/1984	2/10/2014	0	0	395	0	0	0	1,848	0	0	0	0	0	1,848	
14	3M CO	41919984	2,859	3/19/2014	3/19/2014	0	0	2,076	0	0	0	883	0	0	0	0	0	883	
15	TOTAL S.A. -ADR	89157E109	636	7/5/2012	3/19/2014	0	0	429	0	0	0	227	0	0	0	0	0	227	
16	US BANCORP DEL NEW	902973304	4,320	2/3/2011	3/19/2014	0	0	3,666	0	0	0	754	0	0	0	0	0	754	
17	UNITED PACIFIC CORP	871312106	3,989	8/27/2004	3/19/2014	0	0	3,627	0	0	0	362	0	0	0	0	0	362	
18	UNITED PARCEL SERVICE CL B	871312106	2,752	8/17/2011	3/19/2014	0	0	1,872	0	0	0	780	0	0	0	0	0	780	
19	UNITED PARCEL SERVICE CL B	871312106	2,697	1/25/2012	3/19/2014	0	0	2,216	0	0	0	-119	0	0	0	0	0	-119	
20	UNITED PARCEL SERVICE CL B	871312106	3,637	8/19/2013	3/19/2014	0	0	3,321	0	0	0	316	0	0	0	0	0	316	
21	BAXTER INTL INC	871813109	1,419	4/20/2012	3/19/2014	0	0	965	0	0	0	454	0	0	0	0	0	454	
22	BERKSHIRE HATHAWAY INC	084670702	1,972	5/6/2009	3/19/2014	0	0	1,717	0	0	0	-258	0	0	0	0	0	-258	
23	BERKSHIRE HATHAWAY INC	084670702	1,419	1/11/2011	3/19/2014	0	0	1,717	0	0	0	-288	0	0	0	0	0	-288	
24	BHP BILLITON LIMITED - ADR	088608108	3,809	1/11/2011	3/19/2014	0	0	2,032	0	0	0	1,727	0	0	0	0	0	1,727	
25	BOEING CO	097021305	3,637	8/30/2012	3/19/2014	0	0	2,620	0	0	0	1,017	0	0	0	0	0	1,017	
26	CME GROUP INC	125720101	2,210	1/11/2011	3/19/2014	0	0	2,274	0	0	0	2,003	0	0	0	0	0	2,003	
27	CYSICAREMARK CORPORATION	126650100	2,389	2/25/2007	3/19/2014	0	0	2,389	0	0	0	-179	0	0	0	0	0	-179	
28	CAPITAL ONE FINANCIAL CORP	14040H105	3,390	2/26/2007	3/25/2014	0	0	3,583	0	0	0	-193	0	0	0	0	0	-193	
29	CAPITAL ONE FINANCIAL CORP	14040H105	3,043	1/11/2011	3/19/2014	0	0	2,731	0	0	0	312	0	0	0	0	0	312	
30	M C CORP MASS	268648102	12,678	12/9/2011	12/12/2013	0	0	8,151	0	0	0	9,161	0	0	0	0	0	9,161	
31	GILEAD SCIENCES INC	375558103	3,469	12/9/2011	3/19/2014	0	0	879	0	0	0	2,590	0	0	0	0	0	2,590	
32	GILEAD SCIENCES INC	375558103	2,403	8/30/2012	3/19/2014	0	0	1,358	0	0	0	1,035	0	0	0	0	0	1,035	
33	GOOGLE INC	38259P508	2,655	7/9/2012	3/19/2014	0	0	2,825	0	0	0	-170	0	0	0	0	0	-170	
34	HSCB - ADR	404280406	2,406	6/16/2013	3/19/2014	0	0	2,668	0	0	0	-262	0	0	0	0	0	-262	
35	INTERNATIONAL BUSINESS MACHS CO	459200101	23,075	6/16/2013	7/25/2014	0	0	21,008	0	0	0	1,067	0	0	0	0	0	1,067	
36	ISHARES IBOXX 3 INVESTMENT	464287242	83,528	1/17/2010	7/25/2014	0	0	135,874	0	0	0	-5,008	0	0	0	0	0	-5,008	
37	ISHARES IBOXX 3 INVESTMENT	464287242	133,045	12/11/2012	7/25/2014	0	0	35,797	0	0	0	-2,879	0	0	0	0	0	-2,879	
38	ISHARES IBOXX 3 INVESTMENT	464287242	12,806	1/17/2011	3/25/2014	0	0	7,895	0	0	0	-419	0	0	0	0	0	-419	
39	ISHARES IBOXX 3 INVESTMENT	464287242	2,661	1/17/2011	3/25/2014	0	0	1,808	0	0	0	455	0	0	0	0	0	455	
40	CAPITAL ONE FINANCIAL CORP	14040H105	2,313	1/17/2011	3/19/2014	0	0	1,858	0	0	0	485	0	0	0	0	0	485	
41	CELANESE CORP	150870103	2,840	4/19/1984	3/19/2014	0	0	1,201	0	0	0	-61	0	0	0	0	0	-61	
42	CHEVRON CORP	156794100	2,840	12/23/2009	3/19/2014	0	0	2,428	0	0	0	-305	0	0	0	0	0	-305	
43	CISCO SYSTEMS INC	172591102	2,840	12/23/2009	3/19/2014	0	0	2,428	0	0	0	-13	0	0	0	0	0	-13	
44	CISCO SYSTEMS INC	172591102	2,840	12/23/2009	3/19/2014	0	0	2,428	0	0	0	-13	0	0	0	0	0	-13	
45	CORCH INC	189754104	3,915	1/19/2013	6/25/2014	0	0	6,468	0	0	0	-2,453	0	0	0	0	0	-2,453	
46	CORCH INC	189754104	3,915	1/19/2013	6/25/2014	0	0	6,468	0	0	0	-2,453	0	0	0	0	0	-2,453	
47	CORCH INC	189754104	3,915	1/19/2013	6/25/2014	0	0	6,468	0	0	0	-2,453	0	0	0	0	0	-2,453	
48	COWCAST CORP CLASS A	20030N101	3,284	1/11/2011	2/10/2014	0	0	902	0	0	0	1,271	0	0	0	0	0	1,271	
49	COWCAST CORP CLASS A	20030N101	3,284	1/11/2011	3/19/2014	0	0	1,489	0	0	0	1,795	0	0	0	0	0	1,795	
50	CUMMINS INC	311021106	2,659	2/10/2014	3/19/2014	0	0	2,655	0	0	0	204	0	0	0	0	0	204	
51	DIAGEO PLC - ADR	252432205	2,138	1/11/2011	3/19/2014	0	0	1,538	0	0	0	600	0	0	0	0	0	600	
52	WALT DISNEY CO	102711984	1,772	10/27/1984	2/10/2014	0	0	303	0	0	0	1,469	0	0	0	0	0	1,469	
53	WALT DISNEY CO	254687106	3,398	10/27/1984	3/19/2014	0	0	554	0	0	0	2,844	0	0	0	0	0	2,844	
54	AFLAC INC	001055102	2,802	1/11/2011	3/19/2014	0	0	1,973	0	0	0	829	0	0	0	0	0	829	
55	AFLAC INC	001055102	9,486	3/10/2005	6/10/2014	0	0	5,864	0	0	0	3,622	0	0	0	0	0	3,622	
56	AFLAC INC	001055102	6,766	1/11/2011	6/10/2014	0	0	1,968	0	0	0	4,798	0	0	0	0	0	4,798	
57	AFFILIATED MANAGERS GROUP, INC	008252108	3,016	7/2/2010	3/19/2014	0	0	958	0	0	0	2,058	0	0	0	0	0	2,058	
58	ANHEUSER-BUSCH INBEV SPN ADR	03524A108	2,907	1/13/2011	3/19/2014	0	0	1,727	0	0	0	1,180	0	0	0	0	0	1,180	
59	ANHEUSER-BUSCH INBEV SPN ADR	03524A108	2,907	1/11/2011	3/19/2014	0	0	1,727	0	0	0	1,180	0	0	0	0	0	1,180	
60	APACHE CORP	037411105	2,366	2/8/2012	3/19/2014	0	0	1,00	0	0	0	-751	0	0	0	0	0	-751	
61	APPLE INC	037833100	1,599	1/29/2013	3/19/2014	0	0	2,293	0	0	0	372	0	0	0	0	0	372	
62	APPLE INC	037833100	1,599	1/29/2013	3/19/2014	0	0	2,293	0	0	0	372	0	0	0	0	0	372	
63	JP MORGAN CHASE & CO	466251100	4,336	3/13/2000	3/19/2014	0	0	4,000	0	0	0	447	0	0	0	0	0	447	
64	JOHNSON CONTROLS INC	478365107	10,081	1/11/2011	1/14/2013	0	0	6,529	0	0	0	3,532	0	0	0	0	0	3,532	
65	JOHNSON CONTROLS INC	478365107	2,709	1/11/2011	3/19/2014	0	0	1,847	0	0	0	862	0	0	0	0	0	862	
66	MICROSOFT CORP	594918104	2,241	1/11/2011	3/19/2014	0	0	1,542	0	0	0	689	0	0	0	0	0	689	
67	NATIONAL OILWELL INC COM	637071101	1,853	7/5/2013	3/19/2014	0	0	1,785	0	0	0	68	0	0	0	0	0	68	
68	NESTLE S.A. REGISTERED SHARES - A	841069406	2,498	9/13/2007	3/19/2014	0	0	1,524	0	0	0	974	0	0	0	0	0	974	
69	NOW INC/SH	87011P100	867	7/5/2013	6/10/2014	0	0	765	0	0	0	102	0	0	0	0	0	102	
70	NOW INC/SH	87011P100	807	7/5/2013	6/10/2014	0	0	697	0	0	0	104	0	0	0	0	0	104	
71	ST. GAINLOSS FROM PTP						8					-8						-8	
72	ST. GAINLOSS FROM PTP						194					-194						-194	
73	SECTION 1256 GAINLOSS FROM PTP						930					-930						-930	



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

	Date		Amount
1 Credit from prior year return		1	1,604
2 First quarter estimated tax payment	12/10/2013	2	76
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	1,680

**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	95,007
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	95,007