Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: FRANK L WYENBERG CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite:

City or town: Winston Salem | State: NC | ZIP code: 27101-3818

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

A Employer identification number: 39-1461670

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,097,963

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	133,221	133,076		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	456,081			
	b	Gross sales price for all assets on line 6a 1,480,896				
	7	Capital gain net income (from Part IV, line 2)		456,081		
	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	589,302	589,157	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	65,146	48,859		16,287
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	660			660
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,345	2,337		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	38	38		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	69,189	51,234	0	16,947
	25	Contributions, gifts, grants paid	238,500			238,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	307,689	51,234	0	255,447
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	281,613			
	b	**Net investment income** (if negative, enter -0-)		537,923		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	27,082	116,871	116,871
	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)	1,771,295	1,244,689	2,664,180
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,390,451	3,109,391	3,316,912
	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)	4,188,828	4,470,951	6,097,963
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,188,828	4,470,951	
	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)	4,188,828	4,470,951	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,188,828	4,470,951	

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	4,188,828
2	Enter amount from Part I, line 27a	2	281,613
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	3	510
4	Add lines 1, 2, and 3	4	4,470,951
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,470,951

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	456,081
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	237,639	5,324,490	0 044631
2011	181,071	4,889,420	0 037033
2010	44,373	4,851,961	0 009145
2009	98,246	4,389,465	0 022382
2008	181,115	3,945,746	0 045901

2	**Total** of line 1, column (d)	2	0 159092
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 031818
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,957,217
5	Multiply line 4 by line 3	5	189,547
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,379
7	Add lines 5 and 6	7	194,926
8	Enter qualifying distributions from Part XII, line 4	8	255,447

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	5,379
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,379
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,379
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,998		
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	1,998
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,381
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** **Refunded ▶**	11	0

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to.
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N A Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4 00	65,146		

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	5,868,470
b	Average of monthly cash balances	1b	179,466
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,047,936
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	6,047,936
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	90,719
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,957,217
6	**Minimum investment return.** Enter 5% of line 5	6	297,861

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	297,861
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,379		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,379
3	Distributable amount before adjustments Subtract line 2c from line 1			3	292,482
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	292,482
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	292,482

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	255,447
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	255,447
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	5,379
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	250,068

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				292,482
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			248,315	
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 ▶ $ 255,447				
a	Applied to 2012, but not more than line 2a			248,315	
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				7,132
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				285,350
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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . ▶ **3a**				238,500
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	133,221	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	456,081	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		589,302	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 589,302

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

SVP Wells Fargo Bank N A. | 11/11/2014 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		11/11/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name					
BOYS AND GIRLS CLUB OF GREATER MILWAUKEE					
Street 1558 N 6TH STREET					
City MILWAUKEE		**State** WI	**Zip Code** 53212	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 7,500

Name					
CENTER FOR QUALITY COMMUNITY LIFE					
Street 6830 W VILLARD AVE					
City MILWAUKEE		**State** WI	**Zip Code** 53218	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 8,000

Name					
INSPIRED LEADERS					
Street 1350 W NORTH AVE					
City MILWAUKEE		**State** WI	**Zip Code** 53205	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 5,000

Name					
JUNIOR ACHEIVEMENT OF THE PALM BEACHES AND TREASURE COST					
Street 6903 VISTA PARKWAY N #10					
City WEST PALM BEACH		**State** FL	**Zip Code** 33411	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 10,000

Name					
KIDSAFE FOUNDATION INC					
Street 5944 CORAL RIDGE DRIVE #241					
City CORAL SPRINGS		**State** FL	**Zip Code** 33076	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 12,000

Name					
LYNDE AND HARRY BRADLEY TECH AND TRADE SCHOOL					
Street 700 S 4TH ST					
City MILWAUKEE		**State** WI	**Zip Code** 53204	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 15,000

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

Recipient(s) paid during the year

Name					
Name ST CATHERINE RESIDENCE INC					
Street 1032 E KNAPP ST					
City MILWAUKEE		**State** WI	**Zip Code** 53202	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 10,000
Name ST ANN CENTER FOR INTERGENERATIONAL CARE, INC					
Street 2801 E MORGAN AVE					
City MILWAUKEE		**State** WI	**Zip Code** 53207	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 25,000
Name UNITED PERFORMING ARTS FUND					
Street 301 W WISCONSIN AVE					
City MILWAUKEE		**State** WI	**Zip Code** 53203	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 10,000
Name MILWAUKEE PUBLIC MUSEUM INC					
Street 800 W WELLS ST					
City MILWAUKEE		**State** WI	**Zip Code** 53233	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 15,000
Name OUR NEXT GENERATION INC					
Street 3421 W LIBSON AVE					
City MILWAUKEE		**State** WI	**Zip Code** 53208	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 15,000
Name SOUTH FLORIDA SCIENCE MUSEUM					
Street 4801 DREGER TRAIL N					
City WEST PALM BEACH		**State** FL	**Zip Code** 33405	**Foreign Country**	
Relationship NONE	**Foundation Status** PC				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 25,000

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

Recipient(s) paid during the year

Name				
MEDICAL COLLEGE OF WISCONSIN				
Street 8701 W WAVERTOWN PLANK RD				
City MILWAUKEE	**State** WI	**Zip Code** 53226	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 15,000

Name				
META HOUSE INC				
Street 2625 N WEIL ST				
City MILWAUKEE	**State** WI	**Zip Code** 53212	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name				
YOUTH AND FAMILY GUIDANCE CENTER				
Street 2297 SW GROSSPOINT				
City PORT ST LUCIE	**State** FL	**Zip Code** 34953	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name				
CHILD PROTECTION TEAM OF PALM BEACH				
Street 5305 GREENWOOD AVE				
City WEST PALM BEACH	**State** FL	**Zip Code** 33407	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name				
CITY ON A HILL INC				
Street 2224 W KILBOURN AVE				
City MILWAUKEE	**State** WI	**Zip Code** 53233	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 15,000

Name				
CROHNS & COLITIS FDN OF AMERICA				
Street 1126 SOUTH 70TH ST				
City MILWAUKEE	**State** WI	**Zip Code** 53214	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 15,000

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

Recipient(s) paid during the year

Name EXPRESSOINS OF JOY, INC				
Street 701 NE 2ND ST				
City DEERFIELD BEACH		**State** FL	**Zip Code** 33441	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 3,000

Name FRIENDS OF SCHLITZ-AUDUBON CENTER				
Street 1111 E BROWN DEER RD				
City MILWAUKEE		**State** WI	**Zip Code** 53217	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 8,000

Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

[illegible]	[illegible]	[illegible]	[illegible]	EMV	[illegible]
4119461471	Savings & Temp Inv	VP7000061	WF ADV TREAS PLUS MM FD-INST #793	112,224 09	112,224 09
4119461471	Savings & Temp Inv	VP7000061	WF ADV TREAS PLUS MM FD-INST #793	4,647 18	4,647 18
	Savings & Temp Inv Total			**116,871.27**	**116,871 27**
4119461471	Invest - Other	246248306	DELAWARE POOLED TR INTL EQUITY #31	259,593 25	232,264 05
4119461471	Invest - Other	52106N889	LAZARD EMERGING MKTS PTFL #638	98,379 49	58,014 03
4119461471	Invest - Other	693390700	PIMCO TOTAL RET FD-INST #35	195,838 20	191,202 74
4119461471	Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	144,599 60	133,000 00
4119461471	Invest - Other	693390593	PIMCO MODERATE DURATION-INST #120	204,289 66	203,906 38
4119461471	Invest - Other	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	88,960 06	94,175 74
4119461471	Invest - Other	641233200	NEUBERGER BERMAN GEN INSTL CL #1229	126,196 73	102,800 00
4119461471	Invest - Other	025083320	AMER CENT SMALL CAP GRWTH INST #336	61,208 67	47,601 16
4119461471	Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	148,613 68	150,000 00
4119461471	Invest - Other	693390791	PIMCO LOW DURATION II-INSTL 107	320,765 29	318,685 55
4119461471	Invest - Other	780905451	ROYCE PREMIER FUND W CLASS #566	53,319 66	49,370 06
4119461471	Invest - Other	900297763	TURNER MIDCAP GROWTH FUND-IN #1309	99,477 00	100,000 00
4119461471	Invest - Other	92934R769	CRM MID CAP VALUE FD-INSTL #32	167,721 26	120,019 26
4119461471	Invest - Other	922908553	VANGUARD REIT VIPER	224,700 00	210,149 70
4119461471	Invest - Other	00203H859	AQR MANAGED FUTURES STR-I #15213	60,240 96	60,000 00
4119461471	Invest - Other	683974604	OPPENHEIMER DEVELOPING MKT-I #799	99,349 09	100,000 00
4119461471	Invest - Other	044820504	ASHMORE EMERG MKTS CR DB-INS	204,449 16	200,000 00
4119461471	Invest - Other	746763226	PUTNAM FLOATING RATE INC FUND #1857	152,493 30	149,866 36
4119461471	Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	87,960 00	81,056 40
4119461471	Invest - Other	921943858	VANGUARD FTSE DEVELOPED ETF	124,740 00	107,279 70
4119461471	Invest - Other	74925K581	ROBECO BP LNG/SHRT RES-INS	153,191 49	150,000 00
4119461471	Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	240,825 69	250,000 00
	Invest - Other Total			**3,316,912.24**	**3,109,391.13**
4119461471	Invest - Corp Stock	001055102	AFLAC INC	53,766 00	36,539 91
4119461471	Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	94,643 75	51,635 05
4119461471	Invest - Corp Stock	037833100	APPLE INC	111,087 20	49,751 68
4119461471	Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	87,814 00	51,715 39
4119461471	Invest - Corp Stock	17275R102	CISCO SYSTEMS INC	35,952 75	26,376 75
4119461471	Invest - Corp Stock	254687106	WALT DISNEY CO	94,897 40	59,557 84
4119461471	Invest - Corp Stock	375558103	GILEAD SCIENCES INC	150,142 00	33,918 88
4119461471	Invest - Corp Stock	437076102	HOME DEPOT INC	105,105 00	33,410 00
4119461471	Invest - Corp Stock	458140100	INTEL CORP	67,780 00	7,875 00
4119461471	Invest - Corp Stock	459200101	INTERNATIONAL BUSINESS MACHS CORP	72,834 60	31,669 20
4119461471	Invest - Corp Stock	478160104	JOHNSON & JOHNSON	75,067 50	8,430 93
4119461471	Invest - Corp Stock	580135101	MCDONALDS CORP	61,464 00	27,131 00
4119461471	Invest - Corp Stock	594918104	MICROSOFT CORP	75,530 00	4,443 36
4119461471	Invest - Corp Stock	68389X105	ORACLE CORPORATION	47,054 35	32,445 25
4119461471	Invest - Corp Stock	742718109	PROCTER & GAMBLE CO	61,856 00	21,859 49
4119461471	Invest - Corp Stock	778296103	ROSS STORES INC	68,586 00	15,803 26
4119461471	Invest - Corp Stock	806857108	SCHLUMBERGER LTD	63,408 15	41,090 34
4119461471	Invest - Corp Stock	89151E109	TOTAL S A - ADR	35,475 00	24,259 84
4119461471	Invest - Corp Stock	907818108	UNION PACIFIC CORP	98,310 00	53,970 00
4119461471	Invest - Corp Stock	913017109	UNITED TECHNOLOGIES CORP	73,605 00	22,115 50
4119461471	Invest - Corp Stock	58155Q103	MCKESSON CORP	125,668 30	40,511 68
4119461471	Invest - Corp Stock	38259P706	GOOGLE INC-CL C	20,006 00	9,831 32
4119461471	Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	47,539 25	34,256 75
4119461471	Invest - Corp Stock	911312106	UNITED PARCEL SERVICE-CL B	24,272 50	18,879 97
4119461471	Invest - Corp Stock	30231G102	EXXON MOBIL CORPORATION	64,311 00	14,090 97
4119461471	Invest - Corp Stock	438516106	HONEYWELL INTERNATIONAL INC	39,027 75	23,645 85
4119461471	Invest - Corp Stock	91324P102	UNITEDHEALTH GROUP INC	76,997 50	35,852 24
4119461471	Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	106,689 50	61,314 42
4119461471	Invest - Corp Stock	902973304	US BANCORP DEL NEW	18,913 50	13,954 46
4119461471	Invest - Corp Stock	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	80,985 00	45,160 72
4119461471	Invest - Corp Stock	166764100	CHEVRON CORP	57,511 80	33,014 55
4119461471	Invest - Corp Stock	88579Y101	3M CO	39,449 20	25,926 38
4119461471	Invest - Corp Stock	084670702	BERKSHIRE HATHAWAY INC	116,022 75	74,727 79
4119461471	Invest - Corp Stock	20030N101	COMCAST CORP CLASS A	111,489 75	48,485 98
4119461471	Invest - Corp Stock	38259P508	GOOGLE INC	20,284 25	9,862 83
4119461471	Invest - Corp Stock	611740101	MONSTER BEVERAGE CORP	22,386 00	18,840 50
4119461471	Invest - Corp Stock	609207105	MONDELEZ INTERNATIONAL INC	26,474 70	13,611 34
4119461471	Invest - Corp Stock	G29183103	EATON CORP PLC	27,575 52	21,073 66
4119461471	Invest - Corp Stock	12572Q105	CME GROUP INC	59,152 00	44,069 85
4119461471	Invest - Corp Stock	H0023R105	ACE LIMITED	45,045 00	23,579 10
	Invest - Corp Stock Total			**2,664,179.97**	**1,244,689.03**
	Grand Total			**6,097,963.48**	**4,470,951.43**

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	85,403		Capital Gains/Losses	1,480,896	1,024,815	456,081
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AFFILIATED MANAGERS GRO	008252108			3/30/2012		3/26/2014	13,757	8,394				0	5,363
2	X	AMGEN INC	031162100			12/31/2008		2/5/2014	15,541	7,808				0	7,733
3	X	AMGEN INC	031162100			12/31/2008		3/5/2014	61,250	28,050				0	33,200
4	X	APACHE CORP	037411105			6/13/2012		3/5/2014	41,481	43,669				0	-2,188
5	X	APPLE INC	037833100			9/21/2012		3/26/2014	13,572	17,553				0	-3,981
6	X	APPLE INC	037833100			2/5/2014		3/26/2014	5,429	5,143				0	286
7	X	BRISTOL MYERS SQUIBB CO	110122108			12/31/2008		3/5/2014	23,857	9,702				0	14,155
8	X	CELANESE CORP	150870103			2/26/2013		3/5/2014	29,953	26,062				0	3,891
9	X	CHEVRON CORP	166764100			1/2/2013		3/5/2014	30,800	29,554				0	1,246
10	X	CHEVRON CORP	166764100			12/31/2008		3/5/2014	3,993	2,597				0	1,396
11	X	E M C CORP MASS	268648102			7/11/2012		3/5/2014	49,074	42,760				0	6,314
12	X	GENERAL ELECTRIC CO	369604103			6/28/2010		3/5/2014	35,531	20,885				0	14,646
13	X	HARBOR SMALL CAP GROWT	411511868			1/27/2003		3/5/2014	46,696	25,000				0	21,696
14	X	HARBOR SMALL CAP GROWT	411511868			8/29/2003		3/5/2014	23,177	16,899				0	6,278
15	X	HARBOR SMALL CAP GROWT	411511868			10/22/2002		3/5/2014	55,247	30,000				0	25,247
16	X	KRAFT FOODS GROUP INC	50076Q106			8/6/2009		3/5/2014	22,822	12,344				0	10,478
17	X	BRISTOL MYERS SQUIBB CO	110122108			2/11/2008		3/5/2014	58,507	23,597				0	34,910
18	X	CME GROUP INC	12572Q105			9/21/2012		3/5/2014	20,974	15,981				0	4,993
19	X	CAPITAL ONE FINANCIAL COF	14040H105			12/14/2010		3/26/2014	47,456	26,602				0	20,854
20	X	CAPITAL ONE FINANCIAL COF	14040H105			1/28/2011		3/26/2014	27,118	17,451				0	9,667
21	X	NESTLE S A REGISTERED SH	641069406			1/2/2013		3/5/2014	45,257	39,954				0	5,303
22	X	ORACLE CORPORATION	68389X105			11/24/2010		3/26/2014	13,122	9,330				0	3,792
23	X	PIMCO MODERATE DURATIOI	693390593			6/29/2011		3/25/2014	73,955	75,000				0	-1,045
24	X	PIMCO MODERATE DURATIOI	693390593			1/10/2011		3/25/2014	26,045	26,094				0	-49
25	X	PIMCO TOTAL RET FD-INST #	693390700			4/15/2008		3/25/2014	3,376	3,423				0	-47
26	X	PIMCO TOTAL RET FD-INST #	693390700			6/29/2011		3/25/2014	73,497	75,000				0	-1,503
27	X	PIMCO TOTAL RET FD-INST #	693390700			2/11/2010		3/25/2014	48,126	48,797				0	-671
28	X	PIMCO LOW DURATION II-INS	693390791			2/11/2010		3/25/2014	100,000	101,314				0	-1,314
29	X	PRAXAIR INC COM	74005P104			3/30/2006		3/5/2014	41,500	17,661				0	23,839
30	X	ROSS STORES INC	778296103			12/31/2008		3/5/2014	13,987	2,894				0	11,093
31	X	ROSS STORES INC	778296103			12/31/2008		3/26/2014	37,216	7,716				0	29,500
32	X	SSGA EMERGING MARKETS F	784924425			7/1/2009		7/8/2014	24,544	20,000				0	4,544
33	X	SSGA EMERGING MARKETS F	784924425			6/30/2009		7/8/2014	12,460	10,000				0	2,460
34	X	SSGA EMERGING MARKETS F	784924425			11/9/2006		7/8/2014	43,680	50,738				0	-7,058
35	X	SCHLUMBERGER LTD	806857108			3/30/2012		3/26/2014	13,413	9,834				0	3,579
36	X	TARGET CORP	87612E106			1/28/2011		3/5/2014	37,615	33,849				0	3,766
37	X	3M CO	88579Y101			8/29/2012		3/5/2014	26,117	18,056				0	8,061
38	X	3M CO	88579Y101			8/29/2012		3/26/2014	20,046	13,889				0	6,157
39	X	ACE LIMITED	H0023R105			3/30/2006		3/5/2014	14,158	7,598				0	6,560
40	X	GILEAD SCIENCES INC	375558103			10/25/2011		3/5/2014	42,258	10,548				0	31,710
41	X	ACE LIMITED	H0023R105			3/30/2006		3/26/2014	29,939	15,981				0	13,958
42	X	GENERAL ELECTRIC CO	369604103			6/28/2010		3/26/2014	28,947	17,088				0	11,859

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		660	0	0	660
	Description				
1	TAX PREP FEES	660			660

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,345	2,337	0	0
	Description				
1	FOREIGN TAX WITHHELD	2,337	2,337		
2	ESTIMATED EXCISE PAYMENTS	1,008			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		38	38	0	0
	Description				
1	ADR FEES	38	38		

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
			1,771,295	1,244,689	0	2,664,180
1	OTHER - CORPORATE STOCK			1,244,689		2,664,180

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

			2,390,451	3,109,391	3,316,912
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS			3,109,391	3,316,912

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

	Amount
Long Term CG Distributions	65,403
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,395,493	0	0	1,024,815	370,678	0	0	0	370,678
1	AFFILIATED MANAGERS GROUP, INC C	008252108		3/30/2012	3/26/2014	13,757		0	8,394	5,383	0	0	0	5,383
2	AMGEN INC	031162100		12/31/2008	2/5/2014	15,541		0	7,808	7,733	0	0	0	7,733
3	AMGEN INC	031162100		12/31/2008	3/5/2014	61,250		0	28,050	33,200	0	0	0	33,200
4	APACHE CORP	037411105		6/13/2012	3/5/2014	41,481		0	43,669	-2,188	0	0	0	-2,188
5	APPLE INC	037833100		9/21/2012	3/26/2014	13,572		0	17,553	-3,981	0	0	0	-3,981
6	APPLE INC	037833100		2/5/2014	3/26/2014	5,429		0	5,143	286	0	0	0	286
7	BRISTOL MYERS SQUIBB CO	110122108		12/31/2008	3/5/2014	23,857		0	9,702	14,155	0	0	0	14,155
8	CELANESE CORP	150870103		2/26/2013	3/5/2014	29,953		0	26,062	3,891	0	0	0	3,891
9	CHEVRON CORP	166764100		1/2/2013	3/5/2014	30,800		0	29,554	1,246	0	0	0	1,246
10	CHEVRON CORP	166764100		12/31/2008	3/5/2014	3,993		0	2,597	1,396	0	0	0	1,396
11	E M C CORP MASS	268648102		7/11/2012	3/5/2014	49,074		0	42,760	6,314	0	0	0	6,314
12	GENERAL ELECTRIC CO	369604103		6/28/2010	3/5/2014	35,531		0	20,885	14,646	0	0	0	14,646
13	HARBOR SMALL CAP GROWTH-I #2010	411511868		1/27/2003	3/5/2014	46,696		0	25,000	21,696	0	0	0	21,696
14	HARBOR SMALL CAP GROWTH-I #2010	411511868		8/29/2003	3/5/2014	23,177		0	16,899	6,278	0	0	0	6,278
15	HARBOR SMALL CAP GROWTH-I #2010	411511868		10/22/2002	3/5/2014	55,247		0	30,000	25,247	0	0	0	25,247
16	KRAFT FOODS GROUP INC	50076Q106		8/6/2009	3/5/2014	22,822		0	12,344	10,478	0	0	0	10,478
17	BRISTOL MYERS SQUIBB CO	110122108		2/11/2008	3/5/2014	58,507		0	23,597	34,910	0	0	0	34,910
18	CME GROUP INC	12572Q105		9/21/2012	3/5/2014	20,974		0	15,981	4,993	0	0	0	4,993
19	CAPITAL ONE FINANCIAL CORP	14040H105		12/14/2010	3/26/2014	47,456		0	26,602	20,854	0	0	0	20,854
20	CAPITAL ONE FINANCIAL CORP	14040H105		1/28/2011	3/26/2014	27,118		0	17,451	9,667	0	0	0	9,667
21	NESTLE S A REGISTERED SHARES - A	641069406		1/2/2013	3/5/2014	45,257		0	39,954	5,303	0	0	0	5,303
22	ORACLE CORPORATION	68389X105		11/24/2010	3/26/2014	13,122		0	9,330	3,792	0	0	0	3,792
23	PIMCO MODERATE DURATION-INST #1	693390593		6/29/2011	3/25/2014	73,955		0	75,000	-1,045	0	0	0	-1,045
24	PIMCO MODERATE DURATION-INST #1	693390593		1/10/2011	3/25/2014	26,045		0	26,094	-49	0	0	0	-49
25	PIMCO TOTAL RET FD-INST #35	693390700		4/15/2008	3/25/2014	3,376		0	3,423	-47	0	0	0	-47
26	PIMCO TOTAL RET FD-INST #35	693390700		6/29/2011	3/25/2014	73,497		0	75,000	-1,503	0	0	0	-1,503
27	PIMCO TOTAL RET FD-INST #35	693390700		2/11/2010	3/25/2014	48,126		0	48,797	-671	0	0	0	-671
28	PIMCO LOW DURATION II-INSTL 107	693390791		2/11/2010	3/25/2014	100,000		0	101,314	-1,314	0	0	0	-1,314
29	PRAXAIR INC COM	74005P104		3/30/2008	3/5/2014	41,500		0	17,661	23,839	0	0	0	23,839
30	ROSS STORES INC	778296103		12/31/2008	3/5/2014	13,987		0	2,894	11,093	0	0	0	11,093
31	ROSS STORES INC	778296103		12/31/2008	3/26/2014	37,216		0	7,716	29,500	0	0	0	29,500
32	SSGA EMERGING MARKETS FD S #151(	784924425		7/1/2009	7/8/2014	24,544		0	20,000	4,544	0	0	0	4,544
33	SSGA EMERGING MARKETS FD S #151(	784924425		6/30/2009	7/8/2014	12,460		0	10,000	2,460	0	0	0	2,460
34	SSGA EMERGING MARKETS FD S #151(	784924425		11/9/2006	7/8/2014	43,680		0	50,738	-7,058	0	0	0	-7,058
35	SCHLUMBERGER LTD	806857108		3/30/2012	3/26/2014	13,413		0	9,834	3,579	0	0	0	3,579
36	TARGET CORP	87612E106		1/28/2011	3/5/2014	37,615		0	33,849	3,766	0	0	0	3,766
37	3M CO	88579Y101		8/29/2012	3/5/2014	26,117		0	18,056	8,061	0	0	0	8,061
38	3M CO	88579Y101		6/29/2012	3/26/2014	20,046		0	13,889	6,157	0	0	0	6,157
39	ACE LIMITED	H0023R105		3/30/2006	3/5/2014	14,158		0	7,598	6,560	0	0	0	6,560
40	GILEAD SCIENCES INC	375558103		10/25/2011	3/5/2014	42,258		0	10,548	31,710	0	0	0	31,710
41	ACE LIMITED	H0023R105		3/30/2006	3/26/2014	29,939		0	15,981	13,958	0	0	0	13,958
42	GENERAL ELECTRIC CO	369604103		6/28/2010	3/26/2014	28,947		0	17,088	11,859	0	0	0	11,859

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										65,146	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	65,146		

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

		Date		Amount
1	Credit from prior year return		1	990
2	First quarter estimated tax payment	1/9/2014	2	10
3	Second quarter estimated tax payment	4/10/2014	3	500
4	Third quarter estimated tax payment	7/9/2014	4	498
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	1,998

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

1	Dıstrıbutable amounts for 2012 that remaıned undıstrıbuted at the begınnıng of the 2013 tax year	1	248,315
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	248,315