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 TA SOUTH MOUNTAIN INDUSTRIAL INS			**A** Employer identification number 56-6049775
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		**B** Telephone number (see instructions) (888) 730-4933
City or town Winston Salem	State NC	ZIP code 27101-3818	
Foreign country name	Foreign province/state/county	Foreign postal code	**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 334,659

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	5,944	5,760		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,212			
	b	Gross sales price for all assets on line 6a 113,957				
	7	Capital gain net income (from Part IV, line 2)		7,212		
	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	13,156	12,972	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,500	4,126		1,374
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,050			1,050
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	407	100		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,957	4,226	0	2,424
	25	Contributions, gifts, grants paid	13,064			13,064
	26	**Total expenses and disbursements.** Add lines 24 and 25	20,021	4,226	0	15,488
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,865			
	b	**Net investment income** (if negative, enter -0-)		8,746		
	c	**Adjusted net income** (if negative, enter -0-)			0	

15N

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	4,072	7,357	7,357
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	290,592	280,406	327,302
	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)	294,664	287,763	334,659
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	294,664	287,763	
	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)	294,664	287,763	
	31	**Total liabilities and net assets/fund balances** (see instructions)	294,664	287,763	

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	294,664
2	Enter amount from Part I, line 27a	2	-6,865
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	287,799
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	5	36
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	287,763

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	7,212
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	14,962	311,135	0 048088
2011	14,929	298,802	0 049963
2010	15,131	313,198	0 048311
2009	13,509	287,023	0 047066
2008	12,287	251,643	0 048827

2	**Total** of line 1, column (d)	2	0 242255
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 048451
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	328,920
5	Multiply line 4 by line 3	5	15,937
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	87
7	Add lines 5 and 6	7	16,024
8	Enter qualifying distributions from Part XII, line 4	8	15,488

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	175
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	175
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	175
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 187		
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	187
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	12
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 12 **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) ▶ NC			
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)*

			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

			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.		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	5,500		

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	325,854
b	Average of monthly cash balances	1b	8,075
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	333,929
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	333,929
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	5,009
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	328,920
6	**Minimum investment return.** Enter 5% of line 5	6	16,446

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	16,446
2a	Tax on investment income for 2013 from Part VI, line 5	2a	175		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	175
3	Distributable amount before adjustments Subtract line 2c from line 1			3	16,271
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	16,271
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	16,271

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	15,488
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	15,488
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,488

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				16,271
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,158	
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 ▶ $ 15,488				
a Applied to 2012, but not more than line 2a			1,158	
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				14,330
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				1,941
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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**	13,064
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	5,944	
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	7,212	
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		13,156	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 13,156

(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 | 10/8/2014 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		10/8/2014		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 SOUTH MTN CHILDREN & FMLY SVCS				
Street 7330 MYRTLE DR				
City NEBO	**State** NE	**Zip Code** 28761	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 13,064
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**
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

	Amount		Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	4,068		Capital Gains/Losses	113,957	106,745	7,212
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	MFS VALUE FUND-CLASS I #8	552983694			3/9/2011		1/21/2014	730	532				0	198
2	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		1/21/2014	846	851				0	-5
3	X	OPPENHEIMER DEVELOPING	683974505			3/9/2011		10/9/2013	3,268	3,115				0	153
4	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		4/22/2014	1,386	1,322				0	64
5	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		6/18/2014	831	750				0	81
6	X	PIMCO TOTAL RET FD-INST #	693390700			4/24/2014		6/18/2014	632	627				0	5
7	X	PIMCO TOTAL RET FD-INST #	693390700			10/11/2013		6/18/2014	1,864	1,851				0	13
8	X	ROBECO BP LNG/SHRT RES-I	74925K581			7/12/2013		1/21/2014	1,934	1,784				0	150
9	X	ROBECO BP LNG/SHRT RES-I	74925K581			7/12/2013		6/18/2014	3,598	3,208				0	390
10	X	RIDGEWORTH SEIX HY BD-I #	76628T645			7/12/2013		1/21/2014	3,546	3,615				0	-69
11	X	RIDGEWORTH SEIX HY BD-I #	76628T645			3/9/2011		1/21/2014	3,819	3,912				0	-93
12	X	RIDGEWORTH SEIX HY BD-I #	76628T645			3/9/2011		4/22/2014	3,870	3,929				0	-59
13	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		4/22/2014	1,729	1,639				0	90
14	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/2/2012		4/22/2014	2,959	2,914				0	45
15	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		4/22/2014	1,657	1,675				0	-18
16	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		4/22/2014	460	465				0	-5
17	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		6/18/2014	1,032	1,042				0	-10
18	X	T ROWE PRICE SHORT TERM	77957P105			7/12/2013		6/18/2014	166	166				0	0
19	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/26/2011		4/22/2014	212	203				0	9
20	X	SPDR DJ WILSHIRE INTERNA	78463X863			3/9/2011		4/22/2014	552	517				0	35
21	X	VANGUARD FTSE EMERGING	922042858			7/29/2011		10/9/2013	2,458	2,897				0	-439
22	X	VANGUARD FTSE EMERGING	922042858			3/9/2011		10/9/2013	328	379				0	-51
23	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		1/21/2014	6,443	7,727				0	-1,284
24	X	VANGUARD FTSE EMERGING	922042858			3/9/2011		1/21/2014	943	1,136				0	-193
25	X	VANGUARD FTSE EMERGING	922042858			8/10/2011		1/21/2014	904	937				0	-33
26	X	VANGUARD FTSE EMERGING	922042858			5/8/2012		1/21/2014	1,061	1 110				0	-49
27	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	3,457	3,870				0	-413
28	X	VANGUARD FTSE EMERGING	922042858			7/10/2013		1/21/2014	3,143	3,057				0	86
29	X	VANGUARD REIT VIPER	922908553			11/19/2012		4/22/2014	432	372				0	60
30	X	VANGUARD REIT VIPER	922908553			10/9/2013		4/22/2014	360	329				0	31
31	X	AQR MANAGED FUTURES STI	00203H859			7/12/2013		10/9/2013	2,929	3,034				0	-105
32	X	ARTISAN INTERNATIONAL FU	04314H204			3/9/2011		10/9/2013	1,065	850				0	215
33	X	ARTISAN INTERNATIONAL FU	04314H204			3/9/2011		1/21/2014	484	358				0	126
34	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	1,273	1,032				0	241
35	X	ARTISAN MID CAP FUND-INS	04314H600			1/23/2014		4/22/2014	451	455				0	-4
36	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	1 692	1,415				0	277
37	X	CREDIT SUISSE COMM RET S	22544R305			3/9/2011		10/9/2013	388	537				0	-149
38	X	CREDIT SUISSE COMM RET S	22544R305			3/9/2011		10/9/2013	2 679	3 532				0	-853
39	X	DODGE & COX INT'L STOCK F	256206103			3/9/2011		4/22/2014	671	552				0	119
40	X	DODGE & COX INCOME FD C	256210105			2/11/2013		1/21/2014	369	374				0	-5
41	X	DODGE & COX INCOME FD C	256210105			2/11/2013		6/18/2014	2 563	2,552				0	11
42	X	DREYFUS EMG MKT DEBT LO	261980494			3/9/2011		10/10/2013	877	898				0	-21
43	X	DREYFUS EMG MKT DEBT LO	261980494			8/2/2011		10/10/2013	1 604	1 715				0	-111
44	X	DREYFUS EMG MKT DEBT LO	261980494			8/2/2012		10/10/2013	1 371	1 389				0	-18
45	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		10/10/2013	1,114	1,124				0	-10
46	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		4/22/2014	447	460				0	-13
47	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		6/18/2014	3,468	3,446				0	22
48	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		1/21/2014	1,436	1,427				0	9
49	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		6/18/2014	1 597	1,588				0	9
50	X	HARBOR CAPITAL APRCTION	411511504			3/9/2011		10/9/2013	1,574	1,181				0	393
51	X	HARBOR CAPITAL APRCTION	411511504			11/21/2012		1/21/2014	609	439				0	170
52	X	HARBOR CAPITAL APRCTION	411511504			3/9/2011		1/21/2014	944	625				0	319
53	X	HARBOR CAPITAL APRCTION	411511504			4/24/2014		6/18/2014	519	499				0	20
54	X	HARBOR CAPITAL APRCTION	411511504			3/9/2011		6/18/2014	2,930	1,910				0	1,020
55	X	ISHARES CORE S & P 500 ETF	464287200			7/31/2012		1/21/2014	555	417				0	138
56	X	KALMAR GR W/ VAL SM CAP-	483438305			2/11/2013		1/21/2014	831	639				0	192
57	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		6/18/2014	7 131	4,513				0	2,618
58	X	KEELEY SMALL CAP VAL FD C	487300808			8/10/2011		6/18/2014	1,933	1,042				0	891
59	X	KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		6/18/2014	908	583				0	325
60	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			3/9/2011		4/22/2014	1,288	1,393				0	-105
61	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			5/10/2012		4/22/2014	385	414				0	-29
62	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			1/23/2014		4/22/2014	935	917				0	18
63	X	CREDIT SUISSE COMM RET S	22544R305			3/9/2011		4/22/2014	1,592	1 959				0	-367
64	X	CREDIT SUISSE COMM RET S	22544R305			3/9/2011		6/18/2014	4 480	5 607				0	-1 127
65	X	DIAMOND HILL LONG-SHORT	25264S833			8/2/2012		6/18/2014	214	157				0	57
66	X	DODGE & COX INT'L STOCK F	256206103			3/19/2008		10/9/2013	240	236				0	4
67	X	DODGE & COX INT'L STOCK F	256206103			3/9/2011		10/9/2013	1 162	1 067				0	95
68	X	DODGE & COX INT'L STOCK F	256206103			3/9/2011		1/21/2014	561	478				0	83

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,050	0	0	1,050
1	TAX PREP FEES	1,050			1,050

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

		407	100	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	100	100		
2	PY EXCISE TAX DUE	120			
3	ESTIMATED EXCISE PAYMENTS	187			

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

	Amount
Long Term CG Distributions	4,068
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
						109,889	0	0	106,745	3,144	0	0	0	3,144
1	MFS VALUE FUND-CLASS I #893	552983694		3/9/2011	1/21/2014	730		0	532	198	0	0	0	198
2	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	1/21/2014	846		0	851	-5	0	0	0	-5
3	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		3/9/2011	10/9/2013	3 268		0	3,115	153	0	0	0	153
4	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	4/22/2014	1 388		0	1 322	64	0	0	0	64
5	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	6/18/2014	831		0	750	81	0	0	0	81
6	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	6/18/2014	632		0	627	5	0	0	0	5
7	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	6/18/2014	1 864		0	1 851	13	0	0	0	13
8	ROBECO BP LNG/SHRT RES INS	74925K581		7/12/2013	1/21/2014	1 934		0	1 784	150	0	0	0	150
9	ROBECO BP LNG/SHRT RES-INS	74925K581		7/12/2013	6/18/2014	3 598		0	3 208	390	0	0	0	390
10	RIDGEWORTH SEIX HY BD-I #5855	76628T645		7/12/2013	1/21/2014	3,546		0	3 615	-69	0	0	0	-69
11	RIDGEWORTH SEIX HY BD-I #5855	76628T645		3/9/2011	1/21/2014	3,819		0	3 912	-93	0	0	0	-93
12	RIDGEWORTH SEIX HY BD-I #5855	76628T645		3/9/2011	4/22/2014	3 870		0	3 929	-59	0	0	0	-59
13	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/24/2011	4/22/2014	1 729		0	1 639	90	0	0	0	90
14	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/2/2012	4/22/2014	2 959		0	2 914	45	0	0	0	45
15	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	4/22/2014	1 657		0	1 675	-18	0	0	0	-18
16	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	4/22/2014	460		0	465	-5	0	0	0	-5
17	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	6/18/2014	1 032		0	1 042	-10	0	0	0	-10
18	T ROWE PRICE SHORT TERM BD FD #5	77957P105		7/12/2013	6/18/2014	166		0	166	0	0	0	0	0
19	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/26/2011	4/22/2014	212		0	203	9	0	0	0	9
20	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		3/9/2011	4/22/2014	552		0	517	35	0	0	0	35
21	VANGUARD FTSE EMERGING MARKET	922042858		7/29/2011	10/9/2013	2,458		0	2 897	-439	0	0	0	-439
22	VANGUARD FTSE EMERGING MARKET	922042858		3/9/2011	10/9/2013	328		0	379	-51	0	0	0	-51
23	VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	1/21/2014	6,443		0	7,727	-1 284	0	0	0	-1 284
24	VANGUARD FTSE EMERGING MARKET	922042858		3/9/2011	1/21/2014	943		0	1 136	-193	0	0	0	-193
25	VANGUARD FTSE EMERGING MARKET	922042858		8/10/2011	1/21/2014	904		0	937	-33	0	0	0	-33
26	VANGUARD FTSE EMERGING MARKET	922042858		5/8/2012	1/21/2014	1,061		0	1 110	-49	0	0	0	-49
27	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	1/21/2014	3 457		0	3 870	-413	0	0	0	-413
28	VANGUARD FTSE EMERGING MARKET	922042858		7/10/2013	1/21/2014	3 143		0	3 057	86	0	0	0	86
29	VANGUARD REIT VIPER	922908553		11/19/2012	4/22/2014	432		0	372	60	0	0	0	60
30	VANGUARD REIT VIPER	922908553		10/9/2013	4/22/2014	360		0	329	31	0	0	0	31
31	AQR MANAGED FUTURES STR-I #15213	00203H859		7/12/2013	10/9/2013	2 929		0	3 034	105	0	0	0	-105
32	ARTISAN INTERNATIONAL FUND #661	04314H204		3/9/2011	10/9/2013	1 065		0	850	215	0	0	0	215
33	ARTISAN INTERNATIONAL FUND #661	04314H204		3/9/2011	1/21/2014	484		0	358	126	0	0	0	126
34	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	10/9/2013	1 273		0	1 032	241	0	0	0	241
35	ARTISAN MID CAP FUND-INS #1333	04314H600		1/23/2014	4/22/2014	451		0	455	-4	0	0	0	-4
36	ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	1 692		0	1 415	277	0	0	0	277
37	CREDIT SUISSE COMM RET ST-I #2156	22544R305		3/9/2011	10/9/2013	388		0	537	-149	0	0	0	-149
38	CREDIT SUISSE COMM RET ST-I #2156	22544R305		3/9/2011	10/9/2013	2 679		0	3 532	-853	0	0	0	-853
39	DODGE & COX INT'L STOCK FD #1048	256206103		3/9/2011	4/22/2014	671		0	552	119	0	0	0	119
40	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	369		0	374	-5	0	0	0	-5
41	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/18/2014	2 563		0	2 552	11	0	0	0	11
42	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		3/9/2011	10/10/2013	877		0	898	-21	0	0	0	-21
43	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/2/2011	10/10/2013	1 604		0	1 715	-111	0	0	0	-111
44	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/2/2012	10/10/2013	1 371		0	1 389	18	0	0	0	-18
45	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	10/10/2013	1 114		0	1,124	10	0	0	0	-10
46	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	4/22/2014	447		0	460	-13	0	0	0	13
47	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	6/18/2014	3 468		0	3 446	22	0	0	0	22
48	DRIEHAUS ACTIVE INCOME FUND	262028855		7/12/2013	1/21/2014	1 436		0	1 427	9	0	0	0	9
49	DRIEHAUS ACTIVE INCOME FUND	262028855		7/12/2013	6/18/2014	1 597		0	1 588	9	0	0	0	9
50	HARBOR CAPITAL APRCTION-INST #20	411511504		3/9/2011	10/9/2013	1 574		0	1 181	393	0	0	0	393
51	HARBOR CAPITAL APRCTION-INST #20	411511504		11/21/2012	1/21/2014	609		0	439	170	0	0	0	170
52	HARBOR CAPITAL APRCTION-INST #20	411511504		3/9/2011	1/21/2014	944		0	625	319	0	0	0	319
53	HARBOR CAPITAL APRCTION-INST #20	411511504		4/24/2014	6/18/2014	519		0	499	20	0	0	0	20
54	HARBOR CAPITAL APRCTION-INST #20	411511504		3/9/2011	6/18/2014	2 930		0	1 910	1,020	0	0	0	1 020
55	ISHARES CORE S & P 500 ETF	464287200		7/31/2012	1/21/2014	555		0	417	138	0	0	0	138
56	KALMAR GR W/ VAL SM CAP INS #4	483438305		2/11/2013	1/21/2014	831		0	639	192	0	0	0	192
57	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	6/18/2014	7 131		0	4,513	2 618	0	0	0	2 618
58	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/10/2011	6/18/2014	1 933		0	1 042	891	0	0	0	891
59	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	6/18/2014	908		0	583	325	0	0	0	325
60	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		3/9/2011	4/22/2014	1 288		0	1,393	-105	0	0	0	-105
61	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		5/10/2012	4/22/2014	385		0	414	29	0	0	0	79
62	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		1/23/2014	4/22/2014	935		0	917	18	0	0	0	18
63	CREDIT SUISSE COMM RET ST-I #2156	22544R305		3/9/2011	4/22/2014	1 592		0	1,959	367	0	0	0	367
64	CREDIT SUISSE COMM RET ST-I #2156	22544R305		3/9/2011	6/18/2014	4 480		0	5 607	1 127	0	0	0	1 127
65	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		8/2/2012	6/18/2014	214		0	157	57	0	0	0	57
66	DODGE & COX INT'L STOCK FD #1048	256206103		3/19/2008	10/9/2013	240		0	236	4	0	0	0	4
67	DODGE & COX INT'L STOCK FD #1048	256206103		3/9/2011	10/9/2013	1 162		0	1 067	95	0	0	0	95
68	DODGE & COX INT'L STOCK FD #1048	256206103		3/9/2011	1/21/2014	561		0	478	83	0	0	0	83

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
										5,500	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	5,500		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	12/10/2013	2	187
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	187

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	1,158
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,158

Security Type	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	7,195.00	7,195 00
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	161 72	161 72
Total Cash, Savings, & Temp Inv			**7,356.72**	**7,356.72**
Invest - Other	04314H204	ARTISAN INTERNATIONAL FUND #661	20,369.31	15,246 25
Invest - Other	256210105	DODGE & COX INCOME FD COM #147	10,951 59	10,414 84
Invest - Other	411511504	HARBOR CAPITAL APRCTION-INST #2012	23,479 98	15,153 71
Invest - Other	589509108	MERGER FD SH BEN INT #260	6,842.73	6,642 09
Invest - Other	693390700	PIMCO TOTAL RET FD-INST #35	11,001 67	10,299.02
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	2,635 40	2,553.89
Invest - Other	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5,500 68	5,500 68
Invest - Other	04314H600	ARTISAN MID CAP FUND-INS #1333	13,697 38	11,484 85
Invest - Other	315920702	FID ADV EMER MKTS INC- CL I #607	5,192 86	4,917.64
Invest - Other	464287200	ISHARES CORE S & P 500 ETF	8,547.00	6,053 19
Invest - Other	261980668	DREYFUS INTERNATL BOND FD CL I #6094	2,539 68	2,520 44
Invest - Other	256206103	DODGE & COX INT'L STOCK FD #1048	20,394 56	13,441 45
Invest - Other	552983694	MFS VALUE FUND-CLASS I #893	22,725.28	17,811 68
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	8,543.10	8,359 30
Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	6,832 16	6,832 09
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	13,869 25	10,035 30
Invest - Other	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	5,818 20	5,700 24
Invest - Other	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	11,888 75	12,278 19
Invest - Other	922908553	VANGUARD REIT VIPER	14,006 30	9,716 44
Invest - Other	00203H859	AQR MANAGED FUTURES STR-I #15213	5,163 73	5,304 58
Invest - Other	863137105	STRATTON SM-CAP VALUE FD #37	9,179 42	9,643 75
Invest - Other	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	5,959 49	6,002 29
Invest - Other	77958B402	T ROWE PRICE INST FLOAT RATE #170	5,020 84	5,043 85
Invest - Other	683974604	OPPENHEIMER DEVELOPING MKT-I #799	35,332 87	31,552 64
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	13,897 68	12,528 50
Invest - Other	74925K581	ROBECO BP LNG/SHRT RES-INS	5,154 98	4,611 07
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	7,005 02	5,120 78
Invest - Other	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	6,839 56	6,876 88
Invest - Other	483438305	KALMAR GR W/ VAL SM CAP-INS #4	9,064 70	7,966 60
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	9,848 06	10,794 23
Total Investments			**327,302.23**	**280,406.46**