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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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

Name of foundation O LEONARD MORETZ FDN TUA			A Employer identification number 58-0012117	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply. ☐ 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) \$ 3,264,476		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
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 ☐				

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	75,193	74,911		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	163,565			
	b Gross sales price for all assets on line 6a 683,671				
	7 Capital gain net income (from Part IV, line 2)		163,565		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,639	3,639		
	12 Total. Add lines 1 through 11	242,397	242,115	0	
	13 Compensation of officers, directors, trustees, etc.	23,473	17,605		5,868
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	835			835
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,416	902		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,991	1,991		
	24 Total operating and administrative expenses. Add lines 13 through 23	32,715	20,498	0	6,703
	25 Contributions, gifts, grants paid	157,500			157,500
	26 Total expenses and disbursements. Add lines 24 and 25	190,215	20,498	0	164,203
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	52,182			
	b Net investment income (if negative, enter -0-)		221,617		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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	43,218	43,704	43,704
	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)		310,873	484,433
	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)	2,320,513	2,062,114	2,736,339	
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)	2,363,731	2,416,691	3,264,476	
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	2,363,731	2,416,691	
	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)	2,363,731	2,416,691		
31 Total liabilities and net assets/fund balances (see instructions)	2,363,731	2,416,691		

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 2,363,731
2 Enter amount from Part I, line 27a	2 52,182
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 1,024
4 Add lines 1, 2, and 3	4 2,416,937
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 246
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,416,691

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	163,565
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	166,967	3,051,220	0.054721
2011	185,665	2,990,878	0.062077
2010	195,293	3,169,775	0.061611
2009	175,648	2,924,011	0.060071
2008	182,998	2,630,301	0.069573

2 Total of line 1, column (d)	2	0.308053
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	0.061611
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,213,928
5 Multiply line 4 by line 3	5	198,013
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,216
7 Add lines 5 and 6	7	200,229
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	164,203

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	4,432	
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	4,432	
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	4,432	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,107	
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	3,107	
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	1,325	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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, NC	Trustee	4 00	23,473	

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	3,186,364
b	Average of monthly cash balances	1b	76,507
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,262,871
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	3,262,871
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,943
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,213,928
6	Minimum investment return. Enter 5% of line 5	6	160,696

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	160,696
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,432
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,432
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	156,264
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	156,264
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	156,264

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	164,203
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	164,203
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	164,203

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				156,264
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	52,987			
b From 2009	32,151			
c From 2010	39,110			
d From 2011	36,821			
e From 2012	17,513			
f Total of lines 3a through e	178,582			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 164,203				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				156,264
e Remaining amount distributed out of corpus	7,939			
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	186,521			
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				0
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)	52,987			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	133,534			
10 Analysis of line 9				
a Excess from 2009	32,151			
b Excess from 2010	39,110			
c Excess from 2011	36,821			
d Excess from 2012	17,513			
e Excess from 2013	7,939			

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 157,500
b <i>Approved for future payment</i> NONE				
Total				3b 0

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

Recipient(s) paid during the year

Name

AMERICAN HEART ASSOCIATION

Street

PO BOX 4002906

City DES MOINES	State IA	Zip Code 50340-2906	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,500

Name

BOY SCOUTS OF AMERICA - PIEDMONT

Street

PO BOX 1059

City GASTONIA	State NC	Zip Code 28054	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 9,000

Name

LENOIR RHYNE UNIVERSITY

Street

625 7TH AVE NE

City HICKORY	State NC	Zip Code 28601	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 10,000

Name

THE GREEN ROOM

Street

PO BOX 1317

City NEWTON	State NC	Zip Code 28658	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 15,000

Name

HICKORY COMMUNITY THEATER

Street

30 3RD ST NW

City HICKORY	State NC	Zip Code 28601	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

NEWTON DEPOT AUTHORITY

Street

1123 N MAIN AVE

City NEWTON	State NC	Zip Code 28658	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

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

Recipient(s) paid during the year

Name

CATAWBA MEDICAL FOUNDATION

Street

810 FAIRGROVE CHURCH ROAD SE

City

HICKORY

State

NC

Zip Code

28602

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

UNITED ARTS COUNCIL

Street

410 GLENWOOD AVE #170

City

RALEIGH

State

NC

Zip Code

27603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

HOSPITALITY HOUSE

Street

121 5TH AVENUE NE

City

HICKORY

State

NC

Zip Code

28601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

PIEDMOUNT EDUCATION FOUNDATION

Street

LR BOX 7280

City

HICKORY

State

NC

Zip Code

28601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

LENOIR RHYNE - CAPITAL CAMPAIGN

Street

625 7TH AVENUE NE

City

HICKORY

State

NC

Zip Code

28601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

65,000

Name

SAFE HARBOR RESUE MISSION

Street

210 2ND ST SE

City

HICORY

State

NC

Zip Code

28602

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

Recipient(s) paid during the year

Name

LUTHERAN SERVICES FOR THE AGING

Street

1416 MARTIN LUTHER KING JR AVE S

City

SALISBORY

State

NC

Zip Code

28145

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

CROSSNORE SCHOOL

Street

100 D A R DR

City

CROSSNORE

State

NC

Zip Code

28616

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

LUTHERIDGE

Street

2049 UPPER LAUREL DR

City

ARDEN

State

NC

Zip Code

28704

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

EIN	Security Type	CUSIP	Asset Name	Units	Fed Cost	FMV
58-0012117	Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	34082.1	34,082	34,082
58-0012117	Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	9622.37	9,622	9,622
Savings & Temp Inv Total					43,704	43,704
58-0012117	Invest - Corp Stock	018490102	ALLERGAN INC	46	2,194	7,630
58-0012117	Invest - Corp Stock	023135106	AMAZON COM INC COM	71	7,139	22,222
58-0012117	Invest - Corp Stock	151020104	CELGENE CORP COM	192	11,923	16,733
58-0012117	Invest - Corp Stock	156782104	CERNER CORP COM	377	9,054	20,810
58-0012117	Invest - Corp Stock	262037104	DRIL-QUIP INC COM	99	10,814	9,976
58-0012117	Invest - Corp Stock	311900104	FASTENAL CO	213	9,747	9,448
58-0012117	Invest - Corp Stock	675232102	OCEANEERING INTL INC	168	6,431	11,409
58-0012117	Invest - Corp Stock	747525103	QUALCOMM INC	220	8,389	16,218
58-0012117	Invest - Corp Stock	806857108	SCHLUMBERGER LTD	228	14,852	24,713
58-0012117	Invest - Corp Stock	808513105	SCHWAB CHARLES CORP NEW	386	6,031	10,712
58-0012117	Invest - Corp Stock	855244109	STARBUCKS CORP COM	276	14,339	21,440
58-0012117	Invest - Corp Stock	886547108	TIFFANY & CO NEW	157	11,777	15,325
58-0012117	Invest - Corp Stock	740189105	PRECISION CASTPARTS CORP	81	11,963	18,533
58-0012117	Invest - Corp Stock	042068106	ARM HOLDINGS PLC - ADR	307	8,342	13,127
58-0012117	Invest - Corp Stock	38259P706	GOOGLE INC-CL C	48	17,374	27,437
58-0012117	Invest - Corp Stock	22160K105	COSTCO WHOLESALE CORP	100	6,321	11,754
58-0012117	Invest - Corp Stock	09061G101	BIOMARIN PHARMACEUTICAL INC	177	11,301	10,942
58-0012117	Invest - Corp Stock	582839106	MEAD JOHNSON NUTRITION CO	156	10,252	14,265
58-0012117	Invest - Corp Stock	452327109	ILLUMINA INC	76	11,001	12,153
58-0012117	Invest - Corp Stock	92345Y106	VERISK ANALYTICS INC	213	10,362	12,789
58-0012117	Invest - Corp Stock	29444U502	EQUINIX INC	83	15,581	17,805
58-0012117	Invest - Corp Stock	741503403	THE PRICELINE GROUP INC.	16	4,078	19,879
58-0012117	Invest - Corp Stock	79466L302	SALESFORCE COM INC	473	10,140	25,660
58-0012117	Invest - Corp Stock	53578A108	LINKEDIN CORP	74	8,871	13,367
58-0012117	Invest - Corp Stock	169656105	CHIPOTLE MEXICAN GRILL INC	18	9,491	12,105
58-0012117	Invest - Corp Stock	848637104	SPLUNK INC	222	9,902	10,438
58-0012117	Invest - Corp Stock	81762P102	SERVICENOW INC	212	12,829	12,466
58-0012117	Invest - Corp Stock	928563402	VMWARE INC	128	10,866	12,718
58-0012117	Invest - Corp Stock	04685W103	ATHENAHEALTH INC	105	10,667	13,062
58-0012117	Invest - Corp Stock	92826C839	VISA INC-CLASS A SHRS	98	8,509	20,679
58-0012117	Invest - Corp Stock	H0023R105	ACE LIMITED	186	10,336	18,619
Invest - Corp Stock Total					310,876	484,433
58-0012117	Invest - Other	04314H204	ARTISAN INTERNATIONAL FUND #661	3363.606	100,000	102,825
58-0012117	Invest - Other	411511306	HARBOR INTERNATION FD INST #2011	1814.475	87,991	129,789
58-0012117	Invest - Other	693390304	PIMCO LOW DURATION FD I #36	9799.852	98,881	101,134
58-0012117	Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5416.194	56,599	59,416
58-0012117	Invest - Other	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	6108.374	62,000	62,000
58-0012117	Invest - Other	464287655	ISHARES RUSSELL 2000 ETF	1094	50,247	121,642
58-0012117	Invest - Other	46625H365	JP MORGAN ALERIAN MLP INDEX	3198	125,114	161,179
58-0012117	Invest - Other	34984T881	GOLDEN LARGE CAP CORE FUND-I	9353.695	72,272	128,707
58-0012117	Invest - Other	464287465	ISHARES MSCI EAFE ETF	2825	110,917	188,117
58-0012117	Invest - Other	464287499	ISHARES RUSSELL MID-CAP ETF	1315	74,889	206,324
58-0012117	Invest - Other	693391559	PIMCO EMERG MKTS BD-INST #137	12800.024	146,962	143,360
58-0012117	Invest - Other	277911491	EATON VANCE FLOATING RATE FD-I #924	16542.237	151,478	150,865
58-0012117	Invest - Other	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	2271.663	29,282	30,145
58-0012117	Invest - Other	025076209	AMERICAN CENTURY EQUITY INCOME-I#338	20233.126	118,161	181,896
58-0012117	Invest - Other	922908553	VANGUARD REIT VIPER	579	30,670	43,367
58-0012117	Invest - Other	90470K826	CRAWFORD DIVIDEND GRWTH-I	14129.586	181,000	177,750
58-0012117	Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	9362	245,613	409,307
58-0012117	Invest - Other	921937827	VANGUARD SHORT TERM BOND ETF	1731	134,238	138,601
58-0012117	Invest - Other	74925K581	ROBEKO BP LNG/SHRT RES-INS	4663.212	63,000	69,389
58-0012117	Invest - Other	72369B406	PIONEER HIGH YIELD FUND-Y #724	3966.145	44,579	42,953
58-0012117	Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	8447.242	65,878	62,087

58-0012117 Invest - Other	03027X100 AMERICAN TOWER CORP	270	12,342	25,485
	Invest - Other Total		<u>2,062,114</u>	<u>2,736,339</u>
	Grand Total		<u>2,416,695</u>	<u>3,264,476</u>

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									Capital Gains/Losses	Other sales	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ALLERGAN INC	018490102			5/13/2009		8/7/2013	633	334							299
2	X	ALLERGAN INC	018490102			5/13/2009		12/12/2013	485	238							247
3	X	ALLERGAN INC	018490102			5/13/2009		12/24/2013	1,086	477							609
4	X	ALLERGAN INC	018490102			5/13/2009		4/23/2014	8,691	2,528							6,163
5	X	ALLERGAN INC	018490102			5/13/2009		5/5/2014	844	238							606
6	X	ALLERGAN INC	018490102			5/13/2009		5/13/2014	1,776	525							1,251
7	X	AMERICAN CENTURY EQUITY	025076209			12/12/2008		10/28/2013	181,000	117,188							63,812
8	X	ARM HOLDINGS PLC - ADR	042068106			8/1/2013		10/21/2013	205	163							42
9	X	ARM HOLDINGS PLC - ADR	042068106			4/7/2011		10/21/2013	871	489							382
10	X	ATHENAHEALTH INC	04685W103			12/20/2013		2/13/2014	185	133							52
11	X	ATHENAHEALTH INC	04685W103			1/17/2014		2/13/2014	1,110	836							274
12	X	ATHENAHEALTH INC	04685W103			12/12/2013		2/14/2014	746	510							236
13	X	ATHENAHEALTH INC	04685W103			8/1/2013		2/25/2014	595	343							252
14	X	ATHENAHEALTH INC	04685W103			9/11/2013		2/25/2014	1,180	675							515
15	X	ATHENAHEALTH INC	04685W103			12/12/2013		2/25/2014	397	255							142
16	X	ATHENAHEALTH INC	04685W103			10/3/2013		2/25/2014	397	225							172
17	X	DIAMOND HILL LONG-SHORT	252645833			10/28/2010		4/28/2014	45,517	31,451							14,066
18	X	DIAMOND HILL LONG-SHORT	252645833			4/29/2011		4/28/2014	35,184	25,991							9,193
19	X	EQUINIX INC	29444U502			5/29/2013		7/30/2014	430	408							22
20	X	EQUINIX INC	29444U502			9/28/2012		7/30/2014	1,075	1,034							41
21	X	EQUINIX INC	29444U502			4/26/2013		7/30/2014	645	530							15
22	X	FASSTENAL CO	311900104			3/13/2012		11/22/2013	190	213							-23
23	X	FASSTENAL CO	311900104			3/13/2012		11/22/2013	1,898	2,116							-218
24	X	FASSTENAL CO	311900104			3/13/2012		3/31/2014	640	688							-48
25	X	FASSTENAL CO	311900104			3/13/2012		4/21/2014	499	529							-30
26	X	GATEWAY FUND - Y #1986	367823884			4/20/2011		9/12/2013	62,991	59,497							3,494
27	X	GOOGLE INC	38259P508			12/12/2008		5/5/2014	1,596	466							1,130
28	X	GOOGLE INC	38259P508			4/29/2009		5/5/2014	532	197							335
29	X	GOOGLE INC	38259P508			12/26/2008		5/5/2014	532	150							382
30	X	GOOGLE INC	38259P508			5/13/2009		5/5/2014	9,574	3,525							6,049
31	X	GOOGLE INC	38259P508			8/1/2013		5/5/2014	532	452							80
32	X	LINKEDIN CORP	53578A108			11/16/2012		10/22/2013	2,272	925							1,347
33	X	NATIONAL OILWELL INC COM	637071101			5/24/2012		11/20/2013	750	610							140
34	X	NATIONAL OILWELL INC COM	637071101			5/24/2012		12/22/2013	3,942	3,457							485
35	X	NATIONAL OILWELL INC COM	637071101			6/14/2012		12/22/2014	1,082	938							144
36	X	NATIONAL OILWELL INC COM	637071101			6/27/2012		12/22/2014	1,832	1,549							383
37	X	OCEANEERING INTL INC	675232102			2/23/2010		8/29/2013	2,314	863							1,451
38	X	OCEANEERING INTL INC	675232102			2/23/2010		9/25/2013	2,998	952							1,646
39	X	OCEANEERING INTL INC	675232102			2/23/2010		10/7/2013	656	238							418
40	X	PIMCO LOW DURATION FD I #	693390304			5/22/2012		10/28/2013	98,853	100,000							-1,147
41	X	PIMCO LOW DURATION FD I #	693390304			8/19/2009		10/28/2013	1,147	1,120							27
42	X	PIMCO TOTAL RET FD-INST #	693390700			5/29/2008		10/28/2013	123,993	122,061							1,932
43	X	PRAXAIR INC COM	74005P104			2/23/2010		2/24/2014	1,147	687							460
44	X	PRAXAIR INC COM	74005P104			2/23/2010		4/4/2014	12,421	7,250							5,171
45	X	PRAXAIR INC COM	74005P104			6/3/2010		4/4/2014	915	533							382
46	X	PRAXAIR INC COM	74005P104			1/22/2014		2/24/2014	1,316	1,211							105
47	X	QUALCOMM INC	747525103			5/13/2009		11/20/2013	4,795	2,688							2,107
48	X	QUALCOMM INC	747525103			7/28/2010		11/20/2013	358	196							162
49	X	QUALCOMM INC	747525103			7/28/2010		11/5/2014	570	352							318
50	X	QUALCOMM INC	747525103			2/23/2010		11/5/2014	1,937	1,005							932
51	X	QUALCOMM INC	747525103			2/23/2010		12/8/2014	867	464							403
52	X	QUALCOMM INC	747525103			2/23/2010		3/27/2014	396	193							203
53	X	QUALCOMM INC	747525103			2/23/2010		4/21/2014	404	193							211
54	X	SILVER WHEATON CORP	828336107			4/3/2011		8/21/2013	322	508							-186
55	X	SILVER WHEATON CORP	828336107			1/18/2012		8/21/2013	27	38							-11
56	X	SILVER WHEATON CORP	828336107			2/20/2011		8/21/2013	161	241							-80
57	X	SILVER WHEATON CORP	828336107			4/12/2011		8/21/2013	27	43							-16
58	X	SILVER WHEATON CORP	828336107			1/17/2012		8/21/2013	134	188							-54
59	X	SILVER WHEATON CORP	828336107			1/17/2012		2/24/2014	284	414							-130
60	X	SILVER WHEATON CORP	828336107			1/9/2011		2/24/2014	284	359							-75
61	X	SILVER WHEATON CORP	828336107			5/18/2011		2/24/2014	413	588							-175
62	X	SILVER WHEATON CORP	828336107			2/2/2011		2/24/2014	723	908							-185
63	X	SILVER WHEATON CORP	828336107			2/2/2011		3/18/2014	466	584							-118
64	X	SILVER WHEATON CORP	828336107			2/2/2011		4/16/2014	1,584	2,336							-752
65	X	SILVER WHEATON CORP	828336107			9/23/2011		4/16/2014	286	419							-133
66	X	SILVER WHEATON CORP	828336107			9/29/2011		4/16/2014	506	684							-178
67	X	SILVER WHEATON CORP	828336107			12/12/2011		4/16/2014	638	919							-281
68	X	SILVER WHEATON CORP	828336107			12/12/2011		4/16/2014	396	528							-132

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
									Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
Long Term CG Distributions									Amount				
Short Term CG Distributions									39,996				
69	X	SILVER WHEATON CORP	828336107			4/19/2012		4/16/2014	286	387			-101
70	X	SILVER WHEATON CORP	828336107			4/30/2012		4/16/2014	502	1,253			-351
71	X	SILVER WHEATON CORP	828336107			5/7/2012		4/16/2014	264	328			-64
72	X	SILVER WHEATON CORP	828336107			5/7/2012		4/16/2014	396	478			-82
73	X	STARBUCKS CORP COM	855244109			9/13/2012		10/25/2013	2,390	1,548			841
74	X	STARBUCKS CORP COM	855244109			5/22/2013		10/25/2013	558	454			104
75	X	STARBUCKS CORP COM	855244109			8/1/2013		10/25/2013	159	147			12
76	X	STARBUCKS CORP COM	855244109			9/28/2012		10/25/2013	558	356			202
77	X	WHOLE FOODS MKT INC	966837106			12/6/2013		5/8/2014	3,539	5,009			-1,470
78	X	WHOLE FOODS MKT INC	966837106			2/14/2014		5/8/2014	477	628			-151
79	X	ACE LIMITED	H0023R105			6/28/2012		3/28/2014	684				186
80	X	ACE LIMITED	H0023R105			6/22/2011		3/28/2014	98	68			30
81	X	ACE LIMITED	H0023R105			6/22/2011		4/21/2014	302	205			97
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									683,671		520,106		163,565
									0		0		0

Part I, Line 11 (990-PF) - Other Income

		3,639	3,639	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	3,639	3,639	

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

		835	0	0	835
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	835			835

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

		6,416	902	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	902	902		
2	PY EXCISE TAX DUE	3,500			
3	ESTIMATED EXCISE TAX PAYMENTS	2,014			

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

		1,991	1,991	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	10	10		
2	INVESTMENT FEES	1,981	1,981		

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

		0	310,873	0	484,433
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year
					End of Year
1	CORPORATE STOCK - SEE ATTACHED			310,873	484,433

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

Asset Description		Basis of Valuation	Book Value Beg of Year	2,320,513	Book Value End of Year	2,062,114	FMV End of Year	2,736,339
1	OTHER INVESTMENTS - SEE ATTACHED			2,320,513		2,062,114		2,736,339

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

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

1	FEDERAL EXCISE TAX REFUND	1	256
2	COST BASIS ADJUSTMENT	2	768
3	Total	3	1,024

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	78
2	MUTUAL FUND TIMING DIFFERENCE	2	168
3	Total	3	246

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										39,986											
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 ALLEGAN INC	018490102		5/13/2009	8/7/2013	633				334	299	0	0	123,569								
2 ALLEGAN INC	018490102		5/13/2009	12/12/2013	485				238	297	0	0	0								
3 ALLEGAN INC	018490102		5/13/2009	12/24/2013	1,086				477	609	0	0	247								
4 ALLEGAN INC	018490102		5/13/2009	4/23/2014	6,631				2,528	6,163	0	0	609								
5 ALLEGAN INC	018490102		5/13/2009	5/3/2014	844				238	606	0	0	6,163								
6 ALLEGAN INC	018490102		5/13/2009	5/13/2014	1,776				523	1,251	0	0	606								
7 AMERICAN CENTURY EQUITY INCOME	0235076209		12/1/2008	10/28/2013	181,000				117,108	63,612	0	0	1,251								
8 ARM HOLDINGS PLC - ADR	042068106		8/7/2013	10/21/2013	205				163	42	0	0	63,612								
9 ARM HOLDINGS PLC - ADR	042068106		4/7/2011	10/21/2013	871				489	382	0	0	42								
10 ATHENAHEALTH INC	04683W103		12/20/2013	2/13/2014	165				133	321	0	0	382								
11 ATHENAHEALTH INC	04683W103		1/17/2014	2/13/2014	1,110				838	274	0	0	52								
12 ATHENAHEALTH INC	04683W103		12/1/2013	2/14/2014	746				510	236	0	0	274								
13 ATHENAHEALTH INC	04683W103		8/17/2013	2/25/2014	595				343	252	0	0	236								
14 ATHENAHEALTH INC	04683W103		9/11/2013	2/25/2014	1,190				675	515	0	0	252								
15 ATHENAHEALTH INC	04683W103		12/1/2013	2/25/2014	397				235	142	0	0	515								
16 ATHENAHEALTH INC	04683W103		10/30/2013	2/25/2014	397				225	142	0	0	142								
17 DIAMOND HILL LONG-SHORT Fd CL 1 #	025264S833		10/28/2010	4/28/2014	45,517				31,451	14,066	0	0	172								
18 DIAMOND HILL LONG-SHORT Fd CL 1 #	025264S833		4/20/2011	4/28/2014	35,184				25,991	9,193	0	0	14,066								
19 EQUINIX INC	03444U502		5/29/2013	7/30/2014	430				408	22	0	0	9,193								
20 EQUINIX INC	03444U502		9/28/2012	7/30/2014	1,075				1,034	41	0	0	22								
21 EQUINIX INC	03444U502		4/26/2013	7/30/2014	645				630	15	0	0	41								
22 FASTENAL CO	311900104		3/13/2012	1/22/2013	190				213	-23	0	0	15								
23 FASTENAL CO	311900104		3/13/2012	1/22/2013	1,898				2,116	-218	0	0	-23								
24 FASTENAL CO	311900104		3/13/2012	3/31/2014	640				688	-48	0	0	-218								
25 FASTENAL CO	311900104		3/13/2012	4/21/2014	499				529	-30	0	0	-48								
26 GATEWAY FUND - V #1986	387259P508		4/20/2011	9/7/2013	62,991				59,497	3,494	0	0	3,494								
27 GOOGLE INC	387259P508		12/1/2008	5/5/2014	1,596				466	1,130	0	0	1,130								
28 GOOGLE INC	387259P508		4/29/2009	5/5/2014	532				187	335	0	0	335								
29 GOOGLE INC	387259P508		12/26/2008	5/5/2014	9,574				3,525	382	0	0	382								
30 GOOGLE INC	387259P508		5/13/2009	5/5/2014	5,574				6,049	0	0	0	6,049								
31 GOOGLE INC	387259P508		8/1/2013	5/5/2014	532				452	80	0	0	80								
32 LINKEDIN CORP	53578A108		11/16/2012	10/2/2013	2,272				925	1,347	0	0	1,347								
33 NATIONAL OILWELL INC COM	637071101		5/24/2012	11/20/2013	750				610	140	0	0	140								
34 NATIONAL OILWELL INC COM	637071101		5/24/2012	1/22/2014	3,942				3,457	485	0	0	485								
35 NATIONAL OILWELL INC COM	637071101		6/14/2012	1/22/2014	1,062				938	144	0	0	144								
36 NATIONAL OILWELL INC COM	637071101		6/27/2012	1/22/2014	1,932				1,549	383	0	0	383								
37 OCEANEERING INTL INC	675232102		2/23/2010	8/29/2013	2,314				863	1,451	0	0	1,451								
38 OCEANEERING INTL INC	675232102		2/23/2010	9/25/2013	2,598				1,646	952	0	0	952								
39 OCEANEERING INTL INC	675232102		2/23/2010	10/7/2013	656				238	418	0	0	1,646								
40 PIMCO LOW DURATION FDI #38	693390304		5/22/2012	10/28/2013	98,853				100,000	-1,147	0	0	-1,147								
41 PIMCO LOW DURATION FDI #38	693390304		8/19/2009	10/28/2013	1,147				1,120	27	0	0	27								
42 PIMCO TOTAL RET FDI-INST #35	693390700		5/29/2008	10/28/2013	123,993				122,061	932	0	0	932								
43 PRAXAIR INC COM	74005P104		2/23/2010	2/24/2014	1,147				687	460	0	0	460								
44 PRAXAIR INC COM	74005P104		2/23/2010	4/4/2014	12,421				7,250	5,171	0	0	5,171								
45 PRAXAIR INC COM	74005P104		6/3/2010	4/4/2014	915				533	382	0	0	382								
46 PRICELINE COM INC	741503403		1/22/2014	2/24/2014	1,316				1,211	105	0	0	105								
47 QUALCOMM INC	747525103		5/13/2009	11/20/2013	4,795				2,688	2,107	0	0	2,107								
48 QUALCOMM INC	747525103		7/28/2010	11/20/2013	358				195	162	0	0	162								
49 QUALCOMM INC	747525103		7/28/2010	1/15/2014	670				352	318	0	0	318								
50 QUALCOMM INC	747525103		2/23/2010	1/15/2014	1,937				1,005	932	0	0	932								
51 QUALCOMM INC	747525103		2/23/2010	1/28/2014	867				464	403	0	0	403								
52 QUALCOMM INC	747525103		2/23/2010	3/27/2014	396				193	203	0	0	203								
53 QUALCOMM INC	747525103		2/23/2010	4/21/2014	404				193	211	0	0	211								
54 SILVER WHEATON CORP	828336107		4/3/2011	8/21/2013	322				508	-186	0	0	-186								
55 SILVER WHEATON CORP	828336107		1/18/2012	8/21/2013	27				38	-11	0	0	-11								
56 SILVER WHEATON CORP	828336107		2/20/2011	8/21/2013	161				241	-80	0	0	-80								
57 SILVER WHEATON CORP	828336107		4/7/2011	8/21/2013	27				43	-16	0	0	-16								
58 SILVER WHEATON CORP	828336107		1/17/2012	8/21/2013	134				188	-54	0	0	-54								
59 SILVER WHEATON CORP	828336107		1/17/2012	2/24/2014	284				414	-130	0	0	-130								
60 SILVER WHEATON CORP	828336107		1/6/2011	2/24/2014	284				359	-75	0	0	-75								
61 SILVER WHEATON CORP	828336107		5/18/2011	2/24/2014	413				588	-175	0	0	-175								
62 SILVER WHEATON CORP	828336107		2/2/2011	2/24/2014	723				908	-185	0	0	-185								
63 SILVER WHEATON CORP	828336107		2/2/2011	3/18/2014	465				584	-118	0	0	-118								
64 SILVER WHEATON CORP	828336107		2/2/2011	4/16/2014	1,584				2,336	-752	0	0	-752								
65 SILVER WHEATON CORP	828336107		9/23/2011	4/16/2014	286				419	-133	0	0	-133								
66 SILVER WHEATON CORP	828336107		9/28/2011	4/16/2014	506				684	-178	0	0	-178								
67 SILVER WHEATON CORP	828336107		12/1/2011	4/16/2014	638				919	-281	0	0	-281								
68 SILVER WHEATON CORP	828336107		12/21/2011	4/16/2014	396				528	-132	0	0	-132								
69 SILVER WHEATON CORP	828336107		4/19/2012	4/16/2014	286				387	-101	0	0	-101								
70 SILVER WHEATON CORP	828336107		4/30/2012	4/16/2014	902				1,253	-351	0	0	-351								
71 SILVER WHEATON CORP	828336107		5/7/2012	4/16/2014	264				328	-64	0	0	-64								
72 SILVER WHEATON CORP	828336107		5/24/2012	4/16/2014	396				478	-82	0	0	-82								
73 STARBUCKS CORP COM	855244109		9/13/2012	10/25/2013	2,390				1,549	841	0	0	841								
74 STARBUCKS CORP COM	855244109		5/22/2013	10/25/2013	558				147	104	0	0	104								
75 STARBUCKS CORP COM	855244109		8/1/2013	10/25/2013	159				147	12	0	0	12								
76 STARBUCKS CORP COM	855244109		9/28/2012	10/25/2013	558				202	356	0	0	356								
77 WHOLE FOODS MKT INC	966837106		12/6/2013	5/6/2014	3,539				5,009	-1,470	0	0	-1,470								
78 WHOLE FOODS MKT INC	966837106		6/28/2012	3/29/2014	477				628	-151	0	0	-151								
79 ACE LIMITED	H0023R105		6/28/2012	3/29/2014	684				498	186	0	0	186								
80 ACE LIMITED	H0023R105		6/22/2011	4/21/2014	302				205	97	0	0	97								
81 ACE LIMITED	H0023R105		6/22/2011	4/21/2014	302				205	97	0	0	97								

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
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	23,473		
										23,473	0	0

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

		Date	Amount
1	Credit from prior year return		1,093
2	First quarter estimated tax payment		
3	Second quarter estimated tax payment		
4	Third quarter estimated tax payment	4/10/2014	1,238
5	Fourth quarter estimated tax payment	7/9/2014	776
6	Other payments		
7	Total		3,107