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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**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](http://www.irs.gov/form990pf).

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

Name of foundation  
**ADAMS MABEL A**

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

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

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

**A Employer identification number**  
23-6485361

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

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

**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) ▶ \$** 1,217,343

**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

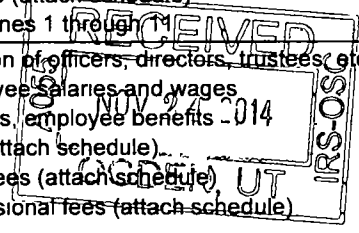
**C If exemption application is pending, check here**

**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**

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,076	23,367		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,047			
	b Gross sales price for all assets on line 6a <u>402,347</u>				
	7 Capital gain net income (from Part IV, line 2)		27,047		
	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 <b>Total.</b> Add lines 1 through 11	51,123	50,414	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	6,079	4,559		1,520
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,085			2,085
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	576	270		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	8,740	4,829	0	3,605
	25 Contributions, gifts, grants paid	51,022			51,022
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	59,762	4,829	0	54,627	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,639				
b Net investment income (if negative, enter -0-)		45,585			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	36,331	55,189	55,189
	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)	1,055,517	1,027,825	1,162,154	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,091,848	1,083,014	1,217,343	
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	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,091,848	1,083,014	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	1,091,848	1,083,014		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,091,848	1,083,014		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,091,848
2	Enter amount from Part I, line 27a	2	-8,639
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,083,209
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	197
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,083,012

**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				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
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	27,047	
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	53,827	1,146,357	0.046955
2011	54,313	1,093,370	0.049675
2010	51,952	1,131,377	0.045919
2009	44,124	1,012,192	0.043593
2008	60,995	886,706	0.068788
2 Total of line 1, column (d)			2 0.254930
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 0.050986
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,199,599
5 Multiply line 4 by line 3			5 61,163
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 456
7 Add lines 5 and 6			7 61,619
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 54,627

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	912
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
<b>3</b>	Add lines 1 and 2	3	912
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	912
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	889
<b>b</b>	Exempt foreign organizations—tax withheld at source	6b	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b>	Backup withholding erroneously withheld	6d	
<b>7</b>	Total credits and payments Add lines 6a through 6d	7	889
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	23
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>b</b>		X
<b>c</b>		X
<b>d</b>		
<b>e</b>		
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>	N/A	
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		X

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

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

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaqanda, 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 dunng 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	6,079		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total number of other employees paid over \$50,000** ▶ 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE .....		
.....		
.....		
.....		
.....		

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE .....	
2 .....	
3 .....	
4 .....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE .....	
2 .....	
All other program-related investments See instructions	
3 NONE .....	

Total. Add lines 1 through 3 ▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,177,095
<b>b</b>	Average of monthly cash balances	<b>1b</b>	40,772
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,217,867
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,217,867
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	18,268
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,199,599
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	59,980

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	59,980
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	912	
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b	<b>2c</b>		912
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>		59,068
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>		59,068
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>		59,068

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	54,627
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	54,627
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	54,627

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				59,068
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			52,651	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 54,627				
<b>a</b> Applied to 2012, but not more than line 2a			52,651	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				1,976
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				57,092
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines.
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>				▶ <b>3a</b> 51,022
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>				▶ <b>3b</b> 0





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

Recipient(s) paid during the year

**Name**

AMERICAN CANCER SOCIETY

**Street**

PO BOX 720366

**City**

OKLAHOMA CITY

**State**

OK

**Zip Code**

73162

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,551

**Name**

SALVATION ARMY-AlLENTOWN REG HDQ

**Street**

440 WEST NYACK ROAD

**City**

WEST NYACK

**State**

NY

**Zip Code**

10994

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,551

**Name**

AMERICAN HEART ASSN PA AFFILIATE

**Street**

PO BOX 22249

**City**

ST PETERSBURG

**State**

FL

**Zip Code**

33742

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,551

**Name**

BOYS &amp; GIRLS CLUB OF ALLENTOWN

**Street**

720 NORTH SIXTH STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18102

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,551

**Name**

ST LUKE'S HOSPITAL

**Street**

801 OSTRUM STREET

**City**

BETHLEHEM

**State**

PA

**Zip Code**

18015

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,551

**Name**

PHOEBE DEVITT HOMES

**Street**

1925 WEST TURNER STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18104

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,756

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

Recipient(s) paid during the year

<b>Name</b> VIA INC			
<b>Street</b> 336 WEST SPRUCE STREET			
<b>City</b> BETHLEHEM	<b>State</b> PA	<b>Zip Code</b> 18018	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 2,551

<b>Name</b> LEHIGH VALLEY HOSPITAL			
<b>Street</b> 2100 MACK BLVD, PO BOX 4000			
<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18103	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 5,102

<b>Name</b> DIAKON LUTHERAN SOCIAL MINISTRY			
<b>Street</b> POST OFFICE BOX 2001			
<b>City</b> MECHANICSBURG	<b>State</b> PA	<b>Zip Code</b> 17055	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 2,551

<b>Name</b> SACRED HEART FOUNDATION			
<b>Street</b> 421 WEST CHEW STREET			
<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18102	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 2,551

<b>Name</b> EASTER SEALS EASTERN PA			
<b>Street</b> 1501 LEHIGH STREET SUITE 201			
<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18103	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 2,551

<b>Name</b> MUHLENBERG MEDICAL CENTER			
<b>Street</b> 2100 MACK BLVD PO BOX 4000			
<b>City</b> ALLENTOWN	<b>State</b> PA	<b>Zip Code</b> 18105	<b>Foreign Country</b>
<b>Relationship</b> NONE	<b>Foundation Status</b> PC		
<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT			<b>Amount</b> 10,205

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

Check "X" to include in Part IV	Description	Amount	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales Other sales	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gross Sales	402,347					375,300	0				
1	MERGER FD SH BEN INT #260	589509108	CUSIP #		3/29/2012		6/18/2014	4,799	4,586	4,799	1,236	1,192							213
2	MERGER FD SH BEN INT #260	589509108			3/29/2012		7/7/2014	1,236	1,192	1,236	4,520	4,520							54
3	ASG GLOBAL ALTERNATIVES	638721885			7/12/2013		1/21/2014	4,492	6,922	4,492	6,739	6,739							-117
4	ASG GLOBAL ALTERNATIVES	638721885			7/12/2013		7/12/2014	1,235	1,254	1,235	1,484	1,484							-19
5	ASG GLOBAL ALTERNATIVES	638721885			6/18/2014		7/7/2014	1,235	1,254	1,235	8,075	8,075							224
6	NEUBERGER BERMAN LONG	64128R608			2/11/2013		6/18/2014	8,299	388	8,299	2,250	2,250							381
7	OPPENHEIMER DEVELOPING	683974505			3/29/2012		6/18/2014	441	1,869	441	2,202	2,202							485
8	OPPENHEIMER DEVELOPING	683974505			3/29/2012		7/7/2014	2,697	2,202	2,697	3,315	3,315							-103
9	OPPENHEIMER DEVELOPING	683974505			5/10/2012		6/18/2014	3,212	4,255	3,212	4,224	4,224							31
10	PIMCO TOTAL RET FD-INST #	693390700			10/11/2013		6/18/2014	4,255	1,926	4,255	8,127	8,127							16
11	PIMCO TOTAL RET FD-INST #	693390700			4/24/2014		7/7/2014	1,942	7,973	1,942	1,522	1,522							154
12	RIDGEWORTH SEIX HY BD-I #	766281645			7/12/2013		1/21/2014	7,973	1,486	7,973	18,386	18,386							26
13	RIDGEWORTH SEIX HY BD-I #	766281645			10/11/2013		1/21/2014	1,486	1,522	1,486	30,020	30,020							317
14	RIDGEWORTH SEIX HY BD-I #	766281645			3/29/2012		4/22/2014	19,386	18,089	19,386	6,340	6,340							805
15	RIDGEWORTH SEIX HY BD-I #	766281645			3/29/2012		4/22/2014	30,825	11,761	30,825	1,248	1,248							-121
16	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		6/18/2014	6,275	6,340	6,275	1,377	1,377							-65
17	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		7/7/2014	1,236	1,248	1,236	748	748							-13
18	T ROWE PRICE SHORT TERM	77957P105			3/29/2012		7/7/2014	1,236	1,248	1,236	1,977	1,977							53
19	T ROWE PRICE SHORT TERM	77957P105			1/21/2014		4/22/2014	1,401	449	1,401	1,189	1,189							36
20	SPDR DJ WILSHIRE INTERNA	78463X863			1/21/2014		7/7/2014	485	1,312	485	1,312	1,312							277
21	SPDR DJ WILSHIRE INTERNA	78463X863			1/21/2014		7/7/2014	1,589	1,246	1,589	7,168	7,168							-14
22	SPDR DJ WILSHIRE INTERNA	78463X863			6/18/2014		7/7/2014	1,232	6,677	1,232	6,677	6,677							-491
23	STRATTON SM-CAP VALUE F	863131705			10/9/2013		10/9/2013	6,677	1,645	6,677	2,833	2,833							288
24	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	668	2,632	668	15,430	15,430							-201
25	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	668	2,632	668	14,105	14,105							-1,325
26	VANGUARD FTSE EMERGING	922042858			3/29/2012		1/21/2014	2,026	1,977	2,026	11,749	11,749							317
27	VANGUARD FTSE EMERGING	922042858			3/29/2012		7/7/2014	1,977	1,398	1,977	3,117	3,117							179
28	VANGUARD REIT VIPER	922088553			11/19/2012		4/22/2014	1,398	504	1,398	438	438							66
29	VANGUARD REIT VIPER	922088553			3/29/2012		4/22/2014	504	1,645	504	1,377	1,377							288
30	VANGUARD REIT VIPER	922088553			3/29/2012		7/7/2014	1,645	2,833	1,645	15,430	15,430							-201
31	VANGUARD REIT VIPER	922088553			3/29/2012		1/21/2014	2,632	1,977	2,632	11,749	11,749							-1,325
32	VANGUARD FTSE EMERGING	922042858			1/21/2014		1/21/2014	14,105	15,430	14,105	4,621	4,621							404
33	VANGUARD FTSE EMERGING	922042858			3/29/2012		1/21/2014	1,977	3,117	1,977	3,117	3,117							775
34	AQR MANAGED FUTURES STI	00203H859			7/12/2013		10/9/2013	3,117	3,117	3,117	1,346	1,346							52
35	ARTISAN INTERNATIONAL FU	04314H204			3/29/2012		1/21/2014	3,117	3,117	3,117	1,734	1,734							70
36	ARTISAN INTERNATIONAL FU	04314H204			6/18/2014		7/7/2014	3,117	1,804	3,117	1,102	1,102							276
37	ARTISAN MID CAP FUND-INS	04314H600			5/10/2012		10/9/2013	1,378	1,378	1,378	1,364	1,364							-11
38	ARTISAN MID CAP FUND-INS	04314H600			1/23/2013		4/22/2014	1,364	1,364	1,364	4,621	4,621							905
39	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	5,526	2,359	5,526	2,359	2,359							15
40	ARTISAN MID CAP FUND-INS	04314H600			6/18/2014		7/7/2014	2,359	4,09	2,359	1,171	1,171							-41
41	CREDIT SUISSE COMM RET S	22544R305			2/11/2013		10/9/2013	368	409	368	10,299	10,299							28
42	CREDIT SUISSE COMM RET S	22544R305			1/29/2013		10/9/2013	1,171	1,304	1,171	4,703	4,703							-1,049
43	CREDIT SUISSE COMM RET S	22544R305			3/29/2012		10/9/2013	9,250	10,299	9,250	17,571	17,571							-1,049
44	CREDIT SUISSE COMM RET S	22544R305			3/29/2012		4/22/2014	4,524	4,703	4,524	4,703	4,703							-179
45	CREDIT SUISSE COMM RET S	22544R305			3/29/2012		6/18/2014	16,823	17,571	16,823	939	939							-948
46	DIAMOND HILL LONG-SHORT	25264SR33			3/29/2012		7/7/2014	1,243	939	1,243	1,407	1,407							304
47	DODGE & COX INT'L STOCK F	256206103			3/29/2012		10/9/2013	1,722	1,407	1,722	2,203	2,203							315
48	DODGE & COX INT'L STOCK F	256206103			3/29/2012		1/21/2014	1,944	1,473	1,944	2,203	2,203							-4
49	DODGE & COX INT'L STOCK F	256206103			6/18/2014		7/7/2014	2,199	2,122	2,199	7,864	7,864							471
50	DODGE & COX INCOME F D C	256210105			2/11/2013		1/21/2014	2,090	2,090	2,090	18,994	18,994							-32
51	DODGE & COX INCOME F D C	256210105			2/11/2013		6/18/2014	7,898	7,898	7,898	3,345	3,345							34
52	DODGE & COX INCOME F D C	256210105			2/11/2013		7/7/2014	1,259	1,262	1,259	6,963	6,963							-3
53	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	5,755	5,963	5,755	8,545	8,545							-208
54	DREYFUS EMG MKT DEBT LO	261980494			7/28/2012		10/10/2013	1,850	1,866	1,850	8,486	8,486							-36
55	DREYFUS EMG MKT DEBT LO	261980494			3/29/2012		10/10/2013	8,486	8,486	8,486	13,427	13,427							-59
56	DREYFUS EMG MKT DEBT LO	261980494			3/29/2012		6/18/2014	13,540	13,427	13,540	1,241	1,241							23
57	DREYFUS EMG MKT DEBT LO	261980494			3/29/2012		7/7/2014	1,241	6,203	1,241	6,203	6,203							23
58	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013		1/21/2014	6,237	4,725	6,237	4,725	4,725							34
59	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		1/21/2014	4,725	4,694	4,725	18,994	18,994							31
60	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		6/18/2014	18,994	18,994	18,994	4,537	4,537							106
61	DRIEHAUS ACTIVE INCOME F	262028855			10/11/2013		6/18/2014	4,571	4,571	4,571	2,228	2,228							19
62	DRIEHAUS ACTIVE INCOME F	262028855			6/18/2014		7/7/2014	2,247	2,228	2,247	2,943	2,943							460
63	JP MORGAN MID CAP VALUE	339128100			3/29/2012		10/9/2013	3,403	3,403	3,403	4,184	4,184							1,222
64	HARBOR CAPITAL APRTCTION	411511504			2/11/2013		1/21/2014	5,406	3,345	5,406	3,345	3,345							131
65	HARBOR CAPITAL APRTCTION	411511504			4/24/2014		6/18/2014	3,345	3,345	3,345	5,599	5,599							1,187
66	HARBOR CAPITAL APRTCTION	411511504			2/11/2013		6/18/2014	7,354	7,354	7,354									

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount												
	Short Term CG Distributions	13,256												
69	X KALMAR GR W/VAL SM CAP-I	483438305			2/11/2013		1/21/2014	1,887	1,451					436
70	X KALMAR GR W/VAL SM CAP-I	483438305			6/18/2014		7/7/2014	1,364	1,375					9
71	X KEELEY SMALL CAP VAL FDC	487300808			3/29/2012		1/21/2014	1,309	891					418
72	X KEELEY SMALL CAP VAL FDC	487300808			3/29/2012		6/18/2014	24,192	16,101					8,091
73	X LAUDUS MONDRIAN INTL FHE	51855Q655			3/29/2012		4/22/2014	21,368	22,889					-1,311
74	X LAUDUS MONDRIAN INTL FHE	51855Q655			7/12/2013		4/22/2014	3,089	3,015					74
75	X LAUDUS MONDRIAN INTL FHE	51855Q655			1/23/2014		4/22/2014	3,663	3,592					71
76	X MFS VALUE FUND-CLASS I #8	552983684			6/18/2014		7/7/2014	2,473	2,477					-4
Totals											Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss	
											Other sales	375,300	27,047	
											0	0	0	

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

		2,085	0	0	2,085
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,085			2,085

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

		576	270	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	270	270		
2	ESTIMATED EXCISE TAXES PAID	306			

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

		1,055,517	1,027,825	1,162,154
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		1,027,825	1,162,154

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

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

<b>1</b>	MUTUAL FUND TIMING DIFFERENCE	<b>1</b>	192
<b>2</b>	ROUNDING	<b>2</b>	5
<b>3</b>	Total	<b>3</b>	197

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

Long Term CG Distributions		Short Term CG Distributions		Amount		13,256		0		389,091		375,200		13,791		F M V as of 12/31/68		Adjusted Basis as of 12/31/68		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
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 12/31/68	Adjusted Basis as of 12/31/68	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses										
1 MERGER FD SH BEN INT #260	585509108		3/29/2012	6/18/2014	4,789			4,586	203	213	0	0	213										
2 MERGER FD SH BEN INT #260	585509108		3/29/2012	7/7/2014	1,236			1,182	54	54	0	0	54										
3 ASG GLOBAL ALTERNATIVES Y #193	838727885		7/12/2013	1/21/2014	4,492			4,520	-28	28	0	0	-28										
4 ASG GLOBAL ALTERNATIVES Y #193	838727885		7/12/2013	6/18/2014	6,822			6,719	103	103	0	0	103										
5 ASG GLOBAL ALTERNATIVES Y #193	838727885		7/12/2013	7/7/2014	1,235			1,264	-29	19	0	0	-29										
6 NEUBERGER BERMAN LONG SH INVS #1641285608	838727885		6/18/2014	7/7/2014	1,498			1,484	14	14	0	0	14										
7 NEUBERGER BERMAN LONG SH INVS #1641285608	838727885		6/18/2014	10/9/2013	8,298			8,075	224	224	0	0	224										
8 OPENHEIMER DEVELOPING MKT Y #1	838727885		2/11/2013	6/18/2014	4,441			4,385	56	56	0	0	56										
9 OPENHEIMER DEVELOPING MKT Y #1	838727885		3/29/2012	6/18/2014	2,250			2,202	48	48	0	0	48										
10 OPENHEIMER DEVELOPING MKT Y #1	838727885		3/29/2012	7/7/2014	2,997			2,919	78	78	0	0	78										
11 PIMCO TOTAL RET FDN INST #33	693380700		10/17/2013	6/18/2014	4,235			4,224	11	11	0	0	11										
12 PIMCO TOTAL RET FDN INST #33	693380700		4/24/2014	7/7/2014	1,842			1,826	16	16	0	0	16										
13 RIDGEWORTH SEH HY BDI #5955	766281645		7/12/2013	1/21/2014	1,496			1,522	-26	26	0	0	-26										
14 RIDGEWORTH SEH HY BDI #5955	766281645		3/29/2012	1/21/2014	18,386			18,099	287	287	0	0	287										
15 RIDGEWORTH SEH HY BDI #5955	766281645		2/11/2013	6/18/2014	6,275			6,340	-65	65	0	0	-65										
16 RIDGEWORTH SEH HY BDI #5955	766281645		3/29/2012	4/22/2014	11,640			30,020	-18,380	18,380	0	0	-18,380										
17 T ROWE PRICE SHORT TERM BD FD #577957P105	922042859		3/29/2012	6/18/2014	1,236			1,249	-13	13	0	0	-13										
18 T ROWE PRICE SHORT TERM BD FD #577957P105	922042859		7/12/2013	7/7/2014	1,401			1,348	53	53	0	0	53										
19 SPDR DJ WILSHIRE INTERNATIONAL RT#6463X663	863137105		1/21/2014	7/7/2014	485			449	36	36	0	0	36										
20 SPDR DJ WILSHIRE INTERNATIONAL RT#6463X663	863137105		3/29/2012	7/7/2014	1,589			1,312	277	277	0	0	277										
21 SPDR DJ WILSHIRE INTERNATIONAL RT#6463X663	863137105		6/18/2014	7/7/2014	1,232			1,246	-14	14	0	0	-14										
22 STRATTON SM CAP VALUE FD #37	922042859		2/7/2013	10/9/2013	6,877			7,168	-491	491	0	0	-491										
23 VANGUARD FTSE EMERGING MARKET	922042859		7/12/2013	1/21/2014	668			748	-80	80	0	0	-80										
24 VANGUARD FTSE EMERGING MARKET	922042859		3/29/2012	7/7/2014	2,076			1,977	99	99	0	0	99										
25 VANGUARD FTSE EMERGING MARKET	922042859		11/19/2012	4/22/2014	1,368			1,189	179	179	0	0	179										
26 VANGUARD REIT VIPER	922042859		3/29/2012	4/22/2014	504			438	66	66	0	0	66										
27 VANGUARD REIT VIPER	922042859		3/29/2012	7/7/2014	1,645			1,377	268	268	0	0	268										
28 VANGUARD FTSE EMERGING MARKET	922042859		1/23/2013	1/21/2014	2,832			2,833	201	201	0	0	201										
29 VANGUARD FTSE EMERGING MARKET	922042859		3/29/2012	1/21/2014	14,105			15,430	-1,325	1,325	0	0	-1,325										
30 AOR MANAGED FUTURES STR #1521	00203H859		3/29/2012	10/9/2013	3,117			11,749	-4,004	4,004	0	0	-4,004										
31 ARTISAN INTERNATIONAL FUND #661	04314H204		7/12/2013	10/9/2013	1,345			1,345	0	0	0	0	0										
32 ARTISAN INTERNATIONAL FUND #661	04314H204		3/29/2012	1/21/2014	3,188			3,146	42	42	0	0	42										
33 ARTISAN MID CAP FUND INS #1333	04314H600		6/18/2014	7/7/2014	1,804			1,734	70	70	0	0	70										
34 ARTISAN MID CAP FUND INS #1333	04314H600		5/10/2012	10/9/2013	1,378			1,102	276	276	0	0	276										
35 ARTISAN MID CAP FUND INS #1333	04314H600		1/23/2013	4/22/2014	1,353			1,364	-11	11	0	0	-11										
36 ARTISAN MID CAP FUND INS #1333	04314H600		2/11/2013	4/22/2014	5,226			4,821	405	405	0	0	405										
37 ARTISAN MID CAP FUND INS #1333	04314H600		6/18/2014	7/7/2014	2,359			2,344	15	15	0	0	15										
38 CREDIT SUISSE COMM RET ST #2156	22564R305		2/11/2013	10/9/2013	368			409	-41	41	0	0	-41										
39 CREDIT SUISSE COMM RET ST #2156	22564R305		1/29/2013	10/9/2013	1,171			1,304	-133	133	0	0	-133										
40 CREDIT SUISSE COMM RET ST #2156	22564R305		3/29/2012	10/9/2013	9,250			10,298	-1,048	1,048	0	0	-1,048										
41 CREDIT SUISSE COMM RET ST #2156	22564R305		3/29/2012	4/22/2014	4,520			4,703	-179	179	0	0	-179										
42 CREDIT SUISSE COMM RET ST #2156	22564R305		3/29/2012	6/18/2014	16,623			17,871	-1,248	1,248	0	0	-1,248										
43 DIAMOND HILL LONG SHORT FD CL #1252653933	256208103		3/29/2012	7/7/2014	1,222			1,407	-185	185	0	0	-185										
44 DODGE & COX INTL STOCK FD #1046	256208103		6/18/2014	7/7/2014	1,964			1,473	491	491	0	0	491										
45 DODGE & COX INTL STOCK FD #1046	256208103		2/11/2013	7/7/2014	2,199			2,203	-4	4	0	0	-4										
46 DODGE & COX INTL STOCK FD #1046	256208103		2/11/2013	6/18/2014	7,888			7,864	24	24	0	0	24										
47 DODGE & COX INTL STOCK FD #1046	256208103		2/11/2013	10/9/2013	1,259			1,262	-3	3	0	0	-3										
48 DREYFUS EMG MKT DEBT LOC C I #606	261950494		8/10/2012	10/9/2013	6,755			6,963	-208	208	0	0	-208										
49 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	10/9/2013	1,850			1,886	-36	36	0	0	-36										
50 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	6/18/2014	8,486			8,545	-59	59	0	0	-59										
51 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	7/7/2014	1,241			1,347	-106	106	0	0	-106										
52 DREYFUS EMG MKT DEBT LOC C I #606	261950494		2/11/2013	1/21/2014	6,237			6,203	34	34	0	0	34										
53 DREYFUS EMG MKT DEBT LOC C I #606	261950494		7/12/2013	1/21/2014	4,725			4,694	31	31	0	0	31										
54 DREYFUS EMG MKT DEBT LOC C I #606	261950494		10/11/2013	6/18/2014	18,984			18,878	106	106	0	0	106										
55 DREYFUS EMG MKT DEBT LOC C I #606	261950494		10/11/2013	6/18/2014	4,571			4,537	34	34	0	0	34										
56 DREYFUS EMG MKT DEBT LOC C I #606	261950494		6/18/2014	7/7/2014	3,403			2,247	1,156	1,156	0	0	1,156										
57 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	10/9/2013	3,403			2,943	460	460	0	0	460										
58 DREYFUS EMG MKT DEBT LOC C I #606	261950494		2/11/2013	1/21/2014	5,408			4,184	1,224	1,224	0	0	1,224										
59 DREYFUS EMG MKT DEBT LOC C I #606	261950494		4/24/2014	6/18/2014	3,345			3,214	131	131	0	0	131										
60 DREYFUS EMG MKT DEBT LOC C I #606	261950494		2/11/2013	6/18/2014	7,354			5,599	1,755	1,755	0	0	1,755										
61 DREYFUS EMG MKT DEBT LOC C I #606	261950494		7/12/2013	7/7/2014	4,659			3,472	1,187	1,187	0	0	1,187										
62 DREYFUS EMG MKT DEBT LOC C I #606	261950494		6/18/2014	7/7/2014	1,381			1,373	8	8	0	0	8										
63 DREYFUS EMG MKT DEBT LOC C I #606	261950494		2/11/2013	1/21/2014	1,887			1,451	436	436	0	0	436										
64 DREYFUS EMG MKT DEBT LOC C I #606	261950494		6/18/2014	7/7/2014	1,384			1,375	9	9	0	0	9										
65 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	1/21/2014	24,182			16,101	8,081	8,081	0	0	8,081										
66 DREYFUS EMG MKT DEBT LOC C I #606	261950494		3/29/2012	4/22/2014	3,069			2,699	370	370	0	0	370										
67 DREYFUS EMG MKT DEBT LOC C I #606	261950494		7/12/2013	4/22/2014	3,663			3,015	648	648	0	0	648										
68 DREYFUS EMG MKT DEBT LOC C I #606	261950494		6/18/2014	7/7/2014	2,473			2,477	-4	4	0	0	-4										

**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	6,079		
										6,079		0

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	583
2 First quarter estimated tax payment	4/10/2014	2	83
3 Second quarter estimated tax payment	7/9/2014	3	223
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	889

**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	52,651
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	52,651

Security Type	CUSIP	Asset Name	Balance	Market Value
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	48,303.30	48,303.30
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	6,885.67	6,885.67
<b>Savings &amp; Temp Inv Total</b>			<b>55,188.97</b>	<b>55,188.97</b>
Invest - Other	04314H204	ARTISAN INTERNATIONAL FUND #661	59,178.57	44,948.63
Invest - Other	256210105	DODGE & COX INCOME FD COM #147	80,362.07	69,973.68
Invest - Other	411511504	HARBOR CAPITAL APRCTION-INST #2012	72,002.96	53,912.96
Invest - Other	589509108	MERGER FD SH BEN INT #260	30,224.01	29,240.76
Invest - Other	693390700	PIMCO TOTAL RET FD-INST #35	80,042.62	75,611.34
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	28,482.28	26,544.07
Invest - Other	77957P105	T ROWE PRICE SHORT TERM BD FD #55	49,213.14	49,365.89
Invest - Other	04314H600	ARTISAN MID CAP FUND-INS #1333	44,355.66	36,401.26
Invest - Other	315920702	FID ADV EMER MKTS INC- CL I #607	18,788.43	17,792.67
Invest - Other	464287200	ISHARES CORE S & P 500 ETF	23,698.50	17,211.12
Invest - Other	261980668	DREYFUS INTERNATL BOND FD CL I #6094	27,953.64	27,741.87
Invest - Other	277923728	EATON VANCE GLOBAL MACRO - I #0088	18,236.76	18,599.53
Invest - Other	256206103	DODGE & COX INT'L STOCK FD #1048	60,185.25	43,258.84
Invest - Other	552983694	MFS VALUE FUND-CLASS I #893	71,700.70	57,860.31
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	30,134.33	29,646.89
Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	25,065.04	24,557.83
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	44,989.36	35,509.98
Invest - Other	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	21,400.28	20,966.40
Invest - Other	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	23,701.99	24,409.28
Invest - Other	922908553	VANGUARD REIT VIPER	43,367.10	36,387.62
Invest - Other	863137105	STRATTON SM-CAP VALUE FD #37	21,652.22	22,747.41
Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	20,242.36	19,561.44
Invest - Other	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	21,947.60	22,107.80
Invest - Other	77958B402	T ROWE PRICE INST FLOAT RATE #170	18,485.44	18,568.24
Invest - Other	683974604	OPPENHEIMER DEVELOPING MKT-I #799	60,184.68	51,752.84
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	42,748.56	35,436.88
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	23,994.26	18,330.90
Invest - Other	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	42,420.25	42,651.70
Invest - Other	483438305	KALMAR GR W/ VAL SM CAP-INS #4	21,283.04	18,534.69
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	36,113.12	38,191.73
<b>Invest - Other Total</b>			<b>1,162,154.22</b>	<b>1,027,824.56</b>
<b>Grand Total</b>			<b>1,217,343.19</b>	<b>1,083,013.53</b>