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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

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

For calendar year 2013 or tax year beginning

10/1/2013

, and ending

9/30/2014

Name of foundation

JOHN GARWOOD TRUST

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite

City or town

State

ZIP code

Winston Salem

NC

27101-3818

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

94-6058648

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) ► \$ 462,364 (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

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)
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	10,845	10,556		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,064			
b	Gross sales price for all assets on line 6a	137,370			
7	Capital gain net income (from Part IV, line 2)		6,064		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	16,909	16,620	0	
13	Compensation of officers, directors, trustees, etc	7,834	5,876		1,959
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	733			733
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	494	78		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10			10
24	Total operating and administrative expenses.				
	Add lines 13 through 23	9,071	5,954	0	2,702
25	Contributions, gifts, grants paid	18,001			18,001
26	Total expenses and disbursements. Add lines 24 and 25	27,072	5,954	0	20,703
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-10,163			
b	Net investment income (if negative, enter -0-)		10,666		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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	6,735	16,681	16,681
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	385,294	364,997	445,683
	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)	392,029	381,678	462,364
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	392,029	381,678	
	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)	392,029	381,678	
	31	Total liabilities and net assets/fund balances (see instructions)	392,029	381,678	

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	392,029
2	Enter amount from Part I, line 27a	2	-10,163
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	3	30
4	Add lines 1, 2, and 3	4	381,896
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	218
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	381,678

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69			
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	6,064	
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	19,568	444,255	0 044047
2011	18,269	422,057	0 043286
2010	19,716	431,680	0 045673
2009	15,691	403,397	0 038897
2008	13,599	353,674	0 038451

2 Total of line 1, column (d)	2	0 210354
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	0.042071
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	467,936
5 Multiply line 4 by line 3	5	19,687
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	107
7 Add lines 5 and 6	7	19,794
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	20,703

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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

6a 2013 estimated tax payments and 2012 overpayment credited to 2013

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 107 Refunded ► 11 75

1	107
2	0
3	107
4	
5	107
6a	289
6b	
6c	
6d	
7	289
8	
9	0
10	182
11	75

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes	No
1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	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? 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 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
1b	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 ►		
1c	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?		
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)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A					
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 If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b X			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	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 27101	TRUSTEE 4 00	7,834		

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		
3		
All other program-related investments. See instructions		
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	458,380
b	Average of monthly cash balances	1b	16,682
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	475,062
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	475,062
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,126
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	467,936
6	Minimum investment return. Enter 5% of line 5	6	23,397

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	23,397
2a	Tax on investment income for 2013 from Part VI, line 5	2a	107
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	107
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,290
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,290
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	23,290

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	20,703
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	20,703
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	107
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,596

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				23,290
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			13,173	
b Total for prior years. 20 20 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 20,703			13,173	
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				7,530
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0	0	0	15,760
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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 Paid during the year See Attached Statement				
Total				► 3a 18,001
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		16,909	0
13	Total. Add line 12, columns (b), (d), and (e)				13	16,909

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

Sign
Here

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

卷之三

PTIN

100-1000

JOSEPH J CASTR

Date _____

Title

555-0000
E- 990-BE (2013)

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

Recipient(s) paid during the year

Name

EBENEZER AME CHURCH

Street

132 N STANILAUS ST

City STOCKTON	State CA	Zip Code 95202-2646	Foreign Country
------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 150
--	---------------

Name

CONFERENCE CLAIMANTS ENDOWMENT

Street

37 W YOKUTS AVE STE A3

City STOCKTON	State CA	Zip Code 95207-5725	Foreign Country
------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 17,401
--	------------------

Name

CENTRAL UNITED METHODIST CHURCH

Street

3700 PACIFIC AVE

City STOCKTON	State CA	Zip Code 95204-1941	Foreign Country
------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 300
--	---------------

Name

SECOND BAPTIST CHURCH

Street

2350 E MARKET ST

City STOCKTON	State CA	Zip Code 95205-5635	Foreign Country
------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 150
--	---------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

GARWOOD, JOHN T/U/W

Security Type	Asset Name	FMV	Fed Cost
		\$	\$
Cash		-	-
Total Cash			
Savings & Temp Inv	SECURED MARKET DEPOSIT ACCOUNT	14,996.45	14,996.45
Savings & Temp Inv	SECURED MARKET DEPOSIT ACCOUNT	1,684.20	1,684.20
Total Savings & Temporary Investments		\$ 16,680.65	\$ 16,680.65
Invest - Other	AMEX CONSUMER DISCR SPDR	10,270.26	5,514.32
Invest - Other	AMEX ENERGY SELECT SPDR	7,612.08	5,040.01
Invest - Other	AMEX HEALTH CARE SPDR	9,522.59	4,721.03
Invest - Other	AMEX INDUSTRIAL SPDR	8,982.35	5,334.46
Invest - Other	AMEX MATERIALS SPDR	2,777.04	1,965.49
Invest - Other	AMEX TECHNOLOGY SELECT SPDR	16,359.00	9,871.37
Invest - Other	AQR MANAGED FUTURES STR-I #15213	7,674.13	7,415.60
Invest - Other	ASG GLOBAL ALTERNATIVES-Y #1993	14,082.48	14,484.84
Invest - Other	CONSUMER STAPLES SECTOR SPDR TR	7,849.14	5,134.15
Invest - Other	CREDIT SUISSE COMM RET ST-I #2156	17,931.30	20,746.09
Invest - Other	DIAMOND HILL LONG-SHORT FD CL I #11	9,357.97	6,675.86
Invest - Other	DREYFUS EMG MKT DEBT LOC C-I #6083	11,010.09	11,291.28
Invest - Other	DREYFUS INTERNATL BOND FD CL I #6094	3,559.53	3,574.20
Invest - Other	DRIEHaus ACTIVE INCOME FUND	9,027.33	9,177.28
Invest - Other	FID ADV EMER MKTS INC- CL I #607	6,997.15	6,836.06
Invest - Other	FINANCIAL SELECT SECTOR SPDR	12,558.14	7,262.15
Invest - Other	ISHARES CORE S&P SMALL-CAP E	24,927.70	14,882.45
Invest - Other	ISHARES S&P MID-CAP 400 GROWTH	18,931.25	12,251.46
Invest - Other	ISHARES S&P MID-CAP 400 VALUE	18,648.05	13,131.88
Invest - Other	JPMORGAN HIGH YIELD FUND SS #3580	8,297.91	8,448.18
Invest - Other	MERGER FUND-INST #301	7,243.87	6,980.78
Invest - Other	NEUBERGER BERMAN LONG SH-INS #1830	9,237.39	9,258.87
Invest - Other	NUVEEN HIGH YIELD MUNI BD-R #1668	8,357.52	8,096.66
Invest - Other	PIMCO FOREIGN BD FD USD H-INST #103	3,576.90	3,445.12
Invest - Other	PRINCIPAL GL MULT STRAT-INST #4684	4,848.69	4,809.24
Invest - Other	ROBECO BP LNG/SHRT RES-INS	7,300.70	6,486.27
Invest - Other	SPDR DJ WILSHIRE INTERNATIONAL REAL	17,640.66	12,960.66
Invest - Other	T ROWE PRICE INST FLOAT RATE #170	6,993.24	7,096.26
Invest - Other	VANGUARD FTSE DEVELOPED ETF	52,430.25	48,468.50
Invest - Other	VANGUARD FTSE EMERGING MARKETS ETF	45,922.71	38,918.40
Invest - Other	VANGUARD INTERMEDIATE TERM B	14,998.28	15,062.72
Invest - Other	VANGUARD REIT VIPER	18,178.05	6,866.34
Invest - Other	VANGUARD SHORT TERM BOND ETF	22,579.74	22,789.25
Total Other Investments		\$ 445,683.49	\$ 364,997.23

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 Basis Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Total		Net Gain or Loss
													Gross Sales	Cost, Other Basis and Expenses	
Long Term CG Distributions	Amount	1,951											137,370	131,306	0
Short Term CG Distributions															0
1	X SPDR DJ WILSHIRE INTERNAL	784633X863			5/2/2011	9/17/2014		343		333					0
2	X SPDR DJ WILSHIRE INTERNAL	784633X863			7/11/2013	9/17/2014		559		538					0
3	X AMEX MATERIALS SPDR	813691/100			2/8/2013	10/9/2013		1,14		1,062					20
4	X AMEX HEALTH CARE SPDR	813691/209			6/19/2014	9/17/2014		452		422					52
5	X RIDGEWORTH SEIK HY BD-I #	7662817645			10/4/2011	4/23/2014		9,290		8,300					30
6	X RIDGEWORTH SEIK HY BD-I #	7662817645			10/18/2011	4/23/2014		2,527		2,352					920
7	X SPDR DJ WILSHIRE INTERNAL	784633X863			5/2/2011	10/9/2013		1,215		1,207					175
8	X SPDR DJ WILSHIRE INTERNAL	784633X863			5/2/2011	6/19/2014		574		541					8
9	X FINANCIAL SELECT SECTOR	813691/605			6/1/2014	9/17/2014		496		461					33
10	X AMEX TECHNOLOGY SELECT	813691/803			10/14/2011	10/9/2013		1,008		829					15
11	X AMEX HEALTH CARE SPDR	813691/209			9/30/2011	9/17/2014		65		32					179
12	X AMEX TECHNOLOGY SELECT	813691/803			9/30/2011	10/9/2013		892		668					33
13	X CONSUMER STAPLES SECTO	813691/308			10/14/2011	12/22/2014		591		431					214
14	X AMEX CONSUMER DISCR SPFI	813691/407			10/14/2011	10/9/2013		827		539					160
15	X AMEX TECHNOLOGY SELECT	813691/803			9/30/2011	12/22/2014		932		620					288
16	X AMEX CONSUMER DISCR SPFI	813691/407			10/14/2011	12/22/2014		650		385					312
17	X AMEX CONSUMER DISCR SPFI	813691/407			6/19/2014	9/17/2014		480		467					265
18	X AMEX ENERGY SELECT SPDR	813691/506			4/30/2010	9/17/2014		476		302					13
19	X AMEX TECHNOLOGY SELECT	813691/803			6/19/2014	9/17/2014		525		500					174
20	X FINANCIAL SELECT SECTOR	813691/605			10/9/2013	12/22/2014		724		649					25
21	X VANGUARD INTERMEDIATE T	9219371819			2/9/2012	6/19/2014		2,853		2,975					75
22	X VANGUARD INTERMEDIATE T	9219371819			10/14/2011	6/19/2014		1,600		1,645					45
23	X VANGUARD INTERMEDIATE T	9219371819			10/14/2011	9/5/2014		85		87					2
24	X VANGUARD INTERMEDIATE T	9219371819			10/14/2011	9/17/2014		503		519					6
25	X VANGUARD SHORT TERM BO	9219371827			9/30/2011	4/23/2014		6,165		6,269					-104
26	X VANGUARD SHORT TERM BO	9219371827			9/30/2011	6/19/2014		3,687		3,745					-58
27	X VANGUARD SHORT TERM BO	9219371827			10/14/2011	6/19/2014		401		406					45
28	X VANGUARD SHORT TERM BO	9219371827			10/14/2011	9/5/2014		160		162					2
29	X VANGUARD SHORT TERM BO	9219371827			10/14/2011	9/17/2014		560		568					8
30	X VANGUARD FTSE DEVELOPE	9219371827			2/8/2013	10/9/2013		4,903		4,471					32
31	X VANGUARD FTSE DEVELOPE	9219371827			2/8/2013	17/22/2014		439		436					63
32	X VANGUARD FTSE DEVELOPE	9219371827			6/19/2014	9/17/2014		1,766		1,668					102
33	X VANGUARD FTSE EMERGING	9220042858			2/8/2013	10/9/2013		7,637		8,277					-62
34	X VANGUARD FTSE EMERGING	9220042858			2/8/2013	4/23/2014		775		841					-66
35	X VANGUARD FTSE EMERGING	9220042858			8/23/2011	6/19/2014		916		928					-12
36	X VANGUARD FTSE EMERGING	9220042858			2/8/2013	6/19/2014		392		398					7
37	X VANGUARD FTSE EMERGING	9220042858			9/7/2011	6/19/2014		916		914					2
38	X VANGUARD FTSE EMERGING	9220042858			9/7/2011	9/17/2014		1,246		1,218					28
39	X VANGUARD FTSE EMERGING	9220042858			4/30/2010	9/17/2014		1,212		2,299					13
40	X VANGUARD REIT VIPER	922908553			1/22/2014	4/23/2014		793		741					52
41	X VANGUARD REIT VIPER	922908553			10/9/2013	4/23/2014		505		460					45
42	X VANGUARD REIT VIPER	922908553			10/9/2013	9/17/2014		597		524					7
43	X VANGUARD REIT VIPER	922908553			2/6/2009	9/17/2014		373		336					237
44	X AGR MANAGED FUTURES ST	002038H859			7/15/2013	10/9/2013		3,893		4,039					-146
45	X CREDIT SUISSE COMM RETS	253444R305			1/24/2014	8/8/2014		59		62					3
46	X CREDIT SUISSE COMM RETS	253444R305			9/9/2011	10/9/2013		1,101		1,403					-302
47	X CREDIT SUISSE COMM RETS	253444R305			11/24/2010	10/9/2013		2,840		3,281					-641
48	X CREDIT SUISSE COMM RETS	253444R305			11/24/2010	4/23/2014		507		524					7
49	X CREDIT SUISSE COMM RETS	253444R305			11/24/2010	6/19/2014		6,155		7,680					-105
50	X CREDIT SUISSE COMM RETS	253444R305			11/24/2010	9/17/2014		2,477		2,169					141
51	X DIAMOND HILL LONG-SHORT	252564S333			8/13/2012	9/17/2014		646		482					164
52	X DREYFUS EMG MKT DEBT LO	26198094			8/13/2012	10/9/2013		1,101		1,731					-53
53	X DREYFUS EMG MKT DEBT LO	26198094			11/24/2010	10/9/2013		2,840		4,864					-142
54	X DREYFUS EMG MKT DEBT LO	26198094			11/24/2010	6/19/2014		4,986		5,037					95
55	X DREYFUS EMG MKT DEBT LO	26198094			11/24/2010	9/17/2014		227		236					-105
56	X DREYFUS EMG MKT DEBT LO	26198094			2/9/2011	9/17/2014		250		258					9
57	X DREYFUS ACTIVE INCOME F	262028855			7/15/2013	1/22/2014		2,130		2,112					18
58	X DREYFUS ACTIVE INCOME F	262028855			7/15/2013	6/19/2014		1,930		1,930					0
59	X DREYFUS ACTIVE INCOME F	262028855			10/17/2013	9/17/2014		1,590		1,590					12
60	X SHARES SEP MID-CAP 400 G	464287606			2/8/2013	10/9/2013		1,086		982					-2
61	X SHARES SEP MID-CAP 400 G	464287606			9/9/2012	1/22/2014		303		217					95
62	X SHARES SEP MID-CAP 400 G	464287606			5/9/2012	7/17/2014		577		542					334
63	X SHARES SEP MID-CAP 400 G	464287606			5/9/2012	4/23/2014		1,201		867					334
64	X SHARES SEP MID-CAP 400 G	464287606			2/8/2013	4/23/2014		1,201		1,241					20
65	X SHARES SEP MID-CAP 400 G	464287606			9/7/2012	4/23/2014		1,301		1,178					623
66	X SHARES SEP MID-CAP 400 G	464287606			6/19/2014	9/17/2014		631		623					8
67	X SHARES SEP MID-CAP 400 V	464287705			4/30/2010	1/22/2014		1,114		915					499
68	X SHARES SEP MID-CAP 400 V	464287705			6/15/2014	9/17/2014		631		631					2

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	Date Sold	Acquisition Method	Gross Sales Price	Gross Sales	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss	
										Total	Other sales			
Long Term CG Distributions									137,370	0	131,306	0	6,064	
Short Term CG Distributions										0				0
														Net Gain or Loss
														50
69 X	ISHARES CORE S&P SMALL-C	461287804			5/9/2012	10/9/2013		195		447	479		0	30
70 X	ISHARES CORE S&P SMALL-C	461287804			7/11/2013	10/9/2013				1,071	704		0	367
71 X	ISHARES CORE S&P SMALL-C	461287804			9/7/2011	10/9/2013				1,531	895		0	636
72 X	ISHARES CORE S&P SMALL-C	461287804			9/7/2011	1/22/2014				109	63		0	46
73 X	ISHARES CORE S&P SMALL-C	461287804			11/22/2010								0	-12
74 X	ISHARES CORE S&P SMALL-C	461287804			6/19/2014	1/22/2014				636	669		0	33
75 X	ISHARES CORE S&P SMALL-C	461287804			11/22/2010	9/17/2014				219	127		0	92
76 X	LAUDUS MONDRAN INTL F-10	51885Q065			10/4/2011	4/23/2014				1,367	1,505		0	-138
77 X	LAUDUS MONDRAN INTL F-10	51885Q065			2/13/2012	4/23/2014				882	955		0	-73
78 X	LAUDUS MONDRAN INTL F-10	51885Q065			1/24/2014	4/23/2014				1,332	1,310		0	22
79 X	MERGER FD SH BEN INT #260				4/25/2014					572	565		0	7
80 X	MERGER FD SH BEN INT #260				2/12/2013	8/8/2014				808	1,747		0	59
81 X	ASSG GLOBAL ALTERNATIVES	638721885			7/15/2013	1/22/2014				1,326	1,336		0	-10
82 X	ASSG GLOBAL ALTERNATIVES	638721885			6/23/2014	8/8/2014				744	766		0	-22
83 X	ASSG GLOBAL ALTERNATIVES	638721885			7/15/2013	8/8/2014				1,547	1,626		0	-79
84 X	ASSG GLOBAL ALTERNATIVES	638721885			7/15/2013	9/17/2014				477	484		0	7
85 X	NEUBERGER BERMAN LONG	64128R608			6/23/2014	9/17/2014				485	478		0	225
86 X	ROBECO BP INGSHT RES-J	74925K561			7/15/2013	1/22/2014				2,805	2,580		0	534
87 X	ROBECO BP INGSHT RES-J	74925K561			7/15/2013	6/19/2014				4,817	4,283		0	144
88 X	RIDGEWORTH SIXX HY BD-1#	766281645			2/13/2012	1/22/2014				730	716		0	-94
89 X	RIDGEWORTH SIXX HY BD-1#	766281645			7/15/2013	1/22/2014				4,413	4,507		0	-94
90 X	RIDGEWORTH SIXX HY BD-1#	766281645			10/11/2013	1/22/2014				827	841		0	-14
91 X	RIDGEWORTH SIXX HY BD-1#	766281645			10/18/2011	1/22/2014				4,827	4,528		0	29

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	733			733

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

		494	78	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	78	78		
2	PY EXCISE TAXES PAID	127			
3	ESTIMATED EXCISE TAXES PAID	289			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	STATE AG FEES	10				10

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

		385,294	364,997	445,683
	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Asset Description	385,294	364,997	445,683

Amount

Long Term CGDistributions											1,151	135,419	0	141	131,447	4,113	0	0	0	0	4,113		
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Expense of Sale		F M V as of 12/31/09		Adjusted Basis as of 12/31/09		Excess of FMV Over Adjusted Basis or Losses	
1 SPDR DJ WILSHIRE INTERNATIONAL EQUITY INDEX SPDR						9/17/2010				343						333		10					
2 SPDR DJ WILSHIRE INTERNATIONAL EQUITY INDEX SPDR						7/11/2013				558						538		20					
3 JANEV MATERIALS SPDR						8/16/2013				1,114						1,062		52					
4 JANEV HEALTH CARE SPDR						8/17/2014				452						422		30					
5 RIDGEWORTH SEXIHY DJI-15555						4/23/2014				9,290						8,300		980					
6 RIDGEWORTH SEXIHY DJI-15555						10/18/2014				2,527						2,352		175					
7 SPDR DJ WILSHIRE INTERNATIONAL EQUITY INDEX SPDR						5/22/2011				10/9/2013						1,207		8					
8 SPDR DJ WILSHIRE INTERNATIONAL EQUITY INDEX SPDR						5/22/2011				1,215						1,207		50					
9 FINANCIAL SELECT SECTOR SPDR						6/19/2014				574						541		33					
10 JANEV TECHNOLOGY SELECT SPDR						9/18/2015				496						481		15					
11 JANEV HEALTH CARE SPDR						10/18/2011				1,038						829		179					
12 JANEV TECHNOLOGY SELECT SPDR						9/20/2011				65						32		33					
13 JANEV CONSUMER STAPLES SECTOR SPDR						10/9/2011				832						688		214					
14 JANEV CONSUMER DISCR SPDR						10/14/2011				591						431		160					
15 JANEV CONSUMER DISCR SPDR						10/14/2011				827						539		288					
16 JANEV CONSUMER DISCR SPDR						10/14/2011				932						620		312					
17 JANEV CONSUMER DISCR SPDR						10/14/2011				650						385		255					
18 JANEV CONSUMER DISCR SPDR						10/14/2014				85						467		13					
19 JANEV CONSUMER DISCR SPDR						4/30/2014				476						302		174					
20 JANEV CONSUMER DISCR SPDR						10/9/2014				525						549		25					
21 JANEV CONSUMER DISCR SPDR						10/9/2014				724						3,745		75					
22 JANEV CONSUMER DISCR SPDR						10/9/2014				2,863						406		5					
23 JANEV CONSUMER DISCR SPDR						10/14/2011				1,660						162		2					
24 JANEV CONSUMER DISCR SPDR						10/14/2011				85						568		8					
25 JANEV CONSUMER DISCR SPDR						10/14/2011				503						4,471		332					
26 JANEV CONSUMER DISCR SPDR						9/19/2011				6,397						6,209		104					
27 JANEV CONSUMER DISCR SPDR						9/19/2011				6,165						3,637		88					
28 JANEV CONSUMER DISCR SPDR						10/14/2011				401						162		2					
29 JANEV CONSUMER DISCR SPDR						10/14/2011				180						568		6					
30 JANEV CONSUMER DISCR SPDR						10/14/2011				560						398		32					
31 JANEV CONSUMER DISCR SPDR						10/9/2013				4,803						1,476		63					
32 JANEV CONSUMER DISCR SPDR						2/6/2013				499						1,868		102					
33 JANEV CONSUMER DISCR SPDR						6/19/2014				1,768						2,277		620					
34 JANEV CONSUMER DISCR SPDR						2/6/2013				7,637						841		68					
35 JANEV CONSUMER DISCR SPDR						2/6/2013				775						460		52					
36 JANEV CONSUMER DISCR SPDR						2/6/2013				916						524		73					
37 JANEV CONSUMER DISCR SPDR						2/6/2013				392						396		6					
38 JANEV CONSUMER DISCR SPDR						2/6/2013				916						1,612		2					
39 JANEV CONSUMER DISCR SPDR						9/17/2011				1,246						2,289		13					
40 JANEV CONSUMER DISCR SPDR						9/17/2014				312						741		52					
41 JANEV CONSUMER DISCR SPDR						9/17/2014				505						460		45					
42 JANEV CONSUMER DISCR SPDR						9/17/2014				597						524		73					
43 JANEV CONSUMER DISCR SPDR						9/17/2014				392						336		237					
44 JANEV CONSUMER DISCR SPDR						9/17/2014				3,893						4,039		146					
45 AGOR MANAGED FUTURES STR #1521300203H59						1/22/2014				59						1,218		28					
46 AGOR MANAGED FUTURES STR #1521300203H59						1/22/2014				1,021						2,299		13					
47 CREDIT SUISSE COM RET EFT						1/22/2014				1,620						1,403		302					
48 CREDIT SUISSE COM RET EFT						1/22/2014				1,210						3,281		641					
49 CREDIT SUISSE COM RET EFT						1/22/2014				6,575						1,401		191					
50 DIAMOND HILL LONG-HORT FUND						1/17/2014				1,141						7,680		615					
51 DIAMOND HILL LONG-HORT FUND						8/13/2012				846						477		1,105					
52 DREIEHUS ACTIVE INCOME FUND						8/13/2013				1,684						1,737		53					
53 DREIEHUS EGM MKT DEBT LOC C-#606						9/17/2010				1,092						1,101		302					
54 DREIEHUS EGM MKT DEBT LOC C-#606						1/17/2010				2,640						1,092		41					
55 DREIEHUS EGM MKT DEBT LOC C-#606						1/17/2010				1,210						2,367		9					
56 DREIEHUS EGM MKT DEBT LOC C-#606						1/17/2010				2,227						2,258		8					
57 DREIEHUS ACTIVE INCOME FUND						1/17/2015				2,130						2,112		18					
58 DREIEHUS ACTIVE INCOME FUND						1/17/2014				1,942						1,942		164					
59 DREIEHUS ACTIVE INCOME FUND						1/17/2014				1,684						1,684		142					
60 DREIEHUS ACTIVE INCOME FUND						1/17/2014				1,086						4,684		41					
61 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				4,986						5,037		0					
62 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				1,220						236		9					
63 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				1,210						542		215					
64 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				1,201						887		334					
65 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				1,201						124		26					
66 ISHARES SEP MID-CAP 400 GROWTH						8/20/2012				1,201						1,178		823					
67 ISHARES SEP MID-CAP 400 VALUE						8/20/2012				631						623		8					
68 ISHARES SEP MID-CAP 400 VALUE						8/20/2012				1,086						915		499					
69 ISHARES SEP MID-CAP 400 VALUE						8/20/2012				4,986						631		2					
70 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						145		50					
71 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						1,178		127					
72 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						1,178		92					
73 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						1,178		90					
74 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						1,178		90					
75 ISHARES CORE SEP SMALL-CAP E						1/17/2014				1,178						1,178		90					
76 LAUDIUS MONDRIAN INT'L FL-INST #294051855055						1/17/2014				1,178						1,178		138					
77 LAUDIUS MONDRIAN INT'L FL-INST #294051855055						1/17/2014				1,178						1,178		138					
78 LAUDIUS MONDRIAN INT'L FL-INST #294051855055						1/17/2014				1,178						1,178		138					
79 MERGER FUND						1/17/2014				1,178						1,178		138					
80 MERGER FUND						1/17/2014				1,178						1,178		138					
81 AGS GLOBAL ALTERNATIVES #1933						1/17/2014				1,178						1,178		138					
82 AGS GLOBAL ALTERNATIVES #1933						1/17/2014				1,178						1,178		138					
83 AGS GLOBAL ALTERNATIVES #1933						1/17/2014				1,178						1,178		138					
84 AGS GLOBAL ALTERNATIVES #1933						1/17/2014				1,178						1,178		138					

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

		Amount											
		1351		0		13549		0		141		131447	
												4,113	
Long Term CG Distributions	Short Term CG Distributions	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	F MV as of 12/31/69	Adjusted Basis as of 12/31/69	F MV as of 12/31/69	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Disconnection of Property Sold													
85. NEUBERGER BERMAN LONG SH-INS #44128R608	0	6/23/2014	9/17/2014	1/2/2014	485	0	478	0	7	0	0	0	0
86. ROBECO BNP CLOTH TIES-INS #4214K581	0	7/15/2013	1/2/2014	2/8/2014	2,805	0	2,380	0	225	0	0	0	225
87. ROBECO BNP CLOTH TIES-INS #4224K561	0	7/15/2013	6/19/2014	4/6/2014	4,617	0	4,383	0	534	0	0	0	534
88. RIDGEWORTH SEIK HY BD-#450555	0	7/6/2013	1/2/2014	1/2/2014	730	0	716	0	14	0	0	0	14
89. RIDGEWORTH SEIK HY BD-#453555	0	7/15/2013	1/2/2014	1/2/2014	4,413	0	4,507	0	94	0	0	0	94
90. RIDGEWORTH SEIK HY BD-#456555	0	10/11/2013	1/2/2014	8/27	827	0	841	0	-94	0	0	0	-94
91. RIDGEWORTH SEIK HY BD-#459555	0	7/6/2013	10/18/2011	1/2/2014	4,827	0	4,528	0	299	0	0	0	299

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	2/11/2014	3 289
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	289

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

Employee Information							Compensation			Benefits		Expense Account		
Name		Check "X" if Business		Street		City		State		Zip Code		Foreign Country		Title
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
														Avg Hrs Per Week

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	13,173
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	13,173