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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

2013Department 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/1/2013, and ending 9/30/2014

Name of foundation

MARIAN & PINKUS HAPP FUND

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**95-6025857**

B Telephone number (see instructions)

City or town

State

ZIP code

Winston Salem**NC****27101-3818****(888) 730-4933**

Foreign country name

Foreign province/state/county

Foreign postal code

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,412,376**J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <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	23,686	22,807		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	47,789			
b Gross sales price for all assets on line 6a	544,941			
7 Capital gain net income (from Part IV, line 2)		47,789		
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	71,475	70,596	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	17,800	13,350		4,450
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)	1,595	315		
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	20,138	13,665	0	5,193
25 Contributions, gifts, grants paid	30,000			30,000
26 Total expenses and disbursements. Add lines 24 and 25	50,138	13,665	0	35,193
27 Subtract line 26 from line 12	21,337			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		56,931		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	108,524	45,881	45,881
	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)	1,076,197	1,159,314	1,366,495	
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)	1,184,721	1,205,195	1,412,376	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	1,184,721	1,205,195	
	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)	1,184,721	1,205,195		
31 Total liabilities and net assets/fund balances (see instructions)	1,184,721	1,205,195		

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	1,184,721
2 Enter amount from Part I, line 27a	2	21,337
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	2
4 Add lines 1, 2, and 3	4	1,206,060
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	865
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,205,195

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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	47,789
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	4,778	1,281,106	0.003730
2011	4,363	1,173,671	0.003717
2010	4,396	1,176,439	0.003737
2009	82,979	1,073,112	0.077326
2008	108,944	976,168	0.111604
2	Total of line 1, column (d)		2 0.200114
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 0.040023
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 1,404,540
5	Multiply line 4 by line 3		5 56,214
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 569
7	Add lines 5 and 6		7 56,783
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 35,193

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 <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	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	1,139	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	1,139	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,139	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	787	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	787	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	352	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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? ☐ 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE	4 00	17,800	

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,342,164
b	Average of monthly cash balances	1b	83,765
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,425,929
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,425,929
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,389
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,404,540
6	Minimum investment return. Enter 5% of line 5	6	70,227

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	70,227
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,139
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,139
3	Distributable amount before adjustments Subtract line 2c from line 1	3	69,088
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	69,088
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	69,088

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	35,193
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	35,193
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,193

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				69,088
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	21,146			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	21,146			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 35,193				
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				35,193
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))	21,146			21,146
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				12,749
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

- b** The form in which applications should be submitted and information and materials they should include.

- c** Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	30,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Schedule X-11A Analysis of Income-Producing Activities				
Enter gross amounts unless otherwise indicated.				
	Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
				(e) Related or exempt function income (See instructions)
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	23,686
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	47,789
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		71,475
13 Total. Add line 12, columns (b), (d), and (e)			13	71,475

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1	<p>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?</p>	
a	<p>Transfers from the reporting foundation to a noncharitable exempt organization of:</p>	
	<p>(1) Cash</p>	1a
	<p>(2) Other assets</p>	1a
b	<p>Other transactions</p>	
	<p>(1) Sales of assets to a noncharitable exempt organization</p>	1b
	<p>(2) Purchases of assets from a noncharitable exempt organization</p>	1b
	<p>(3) Rental of facilities, equipment, or other assets</p>	1b
	<p>(4) Reimbursement arrangements</p>	1b
	<p>(5) Loans or loan guarantees</p>	1b
	<p>(6) Performance of services or membership or fundraising solicitations</p>	1b
c	<p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>	1b
d	<p>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.</p>	1

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

John A. Sclater SVP Wells Fargo Bank N.A.
Signature of officer or trustee

1/8/2015
Date

SVP Wells Fargo Bank N.A.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

Alfred

Date

1/8/2015

Check ☒ if self-employed

PTIN

P01251603

Firm's name	► PricewaterhouseCoopers, LLP
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Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

Security Type	IN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	95-6025857	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	44,372.58	44,372.58
Savings & Temp Inv	95-6025857	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,508.41	1,508.41
			Total Savings & Temp Inv	45,880.99	45,880.99
Invest - Other	95-6025857	00203H859	AQR MANAGED FUTURES STR-I #15213	22,895.64	22,173.20
Invest - Other	95-6025857	04314H204	ARTISAN INTERNATIONAL FUND #661	85,201.70	59,415.81
Invest - Other	95-6025857	04314H600	ARTISAN MID CAP FUND-INS #1333	57,505.64	46,753.06
Invest - Other	95-6025857	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	43,376.04	44,365.25
Invest - Other	95-6025857	22544R305	CREDIT SUISSE COMM RET ST-I #2156	55,488.13	63,132.43
Invest - Other	95-6025857	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	29,163.84	22,013.41
Invest - Other	95-6025857	256210105	DODGE & COX INCOME FD COM #147	43,376.96	41,911.39
Invest - Other	95-6025857	256206103	DODGE & COX INT'L STOCK FD #1048	83,323.76	63,178.27
Invest - Other	95-6025857	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	34,661.67	34,899.98
Invest - Other	95-6025857	261980668	DREYFUS INTERNATL BOND FD CL I #6094	10,680.41	10,711.87
Invest - Other	95-6025857	262028855	DRIEHAUS ACTIVE INCOME FUND	28,598.20	29,087.49
Invest - Other	95-6025857	315920702	FID ADV EMER MKTS INC- CL I #607	21,441.97	20,981.94
Invest - Other	95-6025857	411511504	HARBOR CAPITAL APRCTION-INST #2012	96,993.31	48,189.34
Invest - Other	95-6025857	464287200	ISHARES CORE S & P 500 ETF	37,074.62	20,730.08
Invest - Other	95-6025857	339128100	JP MORGAN MID CAP VALUE-I #758	58,098.86	42,514.81
Invest - Other	95-6025857	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	25,060.94	25,574.68
Invest - Other	95-6025857	483438305	KALMAR GR W/ VAL SM CAP-INS #4	37,995.20	34,600.84
Invest - Other	95-6025857	589509207	MERGER FUND-INST #301	21,301.69	20,608.75
Invest - Other	95-6025857	552983694	MFS VALUE FUND-CLASS I #893	97,739.90	77,329.20
Invest - Other	95-6025857	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	29,278.06	29,278.06
Invest - Other	95-6025857	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	25,147.38	24,258.78
Invest - Other	95-6025857	683974604	OPPENHEIMER DEVELOPING MKT-I #799	137,689.33	124,016.44
Invest - Other	95-6025857	693390882	PIMCO FOREIGN BD FD USD H-INST #103	10,536.44	10,045.61
Invest - Other	95-6025857	693390700	PIMCO TOTAL RET FD-INST #35	43,495.37	43,269.28
Invest - Other	95-6025857	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	14,302.55	14,186.16
Invest - Other	95-6025857	74925K581	ROBEKO BP LNG/SHRT RES-INS	22,082.22	19,633.56
Invest - Other	95-6025857	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	53,750.18	47,725.60
Invest - Other	95-6025857	863137105	STRATTON SM-CAP VALUE FD #37	38,873.33	40,966.65
Invest - Other	95-6025857	77958B402	T ROWE PRICE INST FLOAT RATE #170	21,159.56	21,487.78
Invest - Other	95-6025857	77957P105	T ROWE PRICE SHORT TERM BD FD #55	25,883.71	25,999.43
Invest - Other	95-6025857	922908553	VANGUARD REIT VIPER	54,318.60	30,274.93
			Total Invest - Other	1,366,495.21	1,159,314.08
			Total Assets	1,412,376.20	1,205,195.07

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

Recipient(s) paid during the year

Name

JUNIOR BLIND OF AMERICA

Street

5300 ANGELES VISTA BLVD

City

LOS ANGELES

State

CA

Zip Code

90043

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

MCKINLEY CHILDRENS CENTER, INC

Street

762 CYPRESS ST

City

SAN DIMAS

State

CA

Zip Code

91773

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

VISTA DEL MAR CHILD & FAMILY SERVICES

Street

3200 MOTOR AVE

City

LOS ANGELES

State

CA

Zip Code

90034

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

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

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										16,143		Capital Gains/Losses		544,941		497,152		47,789	
										Other sales									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	AQR MANAGED FUTURES ST			7/12/2013		10/9/2013	11,137	11,534				0	-397					
2	X	ARTISAN INTERNATIONAL FU			7/12/2012		1/21/2014	5,144	3,442				0	1,702					
3	X	ARTISAN MID CAP FUND-INS			5/10/2012		10/9/2013	4,063	3,248				0	815					
4	X	HARBOR CAPITAL APRTION			7/12/2012		9/5/2014	1,338	831				0	507					
5	X	HARBOR CAPITAL APRTION			2/11/2013		9/5/2014	2,996	2,167				0	829					
6	X	HARBOR CAPITAL APRTION			1/24/2009		9/5/2014	1,820	954				0	866					
7	X	JPMORGAN HIGH YIELD FUND			3/31/2014		4/22/2014	31,264	31,148				0	116					
8	X	KALMAR GR W/VAL SM CAP			2/11/2013		1/21/2014	2,651	2,038				0	613					
9	X	KEELEY SMALL CAP VAL FD			8/25/2009		6/18/2014	11,071	5,240				0	5,831					
10	X	DODGE & COX INTL STOCK F			2/17/2011		10/9/2013	4,205	3,915				0	290					
11	X	DODGE & COX INTL STOCK F			2/17/2011		12/1/2014	2,332	2,014				0	318					
12	X	DODGE & COX INTL STOCK F			6/18/2014		9/5/2014	2,039	2,015				0	24					
13	X	DODGE & COX INCOME FD			2/11/2013		1/21/2014	1,462	1,484				0	-22					
14	X	DODGE & COX INCOME FD			2/11/2013		6/18/2014	10,963	10,916				0	47					
15	X	DODGE & COX INCOME FD			2/11/2013		9/5/2014	3,092	3,079				0	13					
16	X	DREYFUS EMG MKT DEBT LO			8/10/2012		10/9/2013	5,588	5,785				0	-197					
17	X	DREYFUS EMG MKT DEBT LO			2/17/2011		10/9/2013	12,862	13,179				0	-317					
18	X	ARTISAN MID CAP FUND-INS			1/23/2014		4/22/2014	1,855	1,869				0	-14					
19	X	ARTISAN MID CAP FUND-INS			3/31/2014		4/22/2014	3,638	3,729				0	-91					
20	X	ARTISAN MID CAP FUND-INS			2/11/2013		4/22/2014	2,832	2,369				0	463					
21	X	ARTISAN MID CAP FUND-INS			6/18/2014		9/5/2014	1,978	1,936				0	42					
22	X	CREDIT SUISSE COMM RET S			2/17/2011		10/9/2013	4,029	5,207				0	-1,178					
23	X	CREDIT SUISSE COMM RET S			8/12/2011		10/9/2013	4,921	6,152				0	-1,231					
24	X	CREDIT SUISSE COMM RET S			11/23/2010		10/9/2013	2,066	2,535				0	-469					
25	X	CREDIT SUISSE COMM RET S			7/12/2013		6/18/2014	20,655	24,057				0	-3,402					
26	X	DRIEHAUS ACTIVE INCOME F			7/12/2013		6/18/2014	4,146	4,123				0	23					
27	X	JP MORGAN MID CAP VALU			6/18/2014		9/5/2014	2,012	1,964				0	48					
28	X	HARBOR CAPITAL APRTION			8/10/2012		10/9/2013	1,161	950				0	211					
29	X	HARBOR CAPITAL APRTION			7/12/2012		10/9/2013	3,105	2,336				0	769					
30	X	HARBOR CAPITAL APRTION			11/21/2012		12/1/2014	3,322	2,396				0	926					
31	X	HARBOR CAPITAL APRTION			7/12/2012		12/1/2014	3,004	1,996				0	1,008					
32	X	HARBOR CAPITAL APRTION			3/31/2014		6/18/2014	8,235	7,976				0	259					
33	X	HARBOR CAPITAL APRTION			4/22/2014		6/18/2014	2,057	1,995				0	62					
34	X	HARBOR CAPITAL APRTION			2/11/2013		6/18/2014	4,323	3,292				0	1,031					
35	X	DREYFUS EMG MKT DEBT LO			10/24/2011		6/18/2014	7,785	7,823				0	-38					
36	X	DREYFUS EMG MKT DEBT LO			261980494		6/18/2014	1,658	1,611				0	47					
37	X	DREYFUS EMG MKT DEBT LO			261980494		6/18/2014	2,054	2,040				0	14					
38	X	DREYFUS EMG MKT DEBT LO			3/7/2012		6/18/2014	2,699	2,686				0	13					
39	X	DREYFUS EMG MKT DEBT LO			7/12/2013		6/18/2014	585	587				0	18					
40	X	DRIEHAUS ACTIVE INCOME F			7/12/2013		12/1/2014	5,724	5,687				0	37					
41	X	DRIEHAUS ACTIVE INCOME F			4/22/2014		6/18/2014	2,993	2,386				0	7					
42	X	KEELEY SMALL CAP VAL FD			10/2/2009		6/18/2014	23,470	10,866				0	12,504					
43	X	KEELEY SMALL CAP VAL FD			8/12/2011		6/18/2014	953	545				0	408					
44	X	KEELEY SMALL CAP VAL FD			3/7/2012		6/18/2014	3,248	2,095				0	1,153					
45	X	KEELEY SMALL CAP VAL FD			4/22/2014		6/18/2014	2,887	2,787				0	90					
46	X	LAUDUS MONDRIAN INTL FI			2/17/2011		4/22/2014	7,693	8,242				0	-549					
47	X	LAUDUS MONDRIAN INTL FI			3/7/2012		4/22/2014	206	219				0	-13					
48	X	LAUDUS MONDRIAN INTL FI			1/23/2014		4/22/2014	2,380	2,335				0	45					
49	X	MFS VALUE FUND-CLASS I #			3/7/2012		12/1/2014	1,724	1,263				0	461					
50	X	MERGER FD SH BEN INT #26			12/3/2014		8/8/2014	1,781	1,746				0	35					
51	X	MERGER FD SH BEN INT #26			4/22/2014		8/8/2014	1,710	1,689				0	21					
52	X	OPPENHEIMER DEVELOPING			6/3974604		9/5/2014	8,532	7,036				0	1,496					
53	X	PIMCO TOTAL RET FD-INST #			693390700		6/18/2014	10,693	10,614				0	79					
54	X	PIMCO TOTAL RET FD-INST #			693390700		9/5/2014	3,288	3,246				0	42					
55	X	PIMCO TOTAL RET FD-INST #			693390700		9/30/2014	22,190	22,088				0	102					
56	X	PIMCO TOTAL RET FD-INST #			693390700		9/30/2014	3,087	3,053				0	34					
57	X	ROBECO BP LINGSHRT RES-I			10/24/2011		6/18/2014	1,845	1,810				0	35					
58	X	ROBECO BP LINGSHRT RES-I			7/12/2013		6/18/2014	12,622	11,253				0	1,369					
59	X	RIDGEWORTH SEIX HY BD-I #			2/24/2010		12/1/2014	684	640				0	44					
60	X	RIDGEWORTH SEIX HY BD-I #			3/7/2012		12/1/2014	2,880	2,836				0	-44					
61	X	RIDGEWORTH SEIX HY BD-I #			7/12/2013		12/1/2014	13,668	13,932				0	-264					
62	X	RIDGEWORTH SEIX HY BD-I #			10/11/2013		12/1/2014	2,263	2,302				0	-39					
63	X	RIDGEWORTH SEIX HY BD-I #			11/24/2009		12/1/2014	10,794	9,984				0	810					
64	X	RIDGEWORTH SEIX HY BD-I #			8/25/2009		4/22/2014	14,772	13,005				0	1,767					
65	X	RIDGEWORTH SEIX HY BD-I #			10/2/2009		4/22/2014	15,005	13,572				0	1,433					
66	X	RIDGEWORTH SEIX HY BD-I #			11/24/2009		4/22/2014	4,023	3,687				0	336					
67	X	MERGER FD SH BEN INT #26			2/17/2011		8/8/2014	4,184	4,097				0	87					
68	X	ASG GLOBAL ALTERNATIVES			10/11/2013		12/1/2014	2,554	2,574				0	-20					

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					Net Gain or Loss
								Long Term CG Distributions		Short Term CG Distributions		Amount	
69	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		1/21/2014	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
70	X	ASG GLOBAL ALTERNATIVES	638721885		3/31/2014		8/6/2014	2,521	2,536				-15
71	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		8/6/2014	1,498	1,543				-45
72	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		10/9/2013	6,218	6,525				-307
73	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		6/18/2014	11,530	11,219				311
74	X	OPPENHEIMER DEVELOPING	683974505		3/31/2014		6/18/2014	4,582	4,137				445
75	X	OPPENHEIMER DEVELOPING	683974505		9/30/2009		1/21/2014	2,461	2,296				165
76	X	VANGUARD FTSE EMERGING	922042858		8/10/2011		1/21/2014	8,369	8,258				111
77	X	VANGUARD FTSE EMERGING	922042858		1/12/2012		1/21/2014	7,072	7,336				-264
78	X	VANGUARD FTSE EMERGING	922042858		3/5/2012		1/21/2014	14,144	14,395				-252
79	X	VANGUARD FTSE EMERGING	922042858		5/8/2012		1/21/2014	3,143	3,546				-403
80	X	VANGUARD FTSE EMERGING	922042858		8/8/2012		1/21/2014	2,436	2,549				-113
81	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		1/21/2014	1,768	1,856				-88
82	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		4/22/2014	4,361	4,881				-520
83	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		6/18/2014	5,283	5,339				-56
84	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		6/18/2014	1,079	1,090				-11
85	X	T ROWE PRICE SHORT TERM	77957P105		8/25/2009		6/18/2014	1,241	1,254				-13
86	X	SPDR DJ WILSHIRE INTERNA	78463X863		6/18/2014		9/5/2014	1,197	1,199				-2
87	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		9/5/2014	893	879				14
88	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		10/9/2013	823	823				70
89	X	VANGUARD FTSE EMERGING	922042858		8/21/2009		1/21/2014	10,378	10,378				-711
90	X	VANGUARD FTSE EMERGING	922042858		8/21/2009		1/21/2014	9,667	9,665				834
91	X	VANGUARD REIT VIPER	922908553		11/9/2012		9/5/2014	12,140	11,808				332
92	X	PIMCO TOTAL RET FD-INST #	693390700		10/11/2013		9/30/2014	2,093	1,659				434
93	X	PIMCO TOTAL RET FD-INST #	693390700		10/11/2013		9/30/2014	11,544	11,491				53
94	X	ROBECO BP LING/SHRT RES	74925K581		7/12/2013		1/21/2014	6,674	6,637				37
								6,926	6,389				537

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

		733	0	0	733
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	733			733

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

		1,595	315	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	315	315		
2	PY EXCISE TAX DUE	493			
3	ESTIMATED EXCISE PAYMENTS	787			

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

		10	0	0	10
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

		1,076,197	1,159,314	1,366,495
		Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
1	SEE ATTACHMENT	1,184,721	1,159,314	1,366,495

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

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

1	COST BASIS ADJUSTMENT	1	2
2	Total	2	2

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

1	GAIN ON SALES NOT SETTLED AT YEAR END	1	226
2	MUTUAL FUND TIMING DIFFERENCE	2	18
3	PY RETURN OF CAPITAL ADJUSTMENT	3	621
4	Total	4	865

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

Long Term CG Distributions										Amount	Short Term CG Distributions										Amount
										16,143											0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses								
1 AQR MANAGED FUTURES STR-I #15213	000203H859		7/12/2013	10/9/2013	11,137				11,534				-397								
2 ARTISAN INTERNATIONAL FUND #661	04314H204		7/12/2012	12/12/2014	5,144				3,442				1,702								
3 ARTISAN MID CAP FUND-INS #1333	04314H600		5/10/2012	10/9/2013	4,083				3,448				615								
4 HARBOR CAPITAL APRICTION-INST #20	411511504		7/12/2012	9/5/2014	1,338				831				507								
5 HARBOR CAPITAL APRICTION-INST #20	411511504		2/17/2013	9/5/2014	2,996				2,167				829								
6 HARBOR CAPITAL APRICTION-INST #20	411511504		7/12/2012	9/5/2014	1,820				854				966								
7 JPMORGAN HIGH YIELD FUND SS #358	4812C0803		3/31/2014	4/22/2014	31,264				31,148				116								
8 KALMAR GR W VAL SM CAP-INS #4	483438305		2/11/2013	12/12/2014	2,851				2,038				813								
9 KEELLY SMALL CAP VAL FD CL I #2251	487300808		8/25/2009	6/18/2014	11,071				5,240				5,831								
10 DODGE & COX INT'L STOCK FD #1048	256206103		2/17/2011	10/9/2013	4,205				3,815				380								
11 DODGE & COX INT'L STOCK FD #1048	256206103		2/17/2011	12/12/2014	2,332				2,014				318								
12 DODGE & COX INT'L STOCK FD #1048	256206103		6/18/2014	9/5/2014	2,039				2,015				24								
13 DODGE & COX INCOME FUND COM #147	256210105		2/11/2013	12/12/2014	1,462				1,484				-22								
14 DODGE & COX INCOME FUND COM #147	256210105		2/11/2013	6/18/2014	10,983				10,916				67								
15 DODGE & COX INCOME FUND COM #147	256210105		2/11/2013	9/5/2014	3,092				3,079				13								
16 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		8/10/2012	10/9/2013	5,588				5,785				-197								
17 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		7/12/2011	10/9/2013	12,882				13,179				-317								
18 ARTISAN MID CAP FUND-INS #1333	04314H600		12/23/2014	4/22/2014	1,855				1,869				-14								
19 ARTISAN MID CAP FUND-INS #1333	04314H600		3/31/2014	4/22/2014	3,638				3,729				-91								
20 ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	2,832				2,369				463								
21 ARTISAN MID CAP FUND-INS #1333	04314H600		6/18/2014	9/5/2014	1,978				1,938				40								
22 CREDIT SUISSE COMMA RET ST-I #2156	22544R305		2/17/2011	10/9/2013	4,029				5,207				-1,178								
23 CREDIT SUISSE COMMA RET ST-I #2156	22544R305		8/12/2011	10/9/2013	4,821				6,152				-1,331								
24 CREDIT SUISSE COMMA RET ST-I #2156	22544R305		11/23/2010	10/9/2013	2,068				2,535				-469								
25 CREDIT SUISSE COMMA RET ST-I #2156	22544R305		11/23/2010	6/18/2014	20,655				24,057				-3,402								
26 DRIEHAUS ACTIVE INCOME FUND	260202855		7/12/2013	6/18/2014	4,146				4,123				23								
27 JPMORGAN MID CAP VAL-INS #758	339128100		8/10/2012	9/5/2014	2,012				1,964				48								
28 HARBOR CAPITAL APRICTION-INST #20	411511504		8/10/2012	10/9/2013	1,181				950				211								
29 HARBOR CAPITAL APRICTION-INST #20	411511504		11/22/2012	10/9/2013	3,105				2,336				769								
30 HARBOR CAPITAL APRICTION-INST #20	411511504		11/22/2012	12/12/2014	3,322				2,398				926								
31 HARBOR CAPITAL APRICTION-INST #20	411511504		7/12/2012	12/12/2014	3,004				1,996				1,008								
32 HARBOR CAPITAL APRICTION-INST #20	411511504		3/31/2014	6/18/2014	8,235				7,978				257								
33 HARBOR CAPITAL APRICTION-INST #20	411511504		4/22/2014	6/18/2014	2,051				1,993				58								
34 HARBOR CAPITAL APRICTION-INST #20	411511504		2/17/2013	6/18/2014	4,323				3,782				541								
35 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		7/12/2011	6/18/2014	7,765				7,823				-58								
36 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		10/24/2011	6/18/2014	1,656				1,611				47								
37 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		2/14/2012	6/18/2014	2,054				2,040				14								
38 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		3/7/2012	6/18/2014	2,899				2,689				210								
39 DREYFUS EMG MKT DEBT LOC C-I #806	261980494		7/12/2013	6/18/2014	585				587				-2								
40 DRIEHAUS ACTIVE INCOME FUND	260202855		7/12/2013	12/12/2014	5,724				5,687				37								
41 DRIEHAUS ACTIVE INCOME FUND	260202855		4/22/2014	6/18/2014	2,933				2,886				47								
42 KEELLY SMALL CAP VAL FD CL I #2251	487300808		10/22/2009	6/18/2014	23,470				10,866				12,504								
43 KEELLY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	6/18/2014	953				545				408								
44 KEELLY SMALL CAP VAL FD CL I #2251	487300808		3/7/2012	6/18/2014	3,248				2,095				1,153								
45 KEELLY SMALL CAP VAL FD CL I #2251	487300808		4/22/2014	6/18/2014	2,887				2,197				690								
46 LAUDUS MONDRIAN INTL FINIST #29451850655			7/12/2012	4/22/2014	7,693				8,442				-749								
47 LAUDUS MONDRIAN INTL FINIST #29451850655			2/17/2011	4/22/2014	206				219				-13								
48 LAUDUS MONDRIAN INTL FINIST #29451850655			12/23/2014	4/22/2014	2,390				2,335				55								
49 MFS VALUE FUND-CLASS I #893	552983694		7/12/2012	12/12/2014	1,724				1,746				-22								
50 MERGER FD SH BEN INT #280	589509108		12/23/2012	9/5/2014	1,710				1,689				21								
51 MERGER FD SH BEN INT #280	589509108		4/22/2014	9/5/2014	8,532				7,038				1,496								
52 OFFENHEIMER DEVELOPING MKT-I #75	683974604		2/17/2011	9/5/2014	10,693				10,614				79								
53 PINCO TOTAL RET FD-INST #35	693390700		2/17/2011	9/5/2014	3,288				3,246				42								
54 PINCO TOTAL RET FD-INST #35	693390700		10/24/2011	9/30/2014	22,190				22,088				102								
55 PINCO TOTAL RET FD-INST #35	693390700		7/12/2013	6/18/2014	1,645				3,053				-1,408								
56 PINCO TOTAL RET FD-INST #35	693390700		4/22/2014	6/18/2014	12,622				11,253				1,369								
57 ROBCO BP LNG/SHRT RES-INS	74925K581		7/12/2013	6/18/2014	684				640				44								
58 ROBCO BP LNG/SHRT RES-INS	74925K581		2/24/2010	12/12/2014	2,880				2,836				44								
59 RIDGEWORTH SEIX HY BDI #5855	766287845		3/7/2012	12/12/2014	13,668				13,932				-264								
60 RIDGEWORTH SEIX HY BDI #5855	766287845		7/12/2013	12/12/2014	2,263				2,302				-39								
61 RIDGEWORTH SEIX HY BDI #5855	766287845		10/11/2013	12/12/2014	10,764				9,984				780								
62 RIDGEWORTH SEIX HY BDI #5855	766287845		11/24/2009	12/12/2014	14,772				13,005				1,767								
63 RIDGEWORTH SEIX HY BDI #5855	766287845		8/25/2009	4/22/2014	15,005				13,572				1,433								
64 RIDGEWORTH SEIX HY BDI #5855	766287845		10/22/2009	4/22/2014	4,023				3,687				336								
65 RIDGEWORTH SEIX HY BDI #5855	766287845		2/17/2011	12/12/2014	4,184				4,097				87								
66 ASG GLOBAL ALTERNATIVES-Y #1993	638721885		10/11/2013	12/12/2014	2,554				2,574				-20								
67 ASG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	12/12/2014	2,521				2,536				-15								
68 ASG GLOBAL ALTERNATIVES-Y #1993	638721885		3/31/2014	9/5/2014	1,198				1,543				-45								
69 ASG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	9/5/2014	6,118				6,525				-407								
70 OFFENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	10/9/2013	11,530				11,218				311								
71 OFFENHEIMER DEVELOPING MKT-Y #7	683974505		2/11/2013	6/18/2014	4,882				4,137				745								
72 OFFENHEIMER DEVELOPING MKT-Y #7	683974505		3/31/2014	6/18/2014	2,461				2,296				165								
73 VANGUARD FTSE EMERGING MARKET	922042858		9/30/2009	12/12/2014	7,077				7,138				-61								
74 VANGUARD FTSE EMERGING MARKET	922042858		8/10/2011	12/12/2014	14,144				14,298				-154								
75 VANGUARD FTSE EMERGING MARKET	922042858		3/5/2012	12/12/2014	3,143				3,446				-303								
76 VANGUARD FTSE EMERGING MARKET	922042858		5/9/2012	12/12/2014	2,168				2,549				-381								
77 VANGUARD FTSE EMERGING MARKET	922042858		8/9/2012	12/12/2014	4,381				4,681				-300								
78 VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	12/12/2014	5,283				5,339				-56								
79 T ROWE PRICE SHORT TERM BD #577957P105			2/14/2012	4/22/2014	1,079				1,090				-11								
80 T ROWE PRICE SHORT TERM BD #577957P105			2/14/2012	6/18/2014	1,241				1,254				-13								

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

	Amount	Long Term CG Distributions Short Term CG Distributions	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excesses of FMV Over Adjusted Basis or Losses
	16,143	0	T ROWE PRICE SHORT TERM BD F#77957P105			8/25/2009	6/18/2014	1,197			1,195	-2	0	0	0	31,846
			SFDR DJ WILSHIRE INTERNATIONAL RT78463X863			6/18/2014	9/5/2014	879			893	14	0	0	0	-2
			SFDR DJ WILSHIRE INTERNATIONAL RT78463X863			4/28/2011	9/5/2014	883			823	70	0	0	0	14
			VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	10/9/2013	9,697			10,378	-711	0	0	0	-711
			VANGUARD FTSE EMERGING MARKET	922042858		8/21/2009	12/1/2014	8,631			8,631	0	0	0	0	0
			VANGUARD FTSE EMERGING MARKET	922042858		7/10/2013	12/1/2014	11,608			11,608	0	0	0	0	834
			VANGUARD REIT VIPER	922908553		11/19/2012	9/5/2014	1,559			2,093	434	0	0	0	332
			PIMCO TOTAL RET FD-INST #35	922908553		10/11/2013	9/30/2014	11,544			11,481	53	0	0	0	434
			PIMCO TOTAL RET FD-INST #35	922908553		4/22/2014	9/30/2014	6,674			6,637	37	0	0	0	53
			ROBECO BP LONGSHORT RES.IN.	749ZCS81		7/12/2013	12/1/2014	6,389			6,389	0	0	0	0	37
								6,926			6,935	9	0	0	0	537

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	17,800			0

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	2/16/2014	2	197
3 Second quarter estimated tax payment	4/3/2014	3	197
4 Third quarter estimated tax payment	7/7/2014	4	197
5 Fourth quarter estimated tax payment	10/4/2014	5	196
6 Other payments		6	
7 Total		7	787