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Return of Private Foundation

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

OMB No 1545-0052

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 11/1/2013, and ending 10/31/2014

Name of foundation ANN EARLE TALCOTT FUND	A Employer identification number 22-6203894				
	B Telephone number (see instructions) (888) 730-4933				
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 Winston Salem	State NC	ZIP code 27101-3818			
Foreign country name	Foreign province/state/county	Foreign postal code			
G Check all that apply		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,208,508		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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		43,966	42,483		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		71,381			
b Gross sales price for all assets on line 6a 942,119					
7 Capital gain net income (from Part IV, line 2)			71,381		
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		115,347	113,864	0	
13 Compensation of officers, directors, trustees, etc.		32,579	24,435		8,145
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,052			1,052
c Other professional fees (attach schedule)		2,246			2,246
17 Interest					
18 Taxes (attach schedule) (see instructions)		2,233	409		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		38,110	24,844	0	11,443
25 Contributions, gifts, grants paid		94,623			94,623
26 Total expenses and disbursements. Add lines 24 and 25		132,733	24,844	0	106,066
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-17,386			
b Net investment income (if negative, enter -0-)			89,020		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	63,783	68,088	68,088
	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)	1,878,219	1,855,515	2,140,420
	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)	1,942,002	1,923,603	2,208,508
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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)			
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	1,942,002	1,923,603	
	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)	1,942,002	1,923,603	
	31	Total liabilities and net assets/fund balances (see instructions)	1,942,002	1,923,603	

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	1,942,002
2	Enter amount from Part I, line 27a	2	-17,386
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	3	83
4	Add lines 1, 2, and 3	4	1,924,699
5	Decreases not included in line 2 (itemize) ► PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	5	1,096
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,923,603

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 brck 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	(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	71,381
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	95,319	2,130,436	0.044742
2011	109,604	2,066,752	0.053032
2010	103,484	2,167,371	0.047746
2009	123,228	2,033,434	0.060601
2008	32,605	1,723,786	0.018915

- | | | |
|----------|---|-----------|
| 2 | 2 | 0.225036 |
| 3 | 3 | 0.045007 |
| 4 | 4 | 2,211,919 |
| 5 | 5 | 99,552 |
| 6 | 6 | 890 |
| 7 | 7 | 100,442 |
| 8 | 8 | 106,066 |
- 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.

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
- 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-)
- 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:
- a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 1,258
- 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 1,258
- 8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached 8
- 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 0
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 368
- 11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 368 Refunded ► 11 0

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? 1a Yes X
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X
- If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*
- c Did the foundation file Form 1120-POL for this year? 1c Yes 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? 2 Yes X
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? 4a Yes X
- b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Yes X
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? 6 Yes X
- 7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ 7 Yes X
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* 8b Yes X
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* 9 Yes X
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* 10 Yes X

Part VII-A Statements Regarding Activities (continued)

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

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 ► 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?		
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
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				
				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, I	TRUSTEE 4.00	32,579		

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	2,171,106
b	Average of monthly cash balances	1b	74,497
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,245,603
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	2,245,603
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,211,919
6	Minimum investment return. Enter 5% of line 5	6	110,596

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	110,596
2a	Tax on investment income for 2013 from Part VI, line 5	2a	890
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	890
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,706
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,706
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	109,706

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	106,066
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	106,066
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	890
6	Adjusted qualifying distributions. Subtract line 5 from line 4		105,176

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				109,706
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			19,681	
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. ► \$ 106,066				
a Applied to 2012, but not more than line 2a			19,681	
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				86,385
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				23,321
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)(ii) | | | | | | | 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:

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST WINSTON SALEM . NC 27101-3818 (888) 234-1999

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

GRANT APPLICATIONS MUST BE SUBMITTED ONLINE TO GRANTADMINISTRATION@WELLSFARGO.COM

- c Any submission deadlines:**

JULY 22nd

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

PARAMOUNT CONSIDERATION GIVEN TO A REQUEST WHICH AIDES THE INDIGENT. PREFERENCE TO REQUESTS AIDING N

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)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 94,623
<i>b Approved for future payment</i>				
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		115,347
13	Total. Add line 12, columns (b), (d), and (e)				13	115,347

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

Al 250 - SVP Wells Fargo Bank N.A.

2/2/2015

► SVP Wells Fargo Bank N.A.

Signature of officer or trustee

10

Title

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

Signature of filer or filer's agent		Date filed			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		2/2/2015		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no.	412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

THE ARC OF UNION COUNTY

Street

52 FADEM ROAD

City SPRINGFIELD	State NJ	Zip Code 07081	Foreign Country
----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

EVA'S VILLAGE INC.

Street

393 MAIN STREET

City PATERSON	State NJ	Zip Code 07501	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
---	------------------------

Name

GREATER LIFE INC METRO

Street

272 CHANCELLOR AVENUE

City NEWARK	State NJ	Zip Code 07108	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
---	-------------------------

Name

ST. BENEDICTS PREPARATORY SCHOOL

Street

520 DR. MARTIN LUTHER KING JR. BLVD

City NEWARK	State NJ	Zip Code 07102-1314	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

TRINITAS HEALTH FOUNDATION

Street

PO BOX 259

City ELIZABETH	State NJ	Zip Code 07207	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 15,000
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Name

WOMEN'S HEALTH CLINIC AT MORRISTOWN MEDICAL

Street

100 MADISON AVENUE

City MORRISTOWN	State NJ	Zip Code 07960	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 14,534
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHRISTIAN HEALTH CARE CENTER

Street

301 SICOMAC AVENUE

City WYCKOFF	State NJ	Zip Code 07481	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 12,000
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Name

CENTER FOR FAMILY SERVICES

Street

584 BENSON STREET

City CAMDEN	State NJ	Zip Code 08103	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

JEWISH FAMILY SERVICE OF CENTRAL NEW JERSEY

Street

655 WESTFIELD AVENUE

City ELIZABETH	State NJ	Zip Code 07208	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 8,089
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Name**Street**

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

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		24,443		Cost, Other Basis and Expenses		870,738		Net Gain or Loss		71,381			
Short Term CG Distributions						Gross Sales		942,119		0		0			
Check "X" to include in Part N		Description		Purchaser		Check "X" if Purchaser is a Business		Gross Sales Price		Cost or Other Basis		Valuation Method			
1	X	RIDGEWORTH SEIX HY BD-#	766281645	2	X	RIDGEWORTH SEIX HY BD-#	766281645	3	X	RIDGEWORTH SEIX HY BD-#	766281645	4	X	T ROWE PRICE SHORT TERM	77957P105
5	X	T ROWE PRICE SHORT TERM	77957P105	6	X	T ROWE PRICE SHORT TERM	77957P105	7	X	T ROWE PRICE SHORT TERM	77957P105	8	X	T ROWE PRICE SHORT TERM	77957P105
9	X	T ROWE PRICE SHORT TERM	77957P105	10	X	T ROWE PRICE INST FLOAT	77958B402	11	X	SPDR DJ WILSHIRE INTERNAL	78463X863	12	X	SPDR DJ WILSHIRE INTERNAL	78463X863
13	X	VANGUARD TOTAL BOND MA	921937835	14	X	VANGUARD TOTAL BOND MA	921937835	15	X	VANGUARD FTSE EMERGING	922042858	16	X	VANGUARD FTSE EMERGING	922042858
17	X	VANGUARD FTSE EMERGING	922042858	18	X	VANGUARD FTSE EMERGING	922042858	19	X	VANGUARD REIT VIPER	922908553	20	X	VANGUARD REIT VIPER	922908553
21	X	VANGUARD REIT VIPER	922908553	22	X	VANGUARD REIT VIPER	922908553	23	X	ARTISAN INTERNATIONAL FU	04314H204	24	X	ARTISAN INTERNATIONAL FU	04314H204
25	X	ARTISAN MID CAP FUNDS	04314H600	26	X	ARTISAN MID CAP FUNDS	04314H600	27	X	CREDIT SUISSE COMM RET S	226244R305	28	X	CREDIT SUISSE COMM RET S	226244R305
29	X	CREDIT SUISSE COMM RET S	226244R305	30	X	DIAMOND HILL LONG-SHORT	250984S833	31	X	DIAMOND HILL LONG-SHORT	250984S833	32	X	DIAMOND HILL LONG-SHORT	250984S833
33	X	DODGE & COX INTR STOCK F	256205103	34	X	DODGE & COX INTR STOCK F	256205103	35	X	DODGE & COX INCOME FD CO	256210105	36	X	DODGE & COX INCOME FD CO	256210105
37	X	DODGE & COX INCOME FD CO	256210105	38	X	DODGE & COX INCOME FD CO	256210105	39	X	DODGE & COX INCOME FD CO	256210105	40	X	DODGE & COX INCOME FD CO	256210105
41	X	DODGE & COX INCOME FD CO	256210105	42	X	DODGE & COX INCOME FD CO	256210105	43	X	DODGE & COX INCOME FD CO	256210105	44	X	DREYFUS EMG MKT DEBT LO	261980494
45	X	DREYFUS EMG MKT DEBT LO	261980494	46	X	DREYFUS EMG MKT DEBT LO	261980494	47	X	DREIHAUS ACTIVE INCOME F	262028855	48	X	DREIHAUS ACTIVE INCOME F	262028855
49	X	DREIHAUS ACTIVE INCOME F	262028855	50	X	DREIHAUS ACTIVE INCOME F	262028855	51	X	DREIHAUS ACTIVE INCOME F	262028855	52	X	EATON VANCE GLOBAL MACH	277933728
53	X	EATON VANCE GLOBAL MACH	277933728	54	X	EATON VANCE GLOBAL MACH	277933728	55	X	JP MORGAN MID CAP VALUE	339126100	56	X	HARBOR CAPITAL APRTN	41151504
57	X	HARBOR CAPITAL APRTN	41151504	58	X	HARBOR CAPITAL APRTN	41151504	59	X	HARBOR CAPITAL APRTN	41151504	60	X	LAUDIUS MONDRIAN INTL FUND	518850100
61	X	LAUDIUS MONDRIAN INTL FUND	518850100	62	X	KEELEY SMALL CAP VAL FD Q	4873060808	63	X	KEELEY SMALL CAP VAL FD Q	4873060808	64	X	SHARES CORE S & P 500 ETN	464287200
65	X	JP MORGAN HIGH YIELD FUN	4812620803	66	X	LAUDIUS MONDRIAN INTL FUND	518850100	67	X	KEELEY SMALL CAP VAL FD Q	4873060808	68	X	LAUDIUS MONDRIAN INTL FUND	518850100
Totals		Capital Gains/Losses Other Sales		Gross Sales		942,119		0		Expense of Sale and Cost of Improvements		Depreciation			
										Adjustments		Net Gain or Loss			
												0			

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	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
											Other sales	Other sales				
	Long Term CG Distributions															71,381
	Short Term CG Distributions															0
68	X	LAUDUS MONDRIAN INT'L FUND	51855Q655		7/12/2013		4/22/2014	3,475	3,393							82
70	X	LAUDUS MONDRIAN INT'L FUND	51855Q655		9/26/2011		4/22/2014	2,273	2,536							-263
71	X	LAUDUS MONDRIAN INT'L FUND	51855Q655		1/23/2014		4/22/2014	8,554	8,389							165
72	X	MFS VALUE FUND-CLASS #19	5528836394		10/1/2013		12/1/2014	-	2,678							161
73	X	MFS VALUE FUND-CLASS #19	5528836394		2/14/2012		12/1/2014	1,467	1,065							402
74	X	MFS VALUE FUND-CLASS #19	5528836394		6/20/2014		8/14/2014	3,419	3,500							-81
75	X	MERGER FD SH BEN INT #260	67085Q1772		10/20/2011		6/18/2014	9,531	9,150							361
76	X	NUVEEN HIGH YIELD MUNI BUD	67085Q1772		4/24/2014		10/28/2014	688	822							36
77	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		6/18/2014	5,105	4,609							496
78	X	MERGER FD SH BEN INT #260	683974505		7/12/2013		8/8/2014	21,597	21,174							423
79	X	MERGER FD SH BEN INT #260	58895Q8108		10/20/2011		8/8/2014	1,380	1,337							43
80	X	ASG GLOBAL ALTERNATIVES	6387278385		7/12/2013		1/21/2014	8,824	8,824							-54
81	X	OPPENHEIMER DEVELOPING	683974504		2/11/2013		8/14/2014	7,021	6,225							786
82	X	ASG GLOBAL ALTERNATIVES	6387278385		7/12/2013		6/18/2014	12,193	12,408							-215
83	X	ASG GLOBAL ALTERNATIVES	6387278385		7/12/2013		8/14/2014	2,215	2,288							0
84	X	NEIDERBERG BERMAN LONG	641268608		6/22/2014		8/14/2014	9,116	9,116							-73
85	X	NUVEEN HIGH YIELD MUNI BUD	67085Q1772		4/24/2014		8/14/2014	3,116	3,116							0
86	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		6/18/2014	4,243	4,319							59
87	X	PIMCO TOTAL RET FD-INST #	693390700		4/24/2014		6/18/2014	9,611	9,541							-136
88	X	PIMCO TOTAL RET FD-INST #	693390700		10/1/2013		8/14/2014	7,583	7,466							70
89	X	PIMCO TOTAL RET FD-INST #	693390700		4/24/2014		9/5/2014	1,472	1,453							117
90	X	PIMCO TOTAL RET FD-INST #	693390700		10/1/2013		8/14/2014	9,520	9,492							62
91	X	PIMCO TOTAL RET FD-INST #	693390700		1/7/2009		9/30/2014	8,851	8,387							484
92	X	PIMCO TOTAL RET FD-INST #	693390700		12/1/2008		9/30/2014	123,280	116,929							351
93	X	PIMCO TOTAL RET FD-INST #	693390700		10/1/2013		9/30/2014	3,558	3,541							17
94	X	PIMCO FOREIGN BD FD USD #	693390882		2/14/2012		6/14/2014	2,497	2,420							77
85	X	RIDGEWORTH SIX HUNDRED-1#	766287645		7/12/2013		1/21/2014	15,084	15,355							-281

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

	1,052	0	0	1,052
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,052			1,052

Part I, Line 16c (990-PF) - Other Professional Fees

	2,246	0	0	2,246
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	2,246			2,246

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

		2,233	409	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	409	409		
2	PY EXCISE TAX DUE	566			
3	ESTIMATED EXCISE PAYMENTS	1,258			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		1,878,219	1,855,515	2,140,420

Issues for Tax on Investment Income

Long Term CGG Distributions											Amount	24,413	0	46,968	
Description of Property Sold		CLUSIP #		How Acquired		Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	Adjusted Basis as of 12/31/13	F MV as of 12/31/13	Excess of F MV Over Adj Basis	Gains Minus Losses of F MV Over Adjusted Basis or Losses
1 RIDGEWORTH SIXTH BD - #8355	76287845			BD-#8355		8/28/2011	12/2/2014	34,353		0	32,684	0	2,494	0	
2 RIDGEWORTH SIXTH BD - #8355	76287845			BD-#8355		10/20/2011	4/22/2014	13,656		0	12,807	851	2,434	0	
3 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/14/2012	4/22/2014	16,188		0	16,136	-168	0	0	
4 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/11/2013	4/22/2014	5,215		0	5,269	-54	0	0	
5 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/11/2013	4/22/2014	11,601		0	11,722	-121	0	0	
6 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/11/2013	4/22/2014	3,904		0	3,945	0	0	0	
7 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/11/2013	4/22/2014	4,776		0	4,825	-49	0	0	
8 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		2/11/2013	4/22/2014	11,721		0	11,843	-122	0	0	
9 TROY PRICE SHORT TERM BD FD #5	77817751			TROY PRICE SHORT TERM BD FD #5		10/28/2013	10/28/2014	16,230		0	16,151	-16	0	0	
10 TROY PRICE INST FLOT RATE #170	79598542			TROY PRICE INST FLOT RATE #170		1/24/2014	10/28/2014	759		0	745	-14	0	0	
11 SPDR DOWNSHIRE INTERNATIONAL RI	71433785			SPDR DOWNSHIRE INTERNATIONAL RI		5/23/2011	4/22/2014	2,652		0	2,558	-94	0	0	
12 SPDR DOWNSHIRE INTERNATIONAL RI	71433785			SPDR DOWNSHIRE INTERNATIONAL RI		5/23/2011	4/22/2014	5,059		0	4,920	-39	0	0	
13 VANGUARD TOTAL BOND MARKET ET	97220553			VANGUARD TOTAL BOND MARKET ET		9/30/2014	10/22/2014	4,304		0	4,205	-95	0	0	
14 VANGUARD TOTAL BOND MARKET ET	97220553			VANGUARD TOTAL BOND MARKET ET		9/30/2014	10/22/2014	13,348		0	13,258	-90	0	0	
15 VANGUARD FTSE EMERGING MARKET	9722042858			VANGUARD FTSE EMERGING MARKET		2/27/2013	12/2/2014	0		0	14,898	-1,598	0	0	
16 VANGUARD FTSE EMERGING MARKET	9722042858			VANGUARD FTSE EMERGING MARKET		12/28/2010	12/2/2014	16,230		0	21,794	-3,564	0	0	
17 VANGUARD FTSE EMERGING MARKET	9722042858			VANGUARD FTSE EMERGING MARKET		12/28/2010	8/1/2014	2,039		0	2,208	-169	0	0	
18 VANGUARD FTSE EMERGING MARKET	9722042858			VANGUARD FTSE EMERGING MARKET		12/28/2010	8/1/2014	3,977		0	3,241	-164	0	0	
19 VANGUARD REIT VIPER	97220553			VANGUARD REIT VIPER		11/19/2012	4/22/2014	1,672		0	1,623	-49	0	0	
20 VANGUARD REIT VIPER	97220553			VANGUARD REIT VIPER		12/17/2014	4/22/2014	2,088		0	1,936	-150	0	0	
21 VANGUARD REIT VIPER	97220553			VANGUARD REIT VIPER		12/17/2014	4/22/2014	992		0	869	-123	0	0	
22 VANGUARD REIT VIPER	97220553			VANGUARD REIT VIPER		12/28/2010	8/1/2014	5,802		0	3,952	-1,810	0	0	
23 ARTISAN INTERNATIONAL FUND #661	931449404			ARTISAN INTERNATIONAL FUND #661		8/28/2011	12/1/2014	3,288		0	2,230	1,088	0	0	
24 ARTISAN INTERNATIONAL FUND #661	931449404			ARTISAN INTERNATIONAL FUND #661		8/28/2011	8/1/2014	3,445		0	3,511	-66	0	0	
25 ARTISAN MFG FUNDS #1333	93146800			ARTISAN MFG FUNDS #1333		2/15/2013	12/22/2014	12,014		0	10,047	1,957	0	0	
26 ARTISAN MFG FUNDS #1333	93146800			ARTISAN MFG FUNDS #1333		6/20/2011	10/22/2014	8,337		0	8,163	-137	0	0	
27 CREDIT SUISSE COMB RET ST-#1558	82544R305			CREDIT SUISSE COMB RET ST-#1558		8/28/2011	4/22/2014	341		0	9,999	-1,842	0	0	
28 CREDIT SUISSE COMB RET ST-#1558	82544R305			CREDIT SUISSE COMB RET ST-#1558		2/14/2012	6/1/2014	5,117		0	4,15	-74	0	0	
29 CREDIT SUISSE COMB RET ST-#1558	82544R305			CREDIT SUISSE COMB RET ST-#1558		10/20/2011	12/1/2014	5,027		0	5,585	-478	0	0	
30 CREDIT SUISSE COMB RET ST-#1558	82544R305			CREDIT SUISSE COMB RET ST-#1558		8/10/2012	8/1/2014	0		0	27,105	-2,076	0	0	
31 CREDIT SUISSE COMB RET ST-#1558	82544R305			CREDIT SUISSE COMB RET ST-#1558		10/20/2011	10/22/2014	4,455		0	30,565	-556	0	0	
32 DIAMOND HILL LONG-SHORT FUND CL # 22545833	93146800			DIAMOND HILL LONG-SHORT FUND CL # 22545833		8/10/2012	10/22/2014	36,050		0	25,741	10,309	0	0	
33 DIAMOND HILL LONG-SHORT FUND CL # 22545833	93146800			DIAMOND HILL LONG-SHORT FUND CL # 22545833		8/10/2012	10/22/2014	8,349		0	5,344	1,512	0	0	
34 DOGGE & COX INTR STOCK FD #1048	286206103			DOGGE & COX INTR STOCK FD #1048		7/17/2008	12/1/2014	3,075		0	5,814	535	0	0	
35 DOGGE & COX INTR STOCK FD #1048	286206103			DOGGE & COX INTR STOCK FD #1048		6/20/2013	12/1/2014	1,414		0	3,141	-53	0	0	
36 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	8/1/2014	1,640		0	3,468	-56	0	0	
37 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	8/1/2014	6,236		0	6,214	-22	0	0	
38 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	3/9/2014	7,021		0	7,021	0	0	0	
39 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	10/22/2014	0		0	5,572	-24	0	0	
40 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	10/22/2014	259		0	286	-3	0	0	
41 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	10/22/2014	11,244		0	11,246	-36	0	0	
42 DOGGE & COX INCOME FD COM #47	286201035			DOGGE & COX INCOME FD COM #47		2/17/2013	10/22/2014	0		0	1,868	54	0	0	
43 DREYFUS ENG MKT DEB LOC C-#808	2615804324			DREYFUS ENG MKT DEB LOC C-#808		12/28/2010	8/1/2014	9,518		0	8,773	-45	0	0	
44 DREYFUS ENG MKT DEB LOC C-#808	2615804324			DREYFUS ENG MKT DEB LOC C-#808		12/28/2010	8/1/2014	18,300		0	18,139	-242	0	0	
45 DREYFUS ENG MKT DEB LOC C-#808	2615804324			DREYFUS ENG MKT DEB LOC C-#808		12/28/2010	8/1/2014	2,221		0	2,196	-25	0	0	
46 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		1/21/2013	12/1/2014	11,684		0	11,589	-55	0	0	
47 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		1/21/2013	12/1/2014	8,111		0	8,058	-53	0	0	
48 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		1/21/2013	12/1/2014	35,722		0	35,523	-189	0	0	
49 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		10/11/2013	8/1/2014	7,514		0	7,455	-56	0	0	
50 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		2/14/2012	8/1/2014	2,209		0	2,217	-9	0	0	
51 DREYFUS ACTIVE INCOME FUND	26202885			DREYFUS ACTIVE INCOME FUND		2/14/2012	8/1/2014	9,518		0	8,773	-45	0	0	
52 EATON VANCE GLOBAL MACRO - #1008	277923728			EATON VANCE GLOBAL MACRO - #1008		7/12/2013	10/22/2014	18,738		0	19,234	-498	0	0	
53 EATON VANCE GLOBAL MACRO - #1008	277923728			EATON VANCE GLOBAL MACRO - #1008		12/20/2014	10/22/2014	12,237		0	12,355	-118	0	0	
54 EATON VANCE GLOBAL MACRO - #1008	277923728			EATON VANCE GLOBAL MACRO - #1008		6/20/2014	10/22/2014	1,228		0	1,234	-4	0	0	
55 EATON VANCE GLOBAL MACRO - #1008	277923728			EATON VANCE GLOBAL MACRO - #1008		6/20/2014	8/20/2014	3,330		0	3,373	-43	0	0	
56 MORGAN MFG CAP VALUE #758	339126100			MORGAN MFG CAP VALUE #758		4/15/2012	12/1/2014	1,204		0	1,195	-5	0	0	
57 HARBOR CAPITAL APPRECIATION INST #20	5252011504			HARBOR CAPITAL APPRECIATION INST #20		5/25/2011	6/1/2014	4,322		0	4,340	1,402	0	0	
58 HARBOR CAPITAL APPRECIATION INST #20	5252011504			HARBOR CAPITAL APPRECIATION INST #20		5/25/2011	6/1/2014	5,816		0	5,816	0	0	0	
59 HARBOR CAPITAL APPRECIATION INST #20	5252011504			HARBOR CAPITAL APPRECIATION INST #20		5/25/2011	6/1/2014	13,646		0	9,049	4,557	0	0	
60 HARBOR CAPITAL APPRECIATION INST #20	5252011504			HARBOR CAPITAL APPRECIATION INST #20		5/25/2011	6/1/2014	9,116		0	9,269	-134	0	0	
61 HARBOR CAPITAL APPRECIATION INST #20	5252011504			HARBOR CAPITAL APPRECIATION INST #20		5/25/2011	6/1/2014	8,231		0	4,089	3,949	0	0	
62 KEELEY SMALL CAP VALUE FUND CL #251	4972008008			KEELEY SMALL CAP VALUE FUND CL #251		7/12/2013	8/1/2014	3,475		0	3,102	361	0	0	
63 KEELEY SMALL CAP VALUE FUND CL #251	4972008008			KEELEY SMALL CAP VALUE FUND CL #251		5/10/2012	8/1/2014	2,655		0	3,393	-62	0	0	
64 KEELEY SMALL CAP VALUE FUND CL #251	4972008008			KEELEY SMALL CAP VALUE FUND CL #251		6/1/2012	8/1/2014	0		0	2,536	263	0	0	
65 KEELEY SMALL CAP VALUE FUND CL #251	4972008008			KEELEY SMALL CAP VALUE FUND CL #251		6/1/2012	8/1/2014	2,354		0	1,039	-15	0	0	
66 LAUDIS MUNDRIAN INT'L FUND #83	5522085654			LAUDIS MUNDRIAN INT'L FUND #83		10/20/2013	12/1/2014	5,544		0	3,501	-432	0	0	
67 LAUDIS MUNDRIAN INT'L FUND #83	5522085654	</													

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

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

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	0
3 Second quarter estimated tax payment	3	315
4 Third quarter estimated tax payment	4	315
5 Fourth quarter estimated tax payment	5	315
6 Other payments	6	313
7 Total	7	1,258

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	19,681
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,681

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

NJ does not require a copy of Form 990-PF to be filed with their office.

Security Type	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	66,687.36	66,687.36
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,400.22	1,400.22
		TOTAL SAVINGS & TEMP INV	68,087.58	68,087.58
Invest - Other	04314H204	ARTISAN INTERNATIONAL FUND #661	109,201.63	76,691.29
Invest - Other	256210105	DODGE & COX INCOME FD COM #147	117,042.61	103,631.71
Invest - Other	411511504	HARBOR CAPITAL APRCTN-INST #2012	171,805.38	115,608.29
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	50,503.61	46,984.53
Invest - Other	77957P105	T ROWE PRICE SHORT TERM BD FD #55	90,971.62	91,291.79
Invest - Other	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	23,097.93	22,827.42
Invest - Other	589509207	MERGER FUND-INST #301	33,858.92	33,148.47
Invest - Other	04314H600	ARTISAN MID CAP FUND-INS #1333	87,388.32	68,363.60
Invest - Other	315920702	FID ADV EMER MKTS INC- CL I #607	33,578.18	32,478.04
Invest - Other	464287200	ISHARES CORE S & P 500 ETF	59,070.09	42,601.21
Invest - Other	261980668	DREYFUS INTERNATL BOND FD CL I #6094	50,242.80	50,749.40
Invest - Other	256206103	DODGE & COX INT'L STOCK FD #1048	110,950.72	76,089.34
Invest - Other	552983694	MFS VALUE FUND-CLASS I #893	172,076.36	132,362.43
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	52,273.10	53,813.06
Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	42,830.97	42,632.58
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	87,024.13	61,409.54
Invest - Other	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	36,861.64	35,355.32
Invest - Other	638772T885	ASG GLOBAL ALTERNATIVES-Y #1993	43,526.66	44,586.48
Invest - Other	922908553	VANGUARD REIT VIPER	79,858.89	53,103.24
Invest - Other	00203H859	AQR MANAGED FUTURES STR-I #15213	32,402.79	32,155.20
Invest - Other	863137105	STRATTON SM-CAP VALUE FD #37	41,964.28	43,744.05
Invest - Other	92042858	VANGUARD FTSE EMERGING MARKETS ETF	34,794.24	35,380.06
Invest - Other	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	38,924.81	39,400.01
Invest - Other	77958B402	T ROWE PRICE INST FLOAT RATE #170	32,683.03	33,151.12
Invest - Other	683974604	OPPENHEIMER DEVELOPING MKT-I #799	109,171.54	98,119.00
Invest - Other	921937835	VANGUARD TOTAL BOND MARKET ETF	116,786.48	116,291.17
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	76,142.50	64,881.16
Invest - Other	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	78,072.92	77,533.25
Invest - Other	483438305	KALMAR GR W/ VAL SM CAP-INS #4	42,933.84	35,877.09
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	84,379.68	95,255.43
		TOTAL INVEST - OTHER	2,140,419.67	1,855,515.28
		TOTAL	2,208,507.25	1,923,602.86