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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

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

Name of foundation ANN EARLE TALCOTT FUND			A Employer identification number 22-6203894	
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			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply <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			C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,208,508			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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	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				
Operating and Administrative Expenses	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)

The

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	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 ▶)			
	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	1,942,002	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) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	3	83
4	Add lines 1, 2, and 3	4	1,924,699
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT</u>	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 bnck 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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	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.

(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	Total of line 1, column (d)	2	0.225036
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	0.045007
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,211,919
5	Multiply line 4 by line 3	5	99,552
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	890
7	Add lines 5 and 6	7	100,442
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	106,066

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		890
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		890
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		890
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 <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		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 Refunded	11		0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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	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:		
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	106,066
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	890
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	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			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				23,321
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:

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 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	94,623
b <i>Approved for future payment</i> NONE				
Total			3b	0

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

Recipient(s) paid during the year

Name

THE ARC OF UNION COUNTY

Street

52 FADEM ROAD

City

SPRINGFIELD

State

NJ

Zip Code

07081

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

EVA'S VILLAGE INC.

Street

393 MAIN STREET

City

PATERSON

State

NJ

Zip Code

07501

Foreign Country**Relationship**

NONE

Foundation Status

PC

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**Relationship**

NONE

Foundation Status

PC

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**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

TRINITAS HEALTH FOUNDATION

Street

PO BOX 259

City

ELIZABETH

State

NJ

Zip Code

07207

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

WOMEN'S HEALTH CLINIC AT MORRISTOWN MEDIAL

Street

100 MADISON AVENUE

City

MORRISTOWN

State

NJ

Zip Code

07960

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,534

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**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,000

Name

CENTER FOR FAMILY SERVICES

Street

584 BENSON STREET

City

CAMDEN

State

NJ

Zip Code

08103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

JEWISH FAMILY SERVICE OF CENTRAL NEW JERSEY

Street

655 WESTFIELD AVENUE

City

ELIZABETH

State

NJ

Zip Code

07208

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,089

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss					
								Capital Gains/Losses		Gross Sales Price	Cost or Other Basis		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Long Term CG Distributions	Short Term CG Distributions								
Amount								24,413						71,381			
Long Term CG Distributions														0			
Short Term CG Distributions														0			
1	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645		8/26/2011		12/1/2014	34,393	32,684			1,709					
2	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645		8/26/2011		4/22/2014	42,782	40,288			2,494					
3	X	RIDGEMOUTH SEIX HY BD-1 #	76628T645		10/20/2011		4/22/2014	13,658	12,807			851					
4	X	T ROWE PRICE SHORT TERM	77857P105		2/14/2012		4/22/2014	16,168	16,336			-168					
5	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		4/22/2014	5,215	5,268			-54					
6	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		6/18/2014	11,601	11,722			-121					
7	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		8/14/2014	3,904	3,845		41	0					
8	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		10/22/2014	4,776	4,825			-49					
9	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		10/28/2014	11,721	11,843			-122					
10	X	T ROWE PRICE INST FLOAT F	77858B402		1/23/2014		10/28/2014	799	815			-16					
11	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		4/22/2014	2,632	2,458			174					
12	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		8/14/2014	5,056	4,520			536					
13	X	VANGUARD TOTAL BOND MA	921937835		9/30/2014		10/22/2014	4,304	4,265			39					
14	X	VANGUARD TOTAL BOND MA	921937835		9/30/2014		10/28/2014	13,048	12,958			90					
15	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		12/1/2014	13,398	14,996			-1,598					
16	X	VANGUARD FTSE EMERGING	922042858		12/28/2010		1/21/2014	18,330	21,794			-3,564					
17	X	VANGUARD FTSE EMERGING	922042858		12/28/2010		6/18/2014	2,039	2,208			-169					
18	X	VANGUARD FTSE EMERGING	922042858		12/28/2010		8/14/2014	3,077	3,241			-164					
19	X	VANGUARD REIT VIPER	922908553		11/19/2012		4/22/2014	1,872	1,938			249					
20	X	VANGUARD REIT VIPER	922908553		1/21/2014		4/22/2014	2,088	1,938			150					
21	X	VANGUARD REIT VIPER	922908553		12/1/2014		8/14/2014	992	869			123					
22	X	VANGUARD REIT VIPER	922908553		12/28/2010		8/14/2014	5,802	5,992			181					
23	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		12/1/2014	3,298	2,230			1,068					
24	X	ARTISAN INTERNATIONAL FU	04314H204		6/20/2014		8/14/2014	3,445	3,511			-66					
25	X	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013		4/22/2014	12,014	10,047			1,967					
26	X	ARTISAN MID CAP FUND-INS	04314H600		6/20/2014		8/14/2014	3,126	3,163			-37					
27	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		4/22/2014	8,357	9,999			-1,642					
28	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		6/18/2014	341	415			-74					
29	X	CREDIT SUISSE COMM RET S	22544R305		2/14/2012		6/18/2014	5,117	5,595			-478					
30	X	CREDIT SUISSE COMM RET S	22544R305		10/20/2011		6/18/2014	25,027	27,105			-2,078					
31	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		8/14/2014	2,455	1,660			595					
32	X	DIAMOND HILL LONG-SHORT	25264S833		10/20/2011		10/22/2014	36,050	25,741			10,309					
33	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		10/22/2014	6,856	5,344			1,512					
34	X	DODGE & COX INTL STOCK F	256208103		7/17/2008		12/1/2014	6,349	5,814			535					
35	X	DODGE & COX INTL STOCK F	256208103		6/20/2014		8/14/2014	3,075	3,141			-66					
36	X	DODGE & COX INCOME FD C	256210105		2/11/2013		12/1/2014	3,415	3,468			-53					
37	X	DODGE & COX INCOME FD C	256210105		2/11/2013		6/18/2014	14,640	14,577			63					
38	X	DODGE & COX INCOME FD C	256210105		2/11/2013		8/14/2014	6,236	6,214			22					
39	X	DODGE & COX INCOME FD C	256210105		2/11/2013		9/5/2014	7,021	6,990			31					
40	X	DODGE & COX INCOME FD C	256210105		2/11/2013		10/22/2014	5,596	5,572			24					
41	X	DODGE & COX INCOME FD C	256210105		4/24/2014		10/22/2014	269	266			3					
42	X	DODGE & COX INCOME FD C	256210105		4/24/2014		10/28/2014	11,424	11,326			98					
43	X	DODGE & COX INCOME FD C	256210105		10/11/2013		10/28/2014	1,920	1,866			54					
44	X	DREYFUS EMG MKT DEBT LO	261980494		10/11/2013		6/18/2014	6,518	6,473			45					
45	X	DREYFUS EMG MKT DEBT LO	261980494		12/28/2010		6/18/2014	18,380	18,138			242					
46	X	DREYFUS EMG MKT DEBT LO	261980494		2/11/2013		8/14/2014	2,221	2,196			25					
47	X	DRIEHAUS ACTIVE INCOME F	262028855		2/11/2013		12/1/2014	11,664	11,599			65					
48	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		6/18/2014	8,111	8,058			53					
49	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		8/14/2014	35,722	35,523			199					
50	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		6/18/2014	7,514	7,458			56					
51	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		8/14/2014	2,209	2,217			-8					
52	X	EATON VANCE GLOBAL MACF	277923728		7/12/2013		8/14/2014	2,209	2,287			-78					
53	X	EATON VANCE GLOBAL MACF	277923728		7/12/2013		10/22/2014	18,738	19,234			-496					
54	X	EATON VANCE GLOBAL MACF	277923728		1/23/2014		10/22/2014	12,237	12,355			-118					
55	X	EATON VANCE GLOBAL MACF	277923728		6/20/2014		10/22/2014	1,228	1,234			-6					
56	X	JP MORGAN MID CAP VALUE	339128100		6/20/2014		8/14/2014	3,330	3,373			-43					
57	X	HARBOR CAPITAL APRTION	411511504		11/21/2012		12/1/2014	8,195	5,910			2,285					
58	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		12/1/2014	4,342	2,940			1,402					
59	X	HARBOR CAPITAL APRTION	411511504		4/24/2014		6/18/2014	6,055	5,818			237					
60	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		8/14/2014	9,089	9,089			0					
61	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		8/14/2014	9,618	6,269			3,349					
62	X	KEELEY SMALL CAP VAL FD C	487300808		8/26/2011		6/18/2014	8,291	4,689			3,602					
63	X	KEELEY SMALL CAP VAL FD C	487300808		5/10/2012		6/18/2014	2,655	1,702			953					
64	X	SHARES CORE S & P 500 ETR	464287200		6/18/2014		8/14/2014	2,361	2,354			7					
65	X	JP MORGAN HIGH YIELD FUND	4812C0803		4/24/2014		10/28/2014	1,024	1,039			-15					
66	X	LAUDIS MONDRIAN INTL FHM	518550655		10/20/2011		4/22/2014	35,099	39,531			-4,432					
67	X	KEELEY SMALL CAP VAL FD C	487300808		12/28/2010		6/18/2014	33,670	21,520			12,150					
68	X	LAUDIS MONDRIAN INTL FHM	518550655		2/14/2012		4/22/2014	2,105	2,263			-158					

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

		Amount		Totals										Net Gain or Loss	
		24,413		Capital Gains/Losses		Gross Sales		Expense of Sale and Cost of Improve-ments		Depreciation		Net Gain or Loss			
		0		Other sales		0		0		0		71,381			
Check "X" to include in Part IV	Long Term CG Distributions	Short Term CG Distributions	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Adjustments	Net Gain or Loss		
69	X		518550655	LAUDUS MONDRIAN INTL FUND		7/12/2013		4/22/2014	3,475	3,393		0	82		
70	X		518550655	LAUDUS MONDRIAN INTL FUND		9/26/2011		4/22/2014	2,273	2,536		0	-263		
71	X		518550655	LAUDUS MONDRIAN INTL FUND		1/23/2014		4/22/2014	8,554	8,389		0	165		
72	X		552983694	MFS VALUE FUND-CLASS I #8		10/11/2013		1/21/2014	2,878	2,517		0	161		
73	X		552983694	MFS VALUE FUND-CLASS I #8		2/14/2012		1/21/2014	1,467	1,065		0	402		
74	X		552983694	MFS VALUE FUND-CLASS I #8		6/20/2014		8/14/2014	3,419	3,500		0	-81		
75	X		589509108	MERGER FD SH BEN INT #260		10/20/2011		6/18/2014	9,531	9,150		0	381		
76	X		670650772	NULVEN HIGH YIELD MUNI BD		4/24/2014		10/28/2014	822	822		0	36		
77	X		683974505	OPPENHEIMER DEVELOPING		2/11/2013		6/18/2014	5,105	4,609		0	496		
78	X		589509108	MERGER FD SH BEN INT #260		7/12/2013		8/6/2014	21,597	21,174		0	423		
79	X		589509108	MERGER FD SH BEN INT #260		10/20/2011		8/8/2014	1,380	1,337		0	43		
80	X		638727885	ASG GLOBAL ALTERNATIVES		7/12/2013		1/21/2014	8,824	8,878		0	-54		
81	X		683974604	OPPENHEIMER DEVELOPING		2/11/2013		8/14/2014	7,021	6,225		0	786		
82	X		638727885	ASG GLOBAL ALTERNATIVES		7/12/2013		6/18/2014	12,193	12,408		0	-215		
83	X		638727885	ASG GLOBAL ALTERNATIVES		7/12/2013		8/14/2014	2,215	2,268		0	-73		
84	X		641286698	NEUBERGER BERMAN LONG		6/20/2014		8/14/2014	3,116	3,116		0	0		
85	X		670650772	NULVEN HIGH YIELD MUNI BD		4/24/2014		8/14/2014	2,228	2,169		0	59		
86	X		693390700	PIMCO TOTAL RET FD-INST #		5/10/2012		4/24/2014	4,249	4,379		0	-136		
87	X		693390700	PIMCO TOTAL RET FD-INST #		4/24/2014		6/18/2014	9,611	9,541		0	70		
88	X		693390700	PIMCO TOTAL RET FD-INST #		10/11/2013		8/14/2014	7,593	7,466		0	117		
89	X		693390700	PIMCO TOTAL RET FD-INST #		4/24/2014		9/5/2014	1,472	1,453		0	19		
90	X		693390700	PIMCO TOTAL RET FD-INST #		10/11/2013		9/5/2014	4,885	4,823		0	62		
91	X		693390700	PIMCO TOTAL RET FD-INST #		1/7/2009		9/30/2014	8,651	8,387		0	264		
92	X		693390700	PIMCO TOTAL RET FD-INST #		12/1/2009		9/30/2014	123,280	116,929		0	6,351		
93	X		693390700	PIMCO TOTAL RET FD-INST #		10/11/2013		9/30/2014	3,558	3,541		0	17		
94	X		693390882	PIMCO FOREIGN BD FO USD		2/14/2012		8/14/2014	2,497	2,420		0	77		
95	X		766287645	RIDGECORP SEIX HY BD-I #		7/12/2013		1/21/2014	15,064	15,355		0	-291		

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			1,855,515	2,140,420

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

Long Term CG Distributions		Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Short Term CG Distributions	24,413	0	0												
1	RIDGEWORTH SEIX HY BD-I #5555	768281845	12/17/2014	0	0	0	34,393	0	0	32,684	1,709	0	0	0	48,988
2	RIDGEWORTH SEIX HY BD-I #5555	768281845	4/22/2014	0	0	0	42,782	0	0	40,288	2,494	0	0	0	1,709
3	RIDGEWORTH SEIX HY BD-I #5555	768281845	4/22/2014	0	0	0	13,658	0	0	12,807	851	0	0	0	2,494
4	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	16,168	0	0	18,336	-2,168	0	0	0	851
5	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	11,601	0	0	11,722	-121	0	0	0	-168
6	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	3,904	0	0	3,945	-41	0	0	0	-121
7	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	4,778	0	0	4,725	53	0	0	0	-49
8	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	11,721	0	0	11,843	-122	0	0	0	-122
9	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	789	0	0	815	-26	0	0	0	-16
10	T ROWE PRICE SHORT TERM BD FD #5	77957P105	2/17/2013	0	0	0	2,632	0	0	2,458	174	0	0	0	174
11	SPDR DJ VILSHIRE INTERNATIONAL	767483X663	5/23/2011	0	0	0	5,056	0	0	4,520	536	0	0	0	536
12	SPDR DJ VILSHIRE INTERNATIONAL	767483X663	5/23/2011	0	0	0	4,304	0	0	4,265	39	0	0	0	39
13	VANGUARD TOTAL BOND MARKET ETF	921937835	9/30/2014	0	0	0	13,048	0	0	12,958	90	0	0	0	90
14	VANGUARD FTSE EMERGING MARKET	922042858	7/27/2013	0	0	0	13,398	0	0	14,998	-1,598	0	0	0	-1,598
15	VANGUARD FTSE EMERGING MARKET	922042858	12/28/2010	0	0	0	16,230	0	0	21,794	-5,564	0	0	0	-5,564
16	VANGUARD FTSE EMERGING MARKET	922042858	12/28/2010	0	0	0	2,039	0	0	2,208	-169	0	0	0	-169
17	VANGUARD FTSE EMERGING MARKET	922042858	12/28/2010	0	0	0	3,077	0	0	3,241	-164	0	0	0	-164
18	VANGUARD FTSE EMERGING MARKET	922042858	12/28/2010	0	0	0	1,872	0	0	1,823	49	0	0	0	49
19	VANGUARD REIT VIPER	922908553	11/19/2012	0	0	0	2,088	0	0	1,538	150	0	0	0	150
20	VANGUARD REIT VIPER	922908553	12/17/2014	0	0	0	982	0	0	869	113	0	0	0	113
21	VANGUARD REIT VIPER	922908553	12/17/2014	0	0	0	5,802	0	0	3,992	1,810	0	0	0	1,810
22	VANGUARD REIT VIPER	922908553	12/17/2014	0	0	0	3,288	0	0	2,230	1,058	0	0	0	1,058
23	ARTISAN INTERNATIONAL FUND #681	04314H204	6/20/2014	0	0	0	3,445	0	0	3,511	-66	0	0	0	-66
24	ARTISAN INTERNATIONAL FUND #681	04314H204	6/20/2014	0	0	0	12,014	0	0	10,047	1,967	0	0	0	1,967
25	ARTISAN MID CAP FUND-INS #1333	04314H600	6/20/2014	0	0	0	3,128	0	0	3,163	-37	0	0	0	-37
26	ARTISAN MID CAP FUND-INS #1333	04314H600	6/20/2014	0	0	0	6,357	0	0	9,999	-1,642	0	0	0	-1,642
27	CREDIT SUISSE COMM RET ST1 #2156	2254R305	8/28/2011	0	0	0	341	0	0	415	-74	0	0	0	-74
28	CREDIT SUISSE COMM RET ST1 #2156	2254R305	8/28/2011	0	0	0	5,117	0	0	5,595	-478	0	0	0	-478
29	CREDIT SUISSE COMM RET ST1 #2156	2254R305	10/20/2011	0	0	0	25,027	0	0	27,105	-2,078	0	0	0	-2,078
30	CREDIT SUISSE COMM RET ST1 #2156	2254R305	8/10/2012	0	0	0	2,455	0	0	1,860	595	0	0	0	595
31	DIAMOND HILL LONG-SHORT FD CL #1	2526R5833	10/20/2011	0	0	0	36,050	0	0	25,741	10,309	0	0	0	10,309
32	DIAMOND HILL LONG-SHORT FD CL #1	2526R5833	8/10/2012	0	0	0	6,856	0	0	5,344	1,512	0	0	0	1,512
33	DIAMOND HILL LONG-SHORT FD CL #1	2526R5833	7/17/2008	0	0	0	6,349	0	0	5,814	535	0	0	0	535
34	DODGE & COX INTL STOCK FD #1048	256206103	6/20/2014	0	0	0	3,075	0	0	3,141	-66	0	0	0	-66
35	DODGE & COX INTL STOCK FD #1048	256206103	2/11/2013	0	0	0	3,415	0	0	3,468	-53	0	0	0	-53
36	DODGE & COX INCOME FD COM #147	256210105	2/11/2013	0	0	0	14,840	0	0	14,577	263	0	0	0	263
37	DODGE & COX INCOME FD COM #147	256210105	2/11/2013	0	0	0	6,236	0	0	6,214	22	0	0	0	22
38	DODGE & COX INCOME FD COM #147	256210105	2/11/2013	0	0	0	7,021	0	0	6,990	31	0	0	0	31
39	DODGE & COX INCOME FD COM #147	256210105	2/11/2013	0	0	0	5,598	0	0	5,572	26	0	0	0	26
40	DODGE & COX INCOME FD COM #147	256210105	4/24/2014	0	0	0	289	0	0	266	23	0	0	0	23
41	DODGE & COX INCOME FD COM #147	256210105	10/1/2013	0	0	0	11,424	0	0	11,326	98	0	0	0	98
42	DODGE & COX INCOME FD COM #147	256210105	10/1/2013	0	0	0	1,920	0	0	1,888	32	0	0	0	32
43	DREYFUS EMG MKT DEBT LOC C-I #606	281980494	2/14/2012	0	0	0	6,518	0	0	6,473	45	0	0	0	45
44	DREYFUS EMG MKT DEBT LOC C-I #606	281980494	12/28/2010	0	0	0	16,380	0	0	18,138	-242	0	0	0	-242
45	DREYFUS EMG MKT DEBT LOC C-I #606	281980494	12/28/2010	0	0	0	2,221	0	0	2,186	35	0	0	0	35
46	DREYFUS EMG MKT DEBT LOC C-I #606	281980494	12/28/2010	0	0	0	11,584	0	0	11,599	-15	0	0	0	-15
47	ORIEHAUS ACTIVE INCOME FUND	262028855	7/12/2013	0	0	0	35,722	0	0	35,523	199	0	0	0	199
48	ORIEHAUS ACTIVE INCOME FUND	262028855	10/1/2013	0	0	0	7,514	0	0	7,458	56	0	0	0	56
49	ORIEHAUS ACTIVE INCOME FUND	262028855	10/1/2013	0	0	0	2,203	0	0	2,217	-14	0	0	0	-14
50	ORIEHAUS ACTIVE INCOME FUND	262028855	7/12/2013	0	0	0	2,209	0	0	2,287	-78	0	0	0	-78
51	EATON VANCE GLOBAL MACRO - I #1006	277923728	7/12/2013	0	0	0	16,738	0	0	19,234	-496	0	0	0	-496
52	EATON VANCE GLOBAL MACRO - I #1006	277923728	12/23/2014	0	0	0	12,237	0	0	12,355	-118	0	0	0	-118
53	EATON VANCE GLOBAL MACRO - I #1006	277923728	6/20/2014	0	0	0	1,228	0	0	1,234	-6	0	0	0	-6
54	EATON VANCE GLOBAL MACRO - I #1006	277923728	6/20/2014	0	0	0	3,330	0	0	3,273	57	0	0	0	57
55	JP MORGAN MID CAP VALUE-4 #758	339128100	11/21/2012	0	0	0	6,185	0	0	5,910	275	0	0	0	275
56	HARBOR CAPITAL APRICTION-INST #20	411511504	5/25/2011	0	0	0	6,055	0	0	2,940	3,115	0	0	0	3,115
57	HARBOR CAPITAL APRICTION-INST #20	411511504	4/24/2014	0	0	0	13,846	0	0	5,816	8,030	0	0	0	8,030
58	HARBOR CAPITAL APRICTION-INST #20	411511504	5/25/2011	0	0	0	9,818	0	0	9,089	729	0	0	0	729
59	KEELEY SMALL CAP VAL FD CL #2251	487300808	6/28/2011	0	0	0	8,291	0	0	8,289	2	0	0	0	2
60	KEELEY SMALL CAP VAL FD CL #2251	487300808	5/10/2012	0	0	0	2,655	0	0	1,702	953	0	0	0	953
61	KEELEY SMALL CAP VAL FD CL #2251	487300808	6/18/2014	0	0	0	2,361	0	0	2,354	7	0	0	0	7
62	JP MORGAN HIGH YIELD FUND SS #3584812C0803	484287200	4/24/2014	0	0	0	1,024	0	0	1,039	-15	0	0	0	-15
63	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	10/20/2011	0	0	0	35,099	0	0	39,531	-4,432	0	0	0	-4,432
64	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	12/28/2010	0	0	0	33,870	0	0	21,520	12,350	0	0	0	12,350
65	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	2/14/2012	0	0	0	2,105	0	0	2,283	-178	0	0	0	-178
66	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	9/28/2011	0	0	0	3,415	0	0	3,393	22	0	0	0	22
67	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	12/23/2014	0	0	0	2,273	0	0	2,536	-263	0	0	0	-263
68	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	10/1/2012	0	0	0	6,554	0	0	8,369	-1,815	0	0	0	-1,815
69	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	2/14/2012	0	0	0	1,467	0	0	2,517	-1,050	0	0	0	-1,050
70	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	10/20/2011	0	0	0	9,531	0	0	3,500	6,031	0	0	0	6,031
71	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	4/24/2014	0	0	0	858	0	0	9,150	-8,292	0	0	0	-8,292
72	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	2/11/2013	0	0	0	5,105	0	0	4,609	496	0	0	0	496
73	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	7/12/2013	0	0	0	21,597	0	0	21,174	423	0	0	0	423
74	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	10/20/2011	0	0	0	1,360	0	0	1,337	23	0	0	0	23
75	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	7/12/2013	0	0	0	6,824	0	0	8,878	-2,054	0	0	0	-2,054
76	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	7/12/2013	0	0	0	7,021	0	0	6,225	796	0	0	0	796
77	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	7/12/2013	0	0	0	12,193	0	0	12,408	-215	0	0	0	-215
78	LAUDUS MONDRIAN INTL FUND #294615550855	552983604	6/20/2014	0	0	0	3,116	0	0	3,116	0	0	0	0	0

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

Long Term CG Distributions		Amount		0		917,706		0		41		870,779		48,968		0		0		0		48,988	
Short Term CG Distributions		Amount		0		917,706		0		41		870,779		48,968		0		0		0		48,988	
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses									
65	NUVEEN HIGH YIELD MUNI BD-R #1668	870650772		4/24/2014	8/14/2014	2,228		0	2,169	59		0	0	59									
66	PIMCO TOTAL RET FD-INST #35	893380700		5/10/2012	6/16/2014	4,243		0	4,378	-136		0	0	-136									
67	PIMCO TOTAL RET FD-INST #35	893380700		4/24/2014	8/18/2014	9,611		0	9,541	70		0	0	70									
68	PIMCO TOTAL RET FD-INST #35	893380700		10/11/2013	8/14/2014	7,583		0	7,466	117		0	0	117									
69	PIMCO TOTAL RET FD-INST #35	893380700		4/24/2014	9/5/2014	1,472		0	1,453	19		0	0	19									
90	PIMCO TOTAL RET FD-INST #35	893380700		10/11/2013	9/5/2014	4,885		0	4,823	62		0	0	62									
91	PIMCO TOTAL RET FD-INST #35	893380700		1/7/2009	9/30/2014	8,851		0	8,387	464		0	0	464									
92	PIMCO TOTAL RET FD-INST #35	893380700		12/1/2008	9/30/2014	123,280		0	116,928	6,351		0	0	6,351									
93	PIMCO TOTAL RET FD-INST #35	893380700		10/11/2013	9/30/2014	3,558		0	3,541	17		0	0	17									
94	PIMCO FOREIGN BD FD USD H-INST #1	893380882		2/14/2012	8/14/2014	2,497		0	2,470	27		0	0	27									
95	RIDGEMORTH SEIX HY BD-R #5955	768287645		7/12/2013	1/1/2014	15,064		0	15,355	-291		0	0	-291									

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	2/15/2014	2	0
3 Second quarter estimated tax payment	3/15/2014	3	315
4 Third quarter estimated tax payment	6/15/2014	4	315
5 Fourth quarter estimated tax payment	9/15/2014	5	315
6 Other payments	10/9/2014	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	63872T885	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	922042858	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