Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01, 2013, and ending 11/30, 2014

Name of foundation: GIBBS - VAR CHAR

A Employer identification number: 23-6754370

Number and street (or P.O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 540-510-3755

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,044,222.

J Accounting method: [X] Cash [ ] Accrual [ ] 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 ▶ [ ]

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 ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	20.	20.		STMT 1
	4 Dividends and interest from securities	309,763.	306,980.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	331,891.			
	b Gross sales price for all assets on line 6a 3,072,213.				
	7 Capital gain net income (from Part IV, line 2)		331,891.		
	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	641,674.	638,891.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	117,521.	105,769.		11,752.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 8	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule) STMT 9	792.	792.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 10	13,143.	3,344.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 11	39.	39.		
	24 **Total operating and administrative expenses** Add lines 13 through 23	132,495.	109,944.	NONE	12,752.
	25 Contributions, gifts, grants paid	599,616.			599,616.
	26 **Total expenses and disbursements** Add lines 24 and 25	732,111.	109,944.	NONE	612,368.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-90,437.			
	b **Net investment income** (if negative, enter -0-)		528,947.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	151,983.	139,772.	139,772.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S and state government obligations (attach schedule) STMT 12	948,138.	965,666.	1,001,576.
	b Investments - corporate stock (attach schedule) STMT 15	7,188,202.	6,623,445.	8,388,576.
	c Investments - corporate bonds (attach schedule) STMT 25	3,834,355.	3,936,512.	4,055,033.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 27	35,847.	400,000.	459,265.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ 46630JAC3 JP MORGAN CHASE COMM)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,158,525.	12,065,395.	14,044,222.
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)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,158,525.	12,065,395.	
	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)	12,158,525.	12,065,395.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,158,525.	12,065,395.	

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	12,158,525.
2	Enter amount from Part I, line 27a	2	-90,437.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 29	3	9,984.
4	Add lines 1, 2, and 3	4	12,078,072.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 30	5	12,677.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,065,395.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(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	3,071,886.		2,739,995.	331,891.
b				
c				
d				
e				

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				331,891.
b				
c				
d				
e				

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	331,891.
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	

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	586,506.	13,100,241.	0.044771
2011	516,652.	12,455,323.	0.041480
2010	536,019.	11,314,580.	0.047374
2009	495,864.	11,652,380.	0.042555
2008	641,073.	10,556,504.	0.060728

2	**Total** of line 1, column (d)	2	0.236908
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	0.047382
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,743,961.
5	Multiply line 4 by line 3	5	651,216.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,289.
7	Add lines 5 and 6	7	656,505.
8	Enter qualifying distributions from Part XII, line 4	8	612,368.

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		1	10,579.
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	
3	Add lines 1 and 2		3	10,579.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	10,579.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 12,612.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	12,612.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,033.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,033. **Refunded** ▶		11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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		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? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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	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		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 NA Telephone no. ▶ (540)510-3755			
	Located at ▶ 10 S JEFFERSON ST 21ST FLOOR, ROANOKE, VA ZIP+4 ▶ 24011			
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			
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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		
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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 NA 1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-1116	TRUSTEE 40	117,521.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ **NONE**

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 ▶	

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	13,778,032.
b	Average of monthly cash balances	1b	175,228.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,953,260.
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	NONE
3	Subtract line 2 from line 1d	3	13,953,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,299.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,743,961.
6	**Minimum investment return.** Enter 5% of line 5	6	687,198.

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	687,198.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,579.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,579.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	676,619.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	676,619.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	676,619.

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	612,368.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	612,368.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	612,368.

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				676,619.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			94,947.	
b	Total for prior years 20 11 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ... NONE				
b	From 2009 ... NONE				
c	From 2010 ... NONE				
d	From 2011 ... NONE				
e	From 2012 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 612,368.				
a	Applied to 2012, but not more than line 2a			94,947.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				517,421.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				159,198.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

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

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).)

N/A

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.

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
READING MUSICAL FOUNDATION POST OFFICE BOX 14835 READING PA 19612-4835	NONE	PC	GENERAL SUPPORT	149,904.
ST JOHNS LUTHERAN CHURCH TREASURER 521 WALNUT STREET READING PA 19601-3418	NONE	PC	GENERAL SUPPORT	149,904.
DIAKON LUTHERAN SOCIAL MINISTRY TREASURY DEPA POST OFFICE BOX 2001 MECHANICSBURG PA 17055	NONE	PC	GENERAL SUPPORT	299,808.
Total . . . . . . ▶ **3a**				599,616.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	20.	
4 Dividends and interest from securities			14	309,763.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	331,891.	
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)				641,674.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 641,674.

(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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

SVP

Wells Fargo Bank, N A | 01/06/2015 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	20.	20.
TOTAL	20.	20.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	616.	616.
AFLAC INC 4.000% 2/15/22	872.	872.
ABBVIE INC	326.	326.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	8.	8.
AMAZON.COM INC 1.200% 11/29/17	150.	150.
AMERICAN EXPRESS CO COM	90.	90.
AMERICAN EXPRESS CRE 1.750% 6/12/15	517.	517.
AMERICAN TOWER CORP	99.	99.
ANHEUSER-BUSCH INBEV 0.800% 7/15/15	197.	197.
ANHEUSER-BUSCH INBEV SPN ADR	1,254.	1,254.
AON CORP 3.125% 5/27/16	781.	781.
APACHE CORP COM RTS EXP 01/31/2006	371.	371.
APPLE COMPUTER INC COM	2,340.	2,340.
ARM HLDGS PLC SPONSORED ADR	44.	44.
ASHMORE EMERG MKTS CR DB-INS	23,770.	23,770.
AUTOZONE INC 5.750% 1/15/15	1,182.	1,182.
BB&T CORPORATION 2.050% 6/19/18	364.	364.
BP CAPITAL MARKETS 3.200% 3/11/16	780.	780.
BANK OF AMERICA CORP 6.000% 9/01/17	2,100.	2,100.
BANK OF MONTREAL 2.500% 1/11/17	615.	615.
BARCLAYS BANK PLC 5.000% 9/22/16	1,500.	1,500.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	999.	999.
BEST BUY INC COM	41.	41.
BHP LIMITED SPONS ADR COM	721.	721.
BLACKROCK INC	168.	168.
BOEING CO COM	875.	875.
PEPSI BOTTLING GROUP 6.950% 3/15/14	1,216.	1,216.
CME GROUP INC	2,485.	2,485.
CVS CORP COM	690.	690.
CVS CAREMARK CORP 5.750% 6/01/17	825.	825.
CANADIAN PACIFIC RAILWAY LTD COM	39.	39.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	144.	144.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CELANESE CORP	461.	461.
CHEVRONTEXACO CORP COM	1,118.	1,118.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	1,528.	1,528.
CISCO SYSTEMS INC 5.500% 2/22/16	1,268.	1,268.
CITIGROUP INC.	25.	25.
CITIGROUP INC 3.375% 3/01/23	776.	776.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	584.	584.
COMCAST CORP NEW CL A	953.	953.
CONAGRA FOODS INC 1.900% 1/25/18	475.	475.
COSTCO WHOLESALE CORP COM	40.	40.
CUMMINS INC COM	967.	967.
DELTA AIR LINES INC	66.	66.
DIAGEO PLC SPONSORED ADR NEW	859.	859.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	675.	675.
DODGE & COX STK FD	550.	550.
DOW CHEMICAL CO/THE 4.250% 11/15/20	850.	850.
DRIEHAUS ACTIVE INCOME FUND	4,713.	4,713.
DUKE ENERGY CORP 3.950% 10/15/23	998.	998.
E M C CORP MASS COM	500.	500.
ENERGY TRANSFER PART 4.150% 10/01/20	858.	858.
EXPRESS SCRIPTS HOLD 4.750% 11/15/21	1,188.	1,188.
FASTENAL CO COM	53.	53.
FHLMC POOL #A40746 5.500% 12/01/35	771.	771.
FHLMC POOL #G11981 5.000% 4/01/21	480.	480.
FHLMC POOL #G08015 5.500% 10/01/34	458.	458.
FHLMC POOL #A95765 4.000% 12/01/40	639.	639.
FHLMC POOL #A10322 5.000% 6/01/33	190.	190.
FHLMC POOL #A14186 5.500% 10/01/33	333.	333.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	47.	47.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	81.	81.
FED HOME LN BK 1.000% 3/27/17	175.	175.
FED HOME LN BK 5.500% 8/13/14	2,081.	2,081.
FED NATL MTG ASSN 5.000% 5/11/17	750.	750.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED NATL MTG ASSN 5.000% 3/15/16	2,250.	2,250.
FED NATL MTG ASSN 0.375% 3/16/15	94.	94.
FED NATL MTG ASSN 0.500% 7/02/15	334.	334.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	42.	42.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	99.	99.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	2.	2.
FED HOME LN MTG CORP 3.750% 3/27/19	2,813.	2,813.
FNMA POOL #545064 6.500% 6/01/31	283.	283.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	168.	168.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	286.	286.
FNMA POOL #AH8423 4.500% 4/01/41	581.	581.
FNMA POOL #AR1333 3.500% 1/01/43	947.	947.
FNMA POOL #720307 4.500% 6/01/18	178.	178.
FNMA POOL #722126 5.000% 7/01/33	449.	449.
FNMA POOL #727496 4.500% 5/01/18	455.	455.
FNMA POOL #731742 5.000% 9/01/33	478.	478.
FNMA POOL #755647 5.500% 12/01/18	225.	225.
FNMA POOL #757866 5.500% 11/01/33	712.	712.
FNMA POOL #794348 5.000% 9/01/34	215.	215.
FNMA POOL #825743 4.500% 7/01/35	469.	469.
FNMA POOL #881437 6.000% 7/01/36	186.	186.
FNMA POOL #898329 5.500% 12/01/36	91.	91.
FIRST REPUBLIC BANK/SAN FRANCI	39.	39.
GOVERNMENT NATL MTG ASSN GTD PASS THRU P	301.	301.
GOVERNMENT NATL MTG ASSN II GTD PASS THR	115.	115.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	181.	181.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	5.	5.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	2.	2.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	65.	65.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	175.	175.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	181.	181.
GENERAL ELEC CAP COR 1.600% 11/20/17	400.	400.
GOLDMAN SACHS GRP INC COM	381.	381.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP 3.625% 1/22/23	682.	682.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	27.	27.
HSBC HLDGS PLC SPONSORED ADR NEW	1,942.	1,942.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	54.	54.
HARBOR FD INTL FD	17,585.	17,585.
OAKMARK INTERNATIONAL FD CL I	2,940.	2,940.
HOME DEPOT INC COM	46.	46.
HOME DEPOT INC 5.400% 3/01/16	1,620.	1,620.
VOYA REAL ESTATE FUND CLASS I #2190	3,057.	3,057.
INTERCONTINENTAL EXCHANGE, INC	184.	184.
INTL BUSINESS MACHINES CORP COM	566.	566.
ISHARES MSCI EAFE INDEX FD	11,509.	11,509.
ISHARES RUSSELL MID-CAP GROWTH	288.	288.
ISHARES MIDCAP INDEX FD	13,882.	13,882.
ISHARES TRUST RUSSELL 1000 GROWTH INDEX	535.	535.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,195.	1,195.
ISHARES S & P SMALLCAP 600 INDEX FUND	4,729.	4,729.
JP MORGAN CHASE & CO COM	1,451.	1,451.
JP MORGAN CHASE & CO 5.150% 10/01/15	1,803.	1,803.
JP MORGAN CHASE COMM 5.420% 1/15/49	717.	717.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	719.	719.
JPMORGAN HIGH YIELD FUND SS #3580	15,023.	15,023.
KANSAS CITY SOUTHN INDS INC COM	20.	20.
LAS VEGAS SANDS CORP	512.	512.
LOCKHEED MARTIN CORP 4.250% 11/15/19	1,063.	1,063.
MCKESSON HBOC INC COM	271.	271.
MEAD JOHNSON NUTRITION CO	80.	80.
MICROSOFT CORP COM	965.	965.
MONSANTO CO NEW COM	195.	195.
MORGAN STANLEY 5.375% 10/15/15	1,344.	1,344.
NATIONAL OILWELL INC COM	694.	694.
NESTLE S A SPONSORED ADR REPSTG REG SH	1,107.	1,107.
NETAPP INC 2.000% 12/15/17	298.	298.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIKE INC CL B COM	73.	73.
OCCIDENTAL PETROLEUM 2.500% 2/01/16	625.	625.
OCEANEERING INTL INC COMMON	52.	52.
ORACLE CORP COM	430.	430.
ORACLE CORP 1.200% 10/15/17	360.	360.
OPPENHEIMER DEVELOPING MKT-Y #788	4,314.	4,314.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	10,380.	10,380.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	6,957.	6,957.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	16,131.	16,131.
PIMCO FOREIGN BOND FUND-INST	17,438.	17,438.
PNC FINANCIAL SERVIC 2.854% 11/09/22	628.	628.
PETROBRAS INTL FIN 3.500% 2/06/17	198.	198.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	5.	5.
PRAXAIR INC COM	83.	83.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	10.	10.
QUALCOMM INC COM W/RTS ATTACHED	138.	138.
T ROWE PRICE INST FLOAT RATE #170	17,240.	17,240.
SCHLUMBERGER LTD COM	878.	878.
SCHWAB CHARLES CORP NEW COM	22.	22.
SILVER WHEATON CORP	23.	23.
STARBUCKS CORP COM	103.	103.
TJX COS INC NEW COM	537.	537.
TARGET CORP COM	1,361.	1,361.
THERMO ELECTRON CORP COM W/RTS ATTACHED	175.	175.
3M CO COM	591.	591.
TIFFANY & CO NEW COM W/RIGHTS ATTACHED E	82.	82.
TIME WARNER INC	96.	96.
TOTAL FINA ELF S A SPONSORED ADR	1,740.	1,740.
TOYOTA MOTOR CREDIT 1.375% 1/10/18	277.	277.
TWENTY FIRST CENTURY FOX INC	91.	91.
E-TRACS ALERIAN MLP INFRASTRUCTURE	8,777.	8,777.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	937.	937.
UNION PAC CORP COM	1,072.	1,072.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED PARCEL SERVICE CL B COM	860.	860.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	625.	625.
U S TREASURY NOTES 5.125% 5/15/16	3,334.	3,334.
U S TREASURY NOTES 4.625% 2/15/17	1,156.	1,156.
US TREASURY NOTE 4.750% 8/15/17	2,108.	2,108.
US TREASURY NOTE 2.750% 2/15/19	550.	550.
US TREASURY NOTE 3.625% 2/15/20	725.	725.
US TREASURY NOTE 0.750% 12/15/13	75.	75.
US TREASURY NOTE 2.125% 8/15/21	1,488.	1,488.
US TREASURY NOTE 1.000% 10/31/16	776.	776.
US TREASURY NOTE 2.000% 2/15/22	800.	800.
US TREASURY NOTE 1.750% 5/15/22	669.	669.
US TREASURY NOTE 2.750% 11/15/23	869.	869.
US TREASURY NOTE 2.500% 5/15/24	344.	344.
UNITEDHEALTH GRP INC COM	927.	927.
UNITEDHEALTH GROUP 3.875% 10/15/20	775.	775.
VANGUARD REIT VIPER	9,294.	6,511.
VERIZON COMMUNICATIO 5.150% 9/15/23	1,234.	1,234.
VISA INC-CLASS A SHRS	155.	155.
VOYA REAL ESTATE FUND CLASS I #2190	6,835.	6,835.
WALGREEN CO 3.100% 9/15/22	508.	508.
WFA ASSET ALLOCATION-INS #3169	9,766.	9,766.
WELLS FARGO ULT ST INC-INS	280.	280.
WHOLE FOODS MKT INC COM	10.	10.
XILINX INC 2.125% 3/15/19	258.	258.
AON PLC	95.	95.
DELPHI AUTOMOTIVE PLC	168.	168.
EATON CORP PLC	1,093.	1,093.
ACE LIMITED	114.	114.
TE CONNECTIVITY LTD	54.	54.
TOTAL	309,763.	306,980.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THIRD PARTY ADVISER FEES	792.	792.
TOTALS	792.	792.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,331.	1,331.
FEDERAL ESTIMATES - PRINCIPAL	9,799.	
FOREIGN TAXES ON QUALIFIED FOR	1,069.	1,069.
FOREIGN TAXES ON NONQUALIFIED	944.	944.
TOTALS	13,143.	3,344.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES	39.	39.
TOTALS	39.	39.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
==

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3133XLJP9 FED HOME LN BK		
3134A4JT2 FED HOME LN MTG CORP		
3134A4UU6 FED HOME LN MTG CORP		
3137EACA5 FED HOME LN MTG CORP	79,296.	82,019.
31296JLB0 FHLMC POOL #A10322	3,619.	3,936.
31296NUK1 FHLMC POOL #A14186	5,324.	5,816.
3128K0ZK2 FHLMC POOL #A40746	12,371.	14,054.
312944MN8 FHLMC POOL #A95765	14,361.	15,071.
312946B47 FHLMC POOL #A97259		
31298J2H6 FHLMC POOL #C49776	766.	878.
31298VZX8 FHLMC POOL #C58858	1,157.	1,325.
3128MJAR1 FHLMC POOL #G08015	7,379.	8,174.
3128M1CS6 FHLMC POOL #G11981	7,934.	8,625.
31359MH89 FED NATL MTG ASSN	44,821.	47,733.
31398AH54 FED NATL MTG ASSN		
31359M7X5 FED NATL MTG ASSN	15,353.	16,518.
3138AALD1 FNMA POOL #AH8423	11,144.	11,707.
31371FAX0 FNMA POOL #250322	501.	587.
31371JXA7 FNMA POOL #253673	1,281.	1,544.
31374T2M0 FNMA POOL #323980		
31385BZB4 FNMA POOL #539938		
31385HQR6 FNMA POOL #545064	4,135.	4,662.
31389TJ60 FNMA POOL #634885	1,491.	1,710.
31389VKJ5 FNMA POOL #636697	4,043.	4,573.
31401WGQ6 FNMA POOL #720307	3,317.	3,400.
31401YHB4 FNMA POOL #722126	8,045.	8,732.
31402FGD1 FNMA POOL #727496	8,845.	9,126.
31402K5B6 FNMA POOL #731742	8,105.	9,108.
31403RP85 FNMA POOL #755647	3,548.	3,645.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31403T6B5 FNMA POOL #757866	11,089.	12,292.
31405NP90 FNMA POOL #794348	3,643.	4,088.
34107BLY3 FED NATL MTG ASSN		
31408DQG2 FNMA POOL #848355		
31409XHN2 FNMA POOL #881437	2,532.	2,863.
31410VA67 FNMA POOL #898329	1,599.	1,810.
36202C7L1 VR GNMA II PL#002699	1,715.	2,041.
36206VQB6 GNMA POOL #422650	2,564.	2,986.
36209FSP5 GNMA POOL #470426		
36209FX46 GNMA POOL #470599		
36211QG54 GNMA POOL #519620	827.	938.
36200RXS6 GNMA POOL #570489	4,824.	5,658.
36225AT34 GNMA POOL #780570	2,214.	2,582.
36225AVG2 GNMA POOL #780615	2,452.	2,859.
912828FF2 U S TREASURY NOTES	38,592.	37,469.
912828GH7 U S TREASURY NOTES	25,000.	27,219.
912828GW4 UNITED STATES NTS		
912810QH4 US TREASURY BOND		
912810EQ7 US TREASURY BOND	10,225.	13,349.
912810FJ2 US TREASURY BOND		
912810QC5 US TREASURY BOND		
912828KB5 US TREASURY NOTE		
912828KC3 US TREASURY NOTE		
912828MP2 US TREASURY NOTE	20,900.	22,072.
912828KD1 US TREASURY NOTE	20,407.	21,155.
912828HA1 US TREASURY NOTE	52,312.	55,282.
912828RC6 US TREASURY NOTE	70,059.	71,056.
912828BR0 US TREASURY NOTE		
912828JR2 US TREASURY NOTE		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3128M83G7 FHLMC POOL #G06799		
3133XXYX9 FED HOME LN BK		
3135G0HG1 FED NATL MTG ASSN	24,816.	25,019.
31407BLY3 FNMA POOL #825743	7,093.	7,325.
912828PL8 US TREASURY NOTE		
912828RM4 US TREASURY NOTE	81,242.	80,850.
912828SF8 US TREASURY NOTE	39,306.	40,206.
912828SV3 US TREASURY NOTE	39,010.	39,403.
3135G0LN1 FED NATL MTG ASSN	35,027.	35,074.
3138NXPT8 FNMA POOL #AR1333	26,682.	26,198.
3130A1AW8 FED HOME LN BK	34,998.	35,018.
912828D56 US TREASURY NOTE	44,316.	45,724.
912828WE6 US TREASURY NOTE	40,103.	42,075.
912828WJ5 US TREASURY NOTE	30,229.	30,846.
912828WL0 US TREASURY NOTE	45,054.	45,176.
TOTALS	965,666.	1,001,576.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
002896207 ABERCROMBIE & FITCH		
023135106 AMAZON COM INC COM	13,379.	18,287.
023135106 AMAZON COM		
099724106 BORG WARNER INC		
189754104 COACH INC		
189754104 COACH INC		
20030N200 COMCAST CORP-SPECIAL		
237194105 DARDEN RESTAURANTS I		
25490A101 DIRECTV		
256677105 DOLLAR GENERAL CORP		
307000109 FAMILY DLR STORES		
372460105 GENUINE PARTS CO		
459902102 INTERNATIONAL GAME T		
500255104 KOHLS CORP		
500255104 KOHLS CORP		
517834107 LAS VEGAS SANDS CORP	51,224.	48,850.
550021109 LULULEMON ATHLETICA		
580135101 MCDONALDS CORP		
64110L106 NETFLIX.COM INC	2,061.	2,080.
741503403 THE PRICELINE GROUP	7,390.	6,961.
855030102 STAPLES INC		
855244109 STARBUCKS CORP COM		
855244109 STARBUCKS CORP		
85590A401 STARWOOD HOTELS & RE		
887317303 TIME WARNER INC	9,059.	11,661.
887317303 TIME WARNER INC		
872540109 TJX COS INC NEW	31,847.	60,139.
872540109 TJX COX INC		
918204108 VFC CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
988498101 YUM BRANDS INC		
191216100 COCA COLA CO		
194162103 COLGATE PALMOLIVE CO		
22160K105 COSTCO WHOLESALE COR		
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
544147101 LORILLARD INC		
582839106 MEAD JOHNSON NUTRITI		
713448108 PEPSICO INC		
742718109 PROCTOR & GAMBLE CO		
902494103 TYSON FOODS INC		
931142103 WAL MART STORES		
057224107 BAKER HUGHS INC		
13342B105 CAMERON INTL CORP		
20825C104 CONOCOPHILLIPS		
25179M103 DEVON ENERGY CORPORA		
26875P101 EOG RESOURCES INC		
30231G102 EXXON MOBIL CORPORAT		
30231G102 EXXON MOBIL CORP		
637071101 NATIONAL OILWELL INC	47,021.	46,593.
637071101 NATIONAL OILWELL VAR		
674599105 OCCIDENTAL PETE CORP		
674599105 OCCIDENTAL PETE CORP		
75281A109 RANGE RES CORP		
025816109 AMERICAN EXPRESS CO		
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
09247X101 BLACKROCK INC	27,279.	31,240.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
125581801 CIT GROUP INC.		
200340107 COMERICA INC		
354613101 FRANKLIN RESOURCES		
59156R108 METLIFE INC		
629491101 NYSE EURONEXT INC		
744320102 PRUDENTIAL FINL INC		
87236Y108 TD AMERITRADE HLDG C		
89417E109 TRAVELERS COMPANIES,		
002824100 ABBOTT LABS		
00817Y108 AETNA INC-NEW		
015351109 ALEXION PHARMACEUTIC		
018490102 ALLERGAN INC		
018490102 ALLERIGAN INC		
09062X103 BIOGEN IDEC INC	9,548.	12,308.
156782104 CERNER CORP COM		
156782104 CERNER CORP		
23918K108 DAVITA HEALTHCARE PA		
302182100 EXPRESS SCRIPTS INC		
452327109 ILLUMINA INC		
478160104 JOHNSON & JOHNSON		
50540R409 LABORATORY CRP OF AM		
883556102 THERMO FISHER SCIENT	15,974.	37,753.
91324P102 UNITEDHEALTH GROUP I	35,702.	69,633.
91324P102 UNITEDHEALTH GROUP		
941848103 WATERS CORP		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO	25,142.	59,253.
097023105 BOEING CO		
231021106 CUMMINS INC.	66,722.	71,208.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
235851102 DANAHER CORP		
235851102 DANAHER CORP		
235851102 DANAHER CORP		
244199105 DEERE & CO		
42805T105 HERTZ GLOBAL HOLDING		
740189105 PRECISION CASTPARTS		
740189105 PRECISON CASTPARTS		
755111507 RAYTHEON CO		
760759100 REPUBLIC SERVICES		
774341101 ROCKWELL COLLINS		
858912108 STERICYCLE INC		
907818108 UNION PACIFIC CORP	41,947.	69,128.
907818108 UNION PACIFIC CORP		
913017109 UNITED TECHNOLOGIES		
94106L109 WASTE MANAGEMENT INC		
88579Y101 3M CO		
037833100 APPLE INC	58,013.	150,209.
037833100 APPLE INC		
037833100 APPLE INC		
038222105 APPLIED MATERIALS IN		
177376100 CITRIX SYS INC		
177376100 CITRIX SYS INC		
192446102 COGNIZANT TECH SOLUT		
219350105 CORNING INC		
24702R101 DELL INC		
268648102 E M C CORP MASS	32,286.	40,639.
268648102 EMC CORP MASS		
285512109 ELECTRONIC ARTS INC		
31620M106 FIDELITY NATL INFORM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
38259P508 GOOGLE INC	3,560.	6,589.
38259P508 GOOGLE INC		
458140100 INTEL CORP		
48203R104 JUNIPER NETWORKS INC		
57636Q104 MASTERCARD INC		
594918104 MICROSOFT CORP	27,632.	46,376.
594918104 MICROSOFT CORP		
68389X105 ORACLE CORPORATION	13,722.	37,957.
68389X105 ORACLE CORP		
68389X105 ORACLE CORP		
747525103 QUALCOMM INC		
747525103 QUALCOMM INC		
79466L302 SALESFORCE COM INC	8,249.	11,854.
882508104 TEXAS INSTRUMENTS IN		
92342Y109 VERIFONE SYSTEMS INC		
92826C839 VISA INC-CLASS A SHR	12,859.	16,524.
92826C839 VISA INC-CLASS		
984332106 YAHOO INC		
263534109 DU PONT E I DE NEMOU		
460146103 INTERNATIONAL PAPER		
61166W101 MONSANTO CO NEW	9,675.	14,389.
61166W101 MONSANTO CO NEW		
74005P104 PRAXAIR INC COM		
74005P104 PRAXAIR INC		
826552101 SIGMA ALDRICH CORP		
029912201 AMERICAN TOWER SYSTE		
156700106 CENTURYLINK, INC		
025537101 AMERICAN ELECTRIC		
67019E107 NSTAR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
976657106 WISCONSIN ENERGY COR		
003021714 ABERDEEN EMERG MARKE		
00846U101 AGILENT TECHNOLOGIES		
03027X100 AMERICAN TOWER CORP		
03524A108 ANHEUSER-BUSCH INBEV	39,126.	45,275.
042068106 ARM HOLDINGS PLC - A		
056752108 BAIDU INC ADR		
111320107 BROADCOM CORPORATION		
124857202 CBS CORP NEW		
12572Q105 CME GROUP INC	30,721.	46,806.
14040H105 CAPITAL ONE FINANCIA		
228227104 CROWN CASTLE INTL CO		
278642103 EBAY INC		
278865100 ECOLAB INC		
29444U502 EQUINIX INC		
29875E100 AMERICAN EUROPACIFIC		
311900104 FASTENAL CO		
375558103 GILEAD SCIENCES INC	18,443.	36,216.
411511306 HARBOR INTERNATION F	662,115.	791,001.
427866108 THE HERSHEY COMPANY		
437076102 HOME DEPOT INC		
44981V706 ING REAL ESTATE FUND		
46120E602 INTUITIVE SURGICAL I		
464287200 ISHARES CORE S & P 5		
464287465 ISHARES MSCI EAFE ET	250,348.	326,797.
464287481 ISHARES RUSSELL MID-		
464287499 ISHARES RUSSELL MID-	659,521.	920,522.
464287648 ISHARES RUSSELL 2000	58,082.	140,057.
464287804 ISHARES CORE S&P SMA	288,448.	406,913.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
530322106 LIBERTY MEDIA CORP -		
53217V109 LIFE TECHNOLOGIES CO		
532716107 LIMITED BRANDS, INC		
53578A108 LINKEDIN CORP		
571748102 MARSH & MCLENNAN COS		
589509108 MERGER FD SH BEN INT		
664397106 NORTHEAST UTILS		
675232102 OCEANEERING INTL INC		
683974505 OPPENHEIMER DEVELOPI		
722005667 PIMCO COMMODITY REAL		
723787107 PIONEER NAT RES CO C	4,828.	7,162.
77954Q106 T ROWE PRICE BLUE CH	322,855.	541,243.
780905451 ROYCE PREMIER FUND W		
806857108 SCHLUMBERGER LTD	53,643.	56,039.
808513105 SCHWAB CHARLES CORP		
828336107 SILVER WHEATON CORP		
832696405 JM SMUCKER CO		
900297763 TURNER MIDCAP GROWTH		
90470K826 CRAWFORD DIVIDEND GR		
922042858 VANGUARD MSCI EMERGI		
92276F100 VENTAS INC COM		
92345Y106 VERISK ANALYTICS INC		
928563402 VMWARE INC		
92934R769 CRM MID CAP VALUE FD		
966837106 WHOLE FOODS MKT INC		
969457100 WILLIAMS COS INC		
G47791101 INGERSOLL-RAND PLC		
H0023R105 ACE LIMITED		
001055102 AFLAC INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
00724F101 ADOBE SYS INC	3,914.	5,526.
008252108 AFFILIATED MANAGERS	42,366.	53,341.
018581108 ALLIANCE DATA SYS CO		
037411105 APACHE CORP	29,954.	24,995.
04685W103 ATHENAHEALTH INC		
071813109 BAXTER INTL INC	37,840.	39,566.
084670702 BERKSHIRE HATHAWAY I	53,542.	74,345.
086516101 BEST BUY INC		
088606108 BHP BILLITON LIMITED		
09061G101 BIOMARIN PHARMACEUTI		
101137107 BOSTON SCIENTIFIC CO		
126650100 CVS HEALTH CORPORATI	33,120.	57,191.
150870103 CELANESE CORP	38,319.	45,413.
151020104 CELGENE CORP COM	9,748.	15,917.
166764100 CHEVRON CORP		
17275R102 CISCO SYSTEMS INC	44,793.	56,994.
20030N101 COMCAST CORP CLASS A	60,912.	75,578.
21036P108 CONSTELLATION BRANDS	8,297.	16,581.
247361702 DELTA AIR LINES INC	5,142.	11,247.
25243Q205 DIAGEO PLC - ADR	31,364.	31,416.
254687106 WALT DISNEY CO	40,515.	61,982.
25470F104 DISCOVERY COMMUNICAT		
262037104 DRIL-QUIP INC COM		
30303M102 FACEBOOK INC	14,794.	25,175.
38141G104 GOLDMAN SACHS GROUP	26,025.	32,595.
404280406 HSBC - ADR	45,736.	42,885.
413838202 OAKMARK INTERNATIONA	160,000.	165,502.
45866F104 INTERCONTINENTAL EXC	13,239.	18,305.
459200101 INTERNATIONAL BUSINE	28,002.	22,217.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287614 ISHARES RUSSELL 1000		
46625H100 JPMORGAN CHASE & CO	46,078.	55,949.
478366107 JOHNSON CONTROLS INC	27,881.	40,850.
485170302 KANSAS CITY SOUTHERN		
58155Q103 MCKESSON CORP	41,876.	69,551.
611740101 MONSTER BEVERAGE COR	17,410.	35,327.
641069406 NESTLE S.A. REGISTER	33,391.	34,373.
74925K581 ROBECO BP LNG/SHRT R	540,000.	594,813.
81762P102 SERVICENOW INC	5,933.	7,227.
82968B103 SIRIUS XM HOLDINGS I		
848637104 SPLUNK INC		
870297801 MLN ELEMENTS ROGERS	130,429.	105,987.
87612E106 TARGET CORP	57,664.	64,084.
886547108 TIFFANY & CO NEW		
89151E109 TOTAL S.A. - ADR	26,689.	30,040.
902973304 US BANCORP DEL NEW	33,916.	43,581.
911312106 UNITED PARCEL SERVIC	27,667.	35,944.
92210H105 VANTIV INC		
922908553 VANGUARD REIT VIPER		
94987W745 WFA ASSET ALLOCATION		
G0083B108 ACTAVIS PLC		
G0408V102 AON PLC		
G27823106 DELPHI AUTOMOTIVE PL	8,682.	11,453.
G29183103 EATON CORP PLC	30,381.	33,305.
G5480U120 LIBERTY GLOBAL PLC-S	13,287.	19,319.
G60754101 MICHAEL KORS HOLDING		
N07059210 ASML HOLDING NV-NY R		
00287Y109 ABBVIE INC	12,361.	15,985.
01609W102 ALIBABA GROUP HOLDIN	5,586.	5,582.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
03674X106 ANTERO RESOURCES COR	7,484.	5,630.
13645T100 CANADIAN PAC RY LTD	10,192.	11,396.
169656105 CHIPOTLE MEXICAN GRI	9,087.	9,954.
172967424 CITIGROUP INC.	45,460.	48,897.
256219106 DODGE & COX STOCK FU	200,000.	202,474.
38259P706 GOOGLE INC-CL C	49,396.	61,769.
406216101 HALLIBURTON CO	10,766.	7,680.
501404107 KUTZTOWN FAIR ASSOC	1,200.	1,000.
595112103 MICRON TECHNOLOGY IN	13,657.	14,704.
654106103 NIKE INC CL B	12,031.	15,092.
683974604 OPPENHEIMER DEVELOPI	715,000.	814,262.
697435105 PALO ALTO NETWORKS I	7,242.	9,102.
78388J106 SBA COMMUNICATIONS C	14,375.	19,346.
90130A101 TWENTY FIRST CENTURY	13,240.	14,830.
902641646 E-TRACS ALERIAN MLP	247,518.	270,851.
904311107 UNDER ARMOUR INC	9,945.	10,946.
92913K595 VOYA REAL ESTATE FUN	500,000.	570,486.
958102105 WESTERN DIGITAL CORP	9,941.	10,224.
G97822103 PERRIGO CO PLC	9,292.	9,611.
H84989104 TE CONNECTIVITY LTD	12,345.	12,519.
TOTALS	6,623,445.	8,388,576.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
002824AW0 ABBOTT LABORATORIES		
037389AY9 AON CORP	25,268.	25,731.
060505DH4 BANK OF AMERICA CORP	35,492.	38,985.
149123BJ9 CATERPILLAR INC		
20030NBB6 COMCAST CORP		
126650GH2 CVS CAREMARK CORP		
36962GXZ2 GENERAL ELEC CAP COR		
38143UAB7 GOLDMAN SACHS GROUP		
437076AP7 HOME DEPOT INC	28,395.	31,791.
46625HDF4 JP MORGAN CHASE & CO	34,217.	36,246.
50075NAZ7 KRAFT FOODS INC		
565849AE6 MARATHON OIL CORP		
61746SBR9 MORGAN STANLEY	24,870.	26,032.
674599BZ7 OCCIDENTAL PETROLEUM	24,675.	25,503.
694308GD3 PACIFIC GAS & ELECTR		
10138MAH8 PEPSI BOTTLING GROUP		
78387GAM5 SBC COMMUNICATIONS		
87612EAK2 TARGET CORP		
91324PBM3 UNITEDHEALTH GROUP	19,726.	21,478.
126650BH2 CVS CAREMARK CORP	7,854.	8,864.
044820504 ASHMORE EMERG MKTS C	445,000.	421,433.
262028855 DRIEHAUS ACTIVE INCO	200,000.	196,276.
4812C0803 JPMORGAN HIGH YIELD	252,001.	257,426.
693390304 PIMCO LOW DURATION F	667,080.	666,420.
693390593 PIMCO MODERATE DURAT	239,460.	230,360.
693390841 PIMCO HIGH YIELD FD-	200,000.	277,147.
693390882 PIMCO FOREIGN BD FD	513,492.	566,388.
77958B402 T ROWE PRICE INST FL	430,000.	425,546.
001055AJ1 AFLAC INC	25,615.	26,551.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
023135AH9 AMAZON.COM INC		24,311.	24,845.
0258M0DE6 AMERICAN EXPRESS CRE		40,648.	40,276.
03523TBM9 ANHEUSER-BUSCH INBEV		30,107.	30,070.
053332AK8 AUTOZONE INC		26,610.	25,152.
05531FAN3 BB&T CORPORATION		19,910.	20,192.
05565QBQ0 BP CAPITAL MARKETS		26,335.	25,754.
06366QW86 BANK OF MONTREAL		30,671.	30,889.
06739FGF2 BARCLAYS BANK PLC		32,928.	32,153.
17275RAC6 CISCO SYSTEMS INC		27,755.	26,512.
172967GL9 CITIGROUP INC		23,946.	25,289.
205887BQ4 CONAGRA FOODS INC		25,063.	24,900.
260543CC5 DOW CHEMICAL CO/THE		20,926.	21,589.
26441CAL9 DUKE ENERGY CORP		24,949.	26,618.
29273RAX7 ENERGY TRANSFER PART		19,966.	20,922.
30219GAE8 EXPRESS SCRIPTS HOLD		26,821.	27,621.
36962G6K5 GENERAL ELEC CAP COR		24,700.	25,252.
38141GRD8 GOLDMAN SACHS GROUP		24,150.	25,375.
539830AT6 LOCKHEED MARTIN CORP		26,659.	27,414.
64110DAC8 NETAPP INC		19,778.	20,134.
68389XAN5 ORACLE CORP		29,509.	30,015.
693475AL9 PNC FINANCIAL SERVIC		27,172.	29,435.
89233P7E0 TOYOTA MOTOR CREDIT		24,478.	24,995.
92343VBR4 VERIZON COMMUNICATIO		26,839.	28,106.
931422AH2 WALGREEN CO		19,022.	19,926.
71645WAU5 PETROBRAS INTL FIN		15,180.	14,893.
949917744 WF ADV ULTR SHORT-TR		100,000.	99,648.
983919AG6 XILINX INC		24,934.	24,881.
	TOTALS	3,936,512.	4,055,033.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
36158YFT1 GE CAP COM MTG	C		
46603JAC3 JP MORGAN CHASE COMM	C		
464287226 ISHARES CORE TOTAL U	C		
4812C0803 JPMORGAN HIGH YIELD	C		
693390841 PIMCO HIGH YIELD FD-	C		
693390304 PIMCO LOW DURATION F	C		
693390593 PIMCO MODERATE DURAT	C		
54269F481 WESTERN ASSET EMERGI	C		
693391559 PIMCO EMERG MKTS BD-	C		
693390882 PIMCO FOREIGN BD FD	C		
042068106 ARM HOLDING PLC-ADR	C		
N07059186 ASML HOLDING	C		
Y0486S104 AVAGO TECHNOLOGIES	C		
056752108 BAIDU INC	C		
055434203 BG GROUP	C		
G2554F113 COVIDIEN PLC	C		
29358Q109 ENSCO INTERNATIONAL	C		
G47791101 INGERSOLL-RAND PLC	C		
806857108 SCHLUMBERGER LTD	C		
806857108 SCHULMBERGER LTD	C		
82481R106 SHIRE PLC	C		
H89128104 TYCO INTERNATIONAL	C		
92934R769 CRM MID CAP VALUE	C		
38142Y401 GOLDMAN SACHS GROWTH	C		
464287648 ISHARES RUSSELL 2000	C		
464287200 ISHARES S & P 500	C		
780905451 ROYCE PREMIER FUND	C		
90470K826 THE CRAWFORD DIVIDEN	C		
900297763 TURNER MIDCAP GROWTH	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
922908827 VANGUARD SMALL CAP	C		
961323409 WESTPORT FUNDS SELEC	C		
29875E100 AMERICAN EUROPACIFIC	C		
32008F200 FIRST EAGLE OVERSEAS	C		
411511306 HAROBOR INTERNATIONA	C		
464287465 ISHARES MSCI EAFE	C		
52106N889 LAZARD EMERGING MKT	C		
784924425 SSGA EMERGING MKT	C		
922042858 VANGARD MSCI EMERG	C		
501404107 KUTZTOWN FAIR ASSOC	C		
92276F100 VENTAS INC	C		
52469F481 WESTERN ASSET EMRG M	C		
94985D418 WELLS FARGO ADV AST	C		
46630JAC3 JP MORGAN CHASE COMM	C		
94987W745 WFA ASSET ALLOCATION	C	400,000.	459,265.
TOTALS		400,000.	459,265.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	6,158.
DISALLOWED WASH SALES	20.
ACCRUED INTEREST POST EFFECTIVE DATE ADJ	1,634.
SALES WITH GAINS POSTING CURRENT YR EFF PREVIOUS YR	389.
CAPITAL GAINS ROUNDING ADJ	20.
SALES WITH LOSS POSTING AFTER TYE EFFECTIVE CURRENT YR	1,763.
TOTAL	9,984.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	6,384.
SALES WITH GAIN POSTING AFTER TYE EFFECTIVE CURRENT YR	3,510.
ROC COST BASIS ADJ	2,783.
TOTAL	12,677.