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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/1/2013, and ending 11/30/2014

Name of foundation <b>HARRY A WEISS TRUST</b>			A Employer identification number <b>94-6051339</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>		State <b>NC</b>	ZIP code <b>27101-3818</b>	
Foreign country name		Foreign province/state/county		Foreign postal code
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				
Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>560,116</b>		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)		
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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)
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	9,553	9,123		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	37,263			
b	Gross sales price for all assets on line 6a <b>216,820</b>				
7	Capital gain net income (from Part IV, line 2)		37,263		
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	<b>Total.</b> Add lines 1 through 11	46,816	46,386	0	
13	Compensation of officers, directors, trustees, etc.	9,088	6,816		2,272
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,085			1,085
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	679	131		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10			10
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	10,862	6,947	0	3,367
25	Contributions, gifts, grants paid	22,800			22,800
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	33,662	6,947	0	26,167
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	13,154			
b	Net investment income (if negative, enter -0-)		39,439		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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<b>Part II Balance Sheets</b> 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	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing			
	<b>2</b> Savings and temporary cash investments	19,453	23,798	23,798
	<b>3</b> Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule)			
	<b>c</b> Investments—corporate bonds (attach schedule)			
	<b>11</b> Investments—land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b> Investments—mortgage loans			
	<b>13</b> Investments—other (attach schedule)	410,233	418,854	536,318
	<b>14</b> Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	<b>15</b> Other assets (describe ▶ )			
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	429,686	442,652	560,116
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses			
	<b>18</b> Grants payable			
	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule)			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted			
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds	429,686	442,652	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions)	429,686	442,652	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)	429,686	442,652	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	429,686
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	13,154
<b>3</b> Other increases not included in line 2 (itemize) ▶ See Attached Statement	<b>3</b>	59
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	442,899
<b>5</b> Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	<b>5</b>	247
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	442,652

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	37,263
<b>3</b> 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 }	<b>3</b>	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	25,142	532,761	0.047192
2011	19,697	497,023	0.039630
2010	24,547	513,640	0.047790
2009	24,499	483,559	0.050664
2008	24,017	423,063	0.056769

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.242045
<b>3</b> 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	<b>3</b>	0.048409
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	551,598
<b>5</b> Multiply line 4 by line 3	<b>5</b>	26,702
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	394
<b>7</b> Add lines 5 and 6	<b>7</b>	27,096
<b>8</b> 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.	<b>8</b>	26,167

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		789
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		789
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		789
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		490
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		490
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		299
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
<b>b</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	
<b>9</b> 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
<b>10</b> 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 ☒ NoOrganizations 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**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	9,088	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	537,141
<b>b</b>	Average of monthly cash balances	<b>1b</b>	22,857
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	559,998
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	559,998
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	8,400
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	551,598
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	27,580

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	27,580
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	789
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	789
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	26,791
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	26,791
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	26,791

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	26,167
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	26,167
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	26,167

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				26,791
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only			22,819	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 26,167				
<b>a</b> Applied to 2012, but not more than line 2a			22,819	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				3,348
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				23,443
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> 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)

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	<b>22,800</b>
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	<b>0</b>



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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign  
Here**

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

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

1/22/2015  
Date

**SVP Wells Fargo Bank N.A.**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

*John Doe*

Date

1/22/2015

Check ☒ if self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

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

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
----------	--------------

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

Recipient(s) paid during the year

**Name**

ST. JOHN'S UNIVERSITY

**Street**

8000 UTOPIA PARKWAY

**City**

QUEENS

**State**

NY

**Zip Code**

11439

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

SPRINGFIELD COLLEGE

**Street**

263 ALDEN ST

**City**

SPRINGFIELD

**State**

MA

**Zip Code**

01109

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

SUNY GENESEO

**Street**

1 COLLEGE CIRCLE

**City**

GENESEO

**State**

NY

**Zip Code**

14454

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

CLARKSON UNIVERSITY

**Street**

8 CLARKSON AVENUE

**City**

POTSDAM

**State**

NY

**Zip Code**

13699

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

SYRACUSE UNIVERSITY

**Street**

900 SOUTH CROUSE AVENUE

**City**

SYRACUSE

**State**

NY

**Zip Code**

13244

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,100

**Name**

ST. JOHN FISHER COLLEGE

**Street**

3690 EAST AVENUE

**City**

ROCHESTER

**State**

NY

**Zip Code**

14618

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

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

Recipient(s) paid during the year

**Name**

BINGHAMTON UNIVERSITY

**Street**

4400 VESTAL PARKWAY EAST

**City**

BINGHAMTON

**State**

NY

**Zip Code**

13902

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

4,300

**Name**

SHIPPENSBURG UNIVERSITY

**Street**

1871 OLD MAIN DR

**City**

SHIPPENSBURG

**State**

PA

**Zip Code**

17257

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

SUNY BROOME

**Street**

907 UPPER FRONT ST

**City**

BINGHAMTON

**State**

NY

**Zip Code**

13905

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

3,000

**Name**

ITHACA COLLEGE

**Street**

953 DANBY RD

**City**

ITHACA

**State**

NY

**Zip Code**

14850

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

3,200

**Name**

MICHIGAN TECH UNIVERSITY

**Street**

1400 TOWNSEND DRIVE

**City**

HOUGHTON

**State**

MI

**Zip Code**

49931

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

**Name**

SUNY COLLEGE OF ENVIRONMENTAL SCIENCE AND FORESTRY

**Street**

1 FORESTRY DRIVE

**City**

SYRACUSE

**State**

NY

**Zip Code**

13210

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000



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

Recipient(s) paid during the year

**Name**

WILKES UNIVERSITY

**Street**

84 WEST SOUTH STREET

**City**

WILKES-BARRE

**State**

PA

**Zip Code**

18766

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,100

**Name**

CORNELL UNIVERSITY

**Street**

410 THURSTON AVENUE

**City**

ITHACA

**State**

NY

**Zip Code**

14853

**Foreign Country****Relationship**

NONE

**Foundation Status****Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,100

**Name**

ROCHESTER INSTITUTE OF TECHNOLOGY

**Street**

1 LOMB MEMORIAL DR

**City**

ROCHESTER

**State**

NY

**Zip Code**

14623

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

1,000

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

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										7,140											
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals								
													Gross Sales	Net Gain or Loss							
1	X	AGR MANAGED FUTURES ST			1/23/2014		8/8/2014	346	369					216,820	37,263						
2	X	AGR MANAGED FUTURES ST	00203H859		1/23/2014		10/22/2014	667	674					0	0						
3	X	ARTISAN INTERNATIONAL FU	04314H204		1/20/2009		1/21/2014	847	383												
4	X	ARTISAN INTERNATIONAL FU	04314H204		6/18/2014		6/24/2014	1,373	1,371												
5	X	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013		4/22/2014	2,443	2,043												
6	X	ARTISAN MID CAP FUND-INS	04314H600		6/18/2014		6/24/2014	909	917												
7	X	CREDIT SUISSE COMM RET S	22544R305		10/8/2010		4/22/2014	2,511	2,511												
8	X	CREDIT SUISSE COMM RET S	22544R305		10/8/2010		6/18/2014	7,502	8,757												
9	X	CREDIT SUISSE COMM RET S	22544R305		10/8/2010		6/24/2014	741	855												
10	X	DIAMOND HILL LONG-SHORT	25284S833		8/10/2012		6/18/2014	475	358												
11	X	DIAMOND HILL LONG-SHORT	25284S833		8/10/2012		6/24/2014	568	429												
12	X	DIAMOND HILL LONG-SHORT	25284S833		5/3/2010		10/22/2014	8,468	4,540												
13	X	DIAMOND HILL LONG-SHORT	25284S833		10/8/2010		10/22/2014	780	539												
14	X	DIAMOND HILL LONG-SHORT	25284S833		8/10/2012		10/22/2014	3,337	2,801												
15	X	DODGE & COX INTL STOCK F	25620B103		5/3/2010		1/21/2014	950	721												
16	X	DODGE & COX INTL STOCK F	25620B103		6/18/2014		6/24/2014	1,208	1,219												
17	X	DODGE & COX INCOME FD C	256210105		2/11/2013		1/21/2014	642	652												
18	X	DODGE & COX INCOME FD C	256210105		2/11/2013		6/18/2014	4,304	4,286												
19	X	DODGE & COX INCOME FD C	256210105		2/11/2013		6/24/2014	588	583												
20	X	DODGE & COX INCOME FD C	256210105		2/11/2013		9/5/2014	961	957												
21	X	DODGE & COX INCOME FD C	256210105		2/11/2013		10/22/2014	878	874												
22	X	DODGE & COX INCOME FD C	256210105		2/11/2013		10/28/2014	2,716	2,710												
23	X	DODGE & COX INCOME FD C	256210105		4/24/2014		10/28/2014	789	782												
24	X	DREYFUS EMG MKT DEBT LC	261880494		8/10/2012		6/18/2014	3,138	3,233												
25	X	DREYFUS EMG MKT DEBT LC	261880494		8/10/2012		6/18/2014	1,928	1,858												
26	X	DREYFUS EMG MKT DEBT LC	261880494		2/4/2011		6/18/2014	1,150	1,152												
27	X	ISHARES CORE S & P 500 ETF	484287200		6/18/2014		6/24/2014	590	588												
28	X	JP MORGAN HIGH YIELD FUND	4812C0803		4/24/2014		10/28/2014	240	244												
29	X	KALMAR GR W VAL SM CAP	483438305		6/18/2014		6/24/2014	726	730												
30	X	KEELEY SMALL CAP VAL FDC	487300808		4/20/2009		6/18/2014	18,478	5,971												
31	X	LAUDUS MONDRIAN INTL FFI	51855Q655		7/23/2010		4/22/2014	3,363	3,477												
32	X	LAUDUS MONDRIAN INTL FFI	51855Q655		1/23/2014		4/22/2014	913	895												
33	X	MFS VALUE FUND-CLASS I #6	552983694		2/14/2012		1/21/2014	1,328	963												
34	X	MFS VALUE FUND-CLASS I #6	552983694		6/18/2014		6/24/2014	1,597	1,605												
35	X	MERGER FD SH BEN INT #260	589509108		6/18/2014		6/24/2014	524	526												
36	X	MERGER FD SH BEN INT #260	589509108		2/11/2013		6/24/2014	35	33												
37	X	MERGER FD SH BEN INT #260	589509108		2/11/2013		6/24/2014	2,598	2,506												
38	X	ASG GLOBAL ALTERNATIVES	638721885		10/11/2013		1/21/2014	656	661												
39	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		1/21/2014	1,471	1,480												
40	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		6/24/2014	824	840												
41	X	ASG GLOBAL ALTERNATIVES	638721885		7/12/2013		6/24/2014	2,554	2,680												
42	X	NUVEEN HIGH YIELD MUNI B	64128R608		6/18/2014		6/24/2014	554	555												
43	X	NUVEEN HIGH YIELD MUNI B	64128R608		4/24/2014		10/22/2014	908	871												
44	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		4/22/2014	1,274	1,216												
45	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		6/18/2014	30	27												
46	X	DREYFUS EMG MKT DEBT LC	261880494		2/4/2011		6/24/2014	568	565												
47	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		1/21/2014	2,387	2,371												
48	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		6/18/2014	2,439	2,425												
49	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		6/24/2014	561	558												
50	X	JP MORGAN MID CAP VALUE	339128100		6/18/2014		6/24/2014	1,093	1,095												
51	X	HARBOR CAPITAL APROCTION	411511504		1/20/2009		1/21/2014	2,845	1,006												
52	X	HARBOR CAPITAL APROCTION	411511504		4/24/2014		6/18/2014	1,557	1,486												
53	X	HARBOR CAPITAL APROCTION	411511504		1/20/2009		6/18/2014	4,231	1,583												
54	X	HARBOR CAPITAL APROCTION	411511504		1/20/2009		6/24/2014	1,633	612												
55	X	ISHARES CORE S & P 500 ETF	484287200		11/5/2009		12/1/2014	925	425												
56	X	ROBEKO BP LNG/SHRT RES-	74825K581		7/12/2013		6/18/2014	5,783	5,164												
57	X	ROBEKO BP LNG/SHRT RES-	74825K581		7/12/2013		6/24/2014	566	506												
58	X	RIDGEWORTH SEIX HY BD-1	76628T845		10/24/2011		1/21/2014	512	480												
59	X	RIDGEWORTH SEIX HY BD-1	76628T845		7/12/2013		1/21/2014	5,758	5,869												
60	X	RIDGEWORTH SEIX HY BD-1	76628T845		8/11/2009		1/21/2014	5,927	5,338												
61	X	RIDGEWORTH SEIX HY BD-1	76628T845		10/13/2008		4/22/2014	1,215	865												
62	X	RIDGEWORTH SEIX HY BD-1	76628T845		11/20/2008		4/22/2014	1,017	732												
63	X	RIDGEWORTH SEIX HY BD-1	76628T845		1/20/2009		4/22/2014	988	744												
64	X	RIDGEWORTH SEIX HY BD-1	76628T845		1/20/2009		4/22/2014	8,107	6,380												
65	X	RIDGEWORTH SEIX HY BD-1	76628T845		5/8/2009		4/22/2014	745	627												
66	X	RIDGEWORTH SEIX HY BD-1	76628T845		2/14/2009		4/22/2014	1,977	1,764												
67	X	T ROWE PRICE SHORT TERM	77857P105		8/11/2012		4/22/2014	276	281												
68	X	T ROWE PRICE SHORT TERM	77857P105		2/11/2013		4/22/2014	2,773	2,802												

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

Long Term CG Distributions										Amount		Totals									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss							
										Other sales		Gross Sales									
										218,820	178,557	37,263	0								
										0	0	0	0								
68	OPPENHEIMER DEVELOPING	883974505			1/23/2014		6/18/2014	1,474	1,345				0	129							
70	OPPENHEIMER DEVELOPING	883974505			1/23/2014		6/24/2014	2,054	1,878				0	175							
71	PIMCO TOTAL RET FD-INST #	883390700			5/3/2010		6/18/2014	4,196	4,281				0	-85							
72	PIMCO TOTAL RET FD-INST #	883390700			5/3/2010		6/24/2014	612	623				0	-11							
73	PIMCO TOTAL RET FD-INST #	883390700			5/3/2010		9/5/2014	1,019	1,034				0	-15							
74	PIMCO TOTAL RET FD-INST #	883390700			5/3/2010		9/30/2014	2,098	2,146				0	-48							
75	PIMCO TOTAL RET FD-INST #	883390700			2/4/2011		9/30/2014	7,260	7,200				0	60							
76	PIMCO TOTAL RET FD-INST #	883390700			10/24/2011		9/30/2014	1,478	1,462				0	16							
77	PIMCO TOTAL RET FD-INST #	883390700			10/11/2013		9/30/2014	4,468	4,447				0	21							
78	PIMCO TOTAL RET FD-INST #	883390700			4/24/2014		9/30/2014	1,390	1,384				0	6							
78	X	ROBECO BP LNG/SHRT RES-			7/12/2013		1/21/2014	3,232	2,981				0	251							
80	X	T ROWE PRICE SHORT TERM			7/12/2013		4/22/2014	225	225				0	0							
81	X	T ROWE PRICE SHORT TERM			1/23/2014		6/18/2014	2,017	2,017				0	0							
82	X	T ROWE PRICE SHORT TERM			9/5/2014		10/22/2014	604	604				0	0							
83	X	T ROWE PRICE SHORT TERM			1/23/2014		10/28/2014	599	599				0	0							
84	X	T ROWE PRICE SHORT TERM			9/5/2014		10/28/2014	1,447	1,447				0	0							
85	X	T ROWE PRICE SHORT TERM			10/11/2013		10/28/2014	1,030	1,030				0	0							
86	X	T ROWE PRICE INST FLOAT R			1/23/2014		10/28/2014	182	186				0	-4							
87	X	SPDR DJ WILSHIRE INTERNA			4/27/2011		4/22/2014	85	81				0	4							
88	X	SPDR DJ WILSHIRE INTERNA			4/26/2011		4/22/2014	552	528				0	24							
88	X	SPDR DJ WILSHIRE INTERNA			2/2/2011		6/24/2014	914	852				0	62							
90	X	SPDR DJ WILSHIRE INTERNA			2/2/2011		6/24/2014	87	78				0	8							
91	X	STRATTON SM-CAP VALUE F			6/18/2014		6/24/2014	608	623				0	-15							
92	X	VANGUARD TOTAL BOND MA			9/30/2014		10/22/2014	682	656				0	6							
93	X	VANGUARD TOTAL BOND MA			9/30/2014		10/28/2014	3,469	3,444				0	25							
94	X	VANGUARD FTSE EMERGING			11/20/2008		12/1/2014	3,065	1,489				0	1,576							
95	X	VANGUARD FTSE EMERGING			1/15/2009		12/1/2014	9,351	5,237				0	4,114							
96	X	VANGUARD FTSE EMERGING			8/10/2011		12/1/2014	5,265	5,461				0	-196							
97	X	VANGUARD FTSE EMERGING			8/6/2012		12/1/2014	1,925	2,020				0	-95							
98	X	VANGUARD FTSE EMERGING			2/7/2013		12/1/2014	1,532	1,715				0	-183							
99	X	VANGUARD FTSE EMERGING			7/10/2013		12/1/2014	5,108	4,968				0	140							
100	X	VANGUARD REIT VIPER			11/19/2012		4/22/2014	720	622				0	98							
101	X	VANGUARD REIT VIPER			10/9/2013		4/22/2014	288	263				0	25							
102	X	VANGUARD REIT VIPER			10/9/2013		6/24/2014	1,195	1,052				0	143							
103	X	VANGUARD REIT VIPER			1/15/2009		6/24/2014	75	29				0	46							
104	X	VANGUARD REIT VIPER			1/15/2009		10/22/2014	1,148	428				0	719							

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

		1,085	0	0	1,085
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,085			1,085

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

		679	131	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	131	131		
2	PY Excise Tax Due	58			
3	Estimated Excise Payments	490			

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

		10	0	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	State AG Fees	10			10

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

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

1	Cost Basis Adjustment	1	51
2	Mutual Fund Timing Difference	2	8
3	Total	3	59

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

1	PY Return of Capital Adjustment	1	247
2	Total	2	247

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

[illegible]



Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	94-6051339	VP0528308	FEDERATED TREAS OBL FD 68	18,741.59	18,742	18,742
Savings & Temp Inv	94-6051339	VP0528308	FEDERATED TREAS OBL FD 68	5,056.07	5,056	5,056
Savings & Temp Inv Total					<b>23,798</b>	<b>23,798</b>
Invest - Other	94-6051339	04314H204	ARTISAN INTERNATIONAL FUND #661	1,100.01	15,550	34,265
Invest - Other	94-6051339	256210105	DODGE & COX INCOME FD COM #147	891.52	10,924	12,446
Invest - Other	94-6051339	411511504	HARBOR CAPITAL APRCTION-INST #2012	755.13	20,671	47,800
Invest - Other	94-6051339	693390882	PIMCO FOREIGN BD FD USD H-INST #103	394.18	4,175	4,454
Invest - Other	94-6051339	77957P105	T ROWE PRICE SHORT TERM BD FD #55	1,575.15	7,443	7,529
Invest - Other	94-6051339	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	496.45	5,446	5,600
Invest - Other	94-6051339	589509207	MERGER FUND-INST #301	502.05	7,894	8,128
Invest - Other	94-6051339	04314H600	ARTISAN MID CAP FUND-INS #1333	447.22	18,281	21,538
Invest - Other	94-6051339	315920702	FID ADV EMER MKTS INC- CL I #607	594.92	8,079	8,222
Invest - Other	94-6051339	464287200	ISHARES CORE S & P 500 ETF	86.00	9,003	17,938
Invest - Other	94-6051339	261980668	DREYFUS INTERNATL BOND FD CL I #6094	246.00	4,189	4,118
Invest - Other	94-6051339	256206103	DODGE & COX INT'L STOCK FD #1048	742.51	24,763	33,569
Invest - Other	94-6051339	552983694	MFS VALUE FUND-CLASS I #893	1,335.24	36,980	48,162
Invest - Other	94-6051339	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	954.18	13,405	12,738
Invest - Other	94-6051339	262028855	DRIEHAUS ACTIVE INCOME FUND	1,010.24	10,829	10,648
Invest - Other	94-6051339	339128100	JP MORGAN MID CAP VALUE-I #758	600.95	15,273	23,906
Invest - Other	94-6051339	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	526.23	8,646	9,025
Invest - Other	94-6051339	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	1,488.14	17,067	17,292
Invest - Other	94-6051339	922908553	VANGUARD REIT VIPER	280.00	7,619	22,560
Invest - Other	94-6051339	00203H859	AQR MANAGED FUTURES STR-I #15213	762.55	7,811	8,594
Invest - Other	94-6051339	863137105	STRATTON SM-CAP VALUE FD #37	198.02	15,424	14,800
Invest - Other	94-6051339	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	1,211.42	9,785	9,582
Invest - Other	94-6051339	77958B402	T ROWE PRICE INST FLOAT RATE #170	799.75	8,234	8,117
Invest - Other	94-6051339	683974604	OPPENHEIMER DEVELOPING MKT-I #799	1,429.57	47,982	55,081
Invest - Other	94-6051339	921937835	VANGUARD TOTAL BOND MARKET ETF	150.00	12,302	12,431
Invest - Other	94-6051339	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	510.00	15,318	21,910
Invest - Other	94-6051339	74925K581	ROBECO BP LNG/SHRT RES-INS	539.18	7,177	8,266
Invest - Other	94-6051339	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	846.15	10,915	11,135
Invest - Other	94-6051339	483438305	KALMAR GR W/ VAL SM CAP-INS #4	773.55	13,545	16,190
Invest - Other	94-6051339	22544R305	CREDIT SUISSE COMM RET ST-I #2156	3,123.87	24,123	20,274
Invest - Other Total					<b>418,854</b>	<b>536,318</b>
Grand Total					<b>442,652</b>	<b>560,116</b>

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount								
			7,140				7,140							
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
85	1 ROWIE PRICE SHORT TERM BD FD #5	71857P105		10/11/2013	10/28/2014	1,030			1,030		0	0	0	0
86	1 ROWIE PRICE SHORT TERM BD FD #5	71857P105		10/11/2013	10/28/2014	180			180		4	0	0	4
87	1 ROWIE PRICE SHORT TERM BD FD #5	71857P105		10/11/2013	10/28/2014	182			182		0	0	0	0
88	SPDR DJ WILSHIRE INTERNATIONAL R	78463X983		4/27/2011	4/22/2014	85			81		24	0	0	24
89	SPDR DJ WILSHIRE INTERNATIONAL R	78463X983		4/28/2011	4/22/2014	552			528		62	0	0	62
90	SPDR DJ WILSHIRE INTERNATIONAL R	78463X983		4/28/2011	4/22/2014	914			852		6	0	0	6
91	SPDR DJ WILSHIRE INTERNATIONAL R	78463X983		4/28/2011	4/22/2014	87			79		8	0	0	8
92	STRATTON SW-CAP VALUE FD #37	883137105		6/19/2013	6/24/2014	508			623		-15	0	0	-15
93	VANGUARD TOTAL BOND MARKET ETH	921837835		9/30/2014	10/22/2014	662			656		6	0	0	6
94	VANGUARD TOTAL BOND MARKET ETH	921837835		9/30/2014	10/22/2014	3,444			3,444		25	0	0	25
95	VANGUARD FTSE EMERGING MARKET	922042858		11/20/2008	1/21/2014	3,065			1,489		1,576	0	0	1,576
96	VANGUARD FTSE EMERGING MARKET	922042858		1/15/2009	1/21/2014	9,351			5,237		4,114	0	0	4,114
97	VANGUARD FTSE EMERGING MARKET	922042858		8/10/2011	1/21/2014	5,265			5,481		-186	0	0	-186
98	VANGUARD FTSE EMERGING MARKET	922042858		9/8/2012	1/21/2014	1,925			2,020		-95	0	0	-95
99	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	1/21/2014	1,715			1,715		-183	0	0	-183
100	VANGUARD FTSE EMERGING MARKET	922042858		7/10/2013	1/21/2014	5,108			4,968		140	0	0	140
101	VANGUARD REIT VIPER	922808553		11/19/2012	4/22/2014	720			822		98	0	0	98
102	VANGUARD REIT VIPER	922808553		10/9/2013	4/22/2014	288			263		25	0	0	25
103	VANGUARD REIT VIPER	922808553		10/9/2013	6/24/2014	1,195			1,052		143	0	0	143
104	VANGUARD REIT VIPER	922808553		1/15/2009	6/24/2014	75			78		46	0	0	46
105	VANGUARD REIT VIPER	922808553		1/15/2009	10/22/2014	1,148			428		718	0	0	718



**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 . . . . .	4/10/2014	2 490
3 Second quarter estimated tax payment . . . . .		3
4 Third quarter estimated tax payment . . . . .		4
5 Fourth quarter estimated tax payment . . . . .		5
6 Other payments . . . . .		6
7 Total . . . . .		7 490

**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	22,819
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	22,819