

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>HEFFNER L FBO CHARITIES 4947 TUW</b>			A Employer identification number <b>23-6695912</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		Room/suite	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	
<b>G</b> 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change				
<b>H</b> 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				
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>170,173</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,410	3,321		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,196			
	b Gross sales price for all assets on line 6a <b>58,569</b>				
	7 Capital gain net income (from Part IV, line 2)		3,196		
	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	6,606	6,517	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,750	2,063		687
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,149			1,149
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	48	48		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,947	2,111	0	1,836
	25 Contributions, gifts, grants paid	6,098			6,098
26 Total expenses and disbursements. Add lines 24 and 25	10,045	2,111	0	7,934	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,439				
b Net investment income (if negative, enter -0-)		4,406			
c Adjusted net income (if negative, enter -0-)			0		

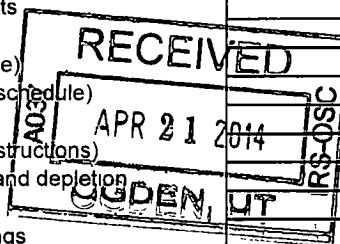
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

FOOTMARK DATE APR 15 2014

SCANNED APR 25 2014



<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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
<b>Assets</b>	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	5,190	3,965	3,965			
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (attach schedule) ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)						
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶						
Less: accumulated depreciation (attach schedule) ▶							
12 Investments—mortgage loans							
13 Investments—other (attach schedule)	148,040	145,984	166,209				
14 Land, buildings, and equipment basis ▶							
Less: accumulated depreciation (attach schedule) ▶							
15 Other assets (describe ▶ )							
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	153,230	149,949	170,174				
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0					
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	153,230	149,949				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 <b>Total net assets or fund balances</b> (see instructions)	153,230	149,949					
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	153,230	149,949					

**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	153,230
2 Enter amount from Part I, line 27a	2	-3,439
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	520
4 Add lines 1, 2, and 3	4	150,311
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	362
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	149,949

**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>	3,196
<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	7,872	159,310	0.049413
2011	7,752	163,553	0.047397
2010	7,411	154,755	0.047889
2009	8,481	138,516	0.061228
2008	9,812	170,760	0.057461

<b>2</b>	Total of line 1, column (d)	<b>2</b>	0.263388
<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>	0.052678
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	164,493
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	8,665
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	44
<b>7</b>	Add lines 5 and 6	<b>7</b>	8,709
<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>	7,934

**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>		88
<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>		88
<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>		88
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		102
<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>		102
<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>		0
<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>		14
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <b>14</b> <b>Refunded</b>	<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 <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<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) <b>PA</b>		
<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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4.00	2,750	

**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>	162,430
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,568
<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>	166,998
<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>	166,998
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	2,505
<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>	164,493
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,225

**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>	8,225
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	88
<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>	88
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	8,137
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	8,137
<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>	8,137

**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>	7,934
<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>	7,934
<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>	7,934

**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				8,137
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			7,246	
<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 ▶ \$ 7,934				
<b>a</b> Applied to 2012, but not more than line 2a			7,246	
<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				688
<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				7,449
<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 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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	6,098
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	3,410	
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	3,196	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		6,606	0
13	Total. Add line 12, columns (b), (d), and (e)				13	6,606

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

Recipient(s) paid during the year

**Name**

THE GOOD SHEPHERD HOME G LAWRENCE-GOOD SHEPHERD PLAZA

**Street**

850 SOUTH 5TH STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18103

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,049

**Name**

SAINT PAUL'S UNITED CHURCH ATTENTION FINANCE COMMITTEE

**Street**

47 SOUTH WHITEOAK STREET

**City**

KUTZTOWN

**State**

PA

**Zip Code**

19530

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,049

**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****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

										Totals	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses	58,569		55,373		3,196	
										Other sales	0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		7/10/2013	369	285				0	84		
2	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		10/9/2013	336	246				0	90		
3	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		10/9/2013	422	406				0	16		
4	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		10/9/2013	116	94				0	22		
5	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		10/9/2013	1,552	1,989				0	-437		
6	X	DIAMOND HILL LONG-SHORT	25264S833		11/4/2011		2/7/2013	374	321				0	53		
7	X	DIAMOND HILL LONG-SHORT	25264S833		11/4/2011		7/10/2013	1,110	895				0	215		
8	X	DODGE & COX INT'L STOCK F	256206103		8/28/2008		7/10/2013	417	437				0	-20		
9	X	DODGE & COX INT'L STOCK F	256206103		8/28/2008		7/10/2013	215	225				0	-10		
10	X	DODGE & COX INT'L STOCK F	256206103		8/28/2008		10/9/2013	561	546				0	15		
11	X	DODGE & COX INCOME FD CO	256210105		2/11/2013		7/10/2013	2,310	2,386				0	-76		
12	X	DREYFUS EMG MKT DEBT LO	261980494		8/26/2011		2/7/2013	864	848				0	16		
13	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011		2/7/2013	173	162				0	11		
14	X	AQR MANAGED FUTURES ST	00203H859		7/12/2013		10/9/2013	1,584	1,641				0	-57		
15	X	ARTISAN INTERNATIONAL FU	04314H204		2/11/2013		7/10/2013	294	282				0	12		
16	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011		10/10/2013	37	38				0	-1		
17	X	GATEWAY FUND - Y #1986	367829884		2/11/2013		7/10/2013	1,709	1,689				0	20		
18	X	HARBOR CAPITAL APRCTION	411511504		2/11/2013		7/10/2013	3,373	3,116				0	257		
19	X	HARBOR CAPITAL APRCTION	411511504		5/25/2011		10/9/2013	660	506				0	154		
20	X	HUSSMAN STRATEGIC GROW	448108100		11/4/2011		2/7/2013	2,562	3,105				0	-543		
21	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		2/7/2013	469	535				0	-66		
22	X	DREYFUS EMG MKT DEBT LO	261980494		8/10/2012		10/10/2013	2,427	2,502				0	-75		
23	X	DREYFUS EMG MKT DEBT LO	261980494		12/17/2010		10/10/2013	83	83				0	0		
24	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		2/7/2013	304	281				0	23		
25	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		7/10/2013	233	165				0	68		
26	X	GATEWAY FUND - Y #1986	367829884		8/10/2012		7/10/2013	4,138	4,045				0	93		
27	X	ISHARES CORE S & P 500 ETF	464287200		8/24/2011		7/10/2013	3,317	2,347				0	970		
28	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012		2/7/2013	2,348	2,066				0	282		
29	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/7/2013	2,144	2,003				0	141		
30	X	KEELEY SMALL CAP VAL FD C	487300808		12/17/2010		2/7/2013	1,556	1,246				0	310		
31	X	LAUDUS MONDRIAN INTL FI-II	51855Q655		2/14/2012		2/7/2013	247	262				0	-15		
32	X	LAUDUS MONDRIAN INTL FI-II	51855Q655		11/4/2011		2/7/2013	97	107				0	-10		
33	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012		7/10/2013	399	320				0	79		
34	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013		7/10/2013	1,359	1,226				0	133		
35	X	MFS VALUE FUND-CLASS I #8	552983694		5/25/2011		7/10/2013	908	725				0	183		
36	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		10/9/2013	1,285	1,223				0	62		
37	X	PIMCO TOTAL RET FD-INST #	693390700		11/21/2012		2/7/2013	9,413	9,732				0	-319		
38	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		2/7/2013	2,001	2,046				0	-45		
39	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		7/10/2013	914	980				0	-66		
40	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		7/10/2013	1,188	1,253				0	-65		
41	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		2/7/2013	496	489				0	7		
42	X	RIDGEWORTH SEIX HY BD-I #	76628T645		8/26/2011		2/7/2013	1,202	1,106				0	96		
43	X	VANGUARD FTSE EMERGING	922042858		12/17/2010		10/9/2013	1,229	1,414				0	-185		

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

		1,149	0	0	1,149
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,149			1,149



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

		48	48	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	48	48		

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

			148,040	145,984	166,209
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	5,523	8,228
3	DODGE & COX INCOME FD COM 147		0	11,106	11,801
4	HARBOR CAPITAL APRCTION-INST 2012		0	8,121	12,303
5	MERGER FD SH BEN INT 260		0	4,926	4,948
6	PIMCO TOTAL RET FD-INST 35		0	11,264	11,652
7	PIMCO FOREIGN BD FD USD H-INST 103		0	3,162	3,237
8	T ROWE PRICE SHORT TERM BD FD 55		0	8,470	8,420
9	ARTISAN MID CAP FUND-INSTL 1333		0	5,343	6,659
10	FID ADV EMER MKTS INC- CL I 607		0	2,526	2,484
11	ISHARES S & P 500 INDEX FUND		0	2,368	3,342
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	3,779	3,325
13	EATON VANCE GLOBAL MACRO - I		0	1,644	1,605
14	DODGE & COX INT'L STOCK FD 1048		0	5,279	8,025
15	MFS VALUE FUND-CLASS I 893		0	5,650	8,169
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	5,895	5,749
17	DRIEHAUS ACTIVE INCOME FUND		0	8,360	8,469
18	VANGUARD REIT VIPER		0	4,717	5,746
19	VANGUARD EMERGING MARKETS ETF		0	5,898	5,554
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	5,184	5,634
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	5,240	5,809
22	JP MORGAN MID CAP VALUE-I 758		0	3,029	4,524
23	ASG GLOBAL ALTERNATIVES-Y 1993		0	5,091	5,060
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	2,689	3,531
25	RIDGEWORTH SEIX HY BD-I 5855		0	7,817	8,067
26	KALMAR GR W/ VAL SM CAP-INS #4		0	2,826	3,734
27	CREDIT SUISSE COMM RT ST-CO 2156		0	7,807	6,612
28	KEELEY SMALL CAP VAL FD CL I 2251		0	2,270	3,522

### **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	MUTUAL FUND & CTF INCOME ADDITION	1	519
2	FEDERAL EXCISE TAX REFUND	2	1
3	Total	3	520

---

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

1	COST BASIS ADJUSTMENT	1	37
2	LOSS ON PY SALES SETTLED IN CY	2	18
3	MUTUAL FUND & CTF INCOME SUBTRACTION	3	243
4	PY RETURN OF CAPITAL ADJUSTMENT	4	64
5	Total	5	362

---

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

Long Term CG Distributions		Amount																		
Short Term CG Distributions		1,774			56,795		0		0		55,373		1,422		0		0		1,422	
		0																		
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses						
1	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	7/10/2013	369			285	84	0	0	0	84						
2	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	10/9/2013	336			246	90	0	0	0	90						
3	ARTISAN MID CAP FUND-INS #1333	04314H600		7/12/2013	10/9/2013	422			406	16	0	0	0	16						
4	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	10/9/2013	116			94	22	0	0	0	22						
5	CREDIT SUISSE COMM RET ST-I #2156	22544R305		8/26/2011	10/9/2013	1,552			1,989	437	0	0	0	437						
6	DIAMOND HILL LONG SHORT FD CL I #	25264S833		11/4/2011	2/7/2013	374			321	53	0	0	0	53						
7	DIAMOND HILL LONG SHORT FD CL I #	25264S833		11/4/2011	7/10/2013	1,110			895	215	0	0	0	215						
8	DODGE & COX INTL STOCK FD #1048	256206103		8/28/2008	7/10/2013	417			437	-20	0	0	0	20						
9	DODGE & COX INTL STOCK FD #1048	256206103		8/28/2008	7/10/2013	215			225	10	0	0	0	10						
10	DODGE & COX INTL STOCK FD #1048	256206103		8/28/2008	10/9/2013	561			546	15	0	0	0	15						
11	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2013	2,310			2,386	76	0	0	0	76						
12	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/26/2011	2/7/2013	864			848	16	0	0	0	16						
13	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	2/7/2013	173			162	11	0	0	0	11						
14	AQR MANAGED FUTURES STR-I #15213	00203H859		7/12/2013	10/9/2013	1,584			1,641	-57	0	0	0	57						
15	ARTISAN INTERNATIONAL FUND #661	04314H204		2/11/2013	7/10/2013	294			282	12	0	0	0	12						
16	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	10/10/2013	37			38	-1	0	0	0	1						
17	GATEWAY FUND - Y #1986	367829884		2/11/2013	7/10/2013	1,709			1,689	20	0	0	0	20						
18	HARBOR CAPITAL APRCTON-INST #20	411511504		2/11/2013	7/10/2013	3,373			3,116	257	0	0	0	257						
19	HARBOR CAPITAL APRCTON-INST #20	411511504		5/25/2011	10/9/2013	660			506	154	0	0	0	154						
20	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	2/7/2013	2,562			3,105	-543	0	0	0	543						
21	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	469			535	66	0	0	0	66						
22	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/10/2012	10/10/2013	2,427			2,502	75	0	0	0	75						
23	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	10/10/2013	63			63	0	0	0	0	0						
24	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	304			281	23	0	0	0	23						
25	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	7/10/2013	233			165	68	0	0	0	68						
26	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	4,138			4,045	93	0	0	0	93						
27	ISHARES CORE S & P 500 ETF	464287200		8/24/2011	7/10/2013	3,317			2,347	970	0	0	0	970						
28	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	2,348			2,066	282	0	0	0	282						
29	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	2,144			2,003	141	0	0	0	141						
30	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/7/2013	1,556			1,246	310	0	0	0	310						
31	LAUDUS MONDRIAN INTL FI-INST #2940	518550655		2/14/2012	2/7/2013	247			262	-15	0	0	0	15						
32	LAUDUS MONDRIAN INTL FI-INST #2940	518550655		11/4/2011	2/7/2013	97			107	-10	0	0	0	10						
33	MFS VALUE FUND CLASS I #893	552983694		5/10/2012	7/10/2013	399			320	79	0	0	0	79						
34	MFS VALUE FUND CLASS I #893	552983694		2/11/2013	7/10/2013	1,359			1,226	133	0	0	0	133						
35	MFS VALUE FUND CLASS I #893	552983694		5/25/2011	7/10/2013	908			725	183	0	0	0	183						
36	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	10/9/2013	1,285			1,223	62	0	0	0	62						
37	PIMCO TOTAL RET FD-INST #35	693390700		11/21/2012	2/7/2013	9,413			9,732	-319	0	0	0	319						
38	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	2/7/2013	2,001			2,046	-45	0	0	0	45						
39	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	7/10/2013	914			980	-66	0	0	0	66						
40	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	7/10/2013	1,188			1,253	-65	0	0	0	65						
41	PIMCO FOREIGN BD FD USD H INST #11	693390882		8/26/2011	2/7/2013	496			489	7	0	0	0	7						
42	RIDGEWORTH SEIX HY BD I #5855	766281645		8/26/2011	2/7/2013	1,202			1,106	96	0	0	0	96						
43	VANGUARD FTSE EMERGING MARKETS	922042658		12/17/2010	10/9/2013	1,229			1,414	-185	0	0	0	185						

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

2,75000											
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1 Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	2,750		

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	102
2 First quarter estimated tax payment	2	
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	102

**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	7,246
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	7,246