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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation DIEHL E FBO CHARITIES TUW		A Employer identification number 23-6210406
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 509,771		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	15,653	15,399		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	32,430			
	b Gross sales price for all assets on line 6a	415,502			
	7 Capital gain net income (from Part IV, line 2)		32,430		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	48,083	47,829	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,217	5,413		1,804
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	750	0	0	750
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,040	171	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	9,007	5,584	0	2,554
	25 Contributions, gifts, grants paid	22,334			22,334
26 Total expenses and disbursements. Add lines 24 and 25	31,341	5,584	0	24,888	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	16,742				
b Net investment income (if negative, enter -0-)		42,245			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	9,548	8,543	8,543
	3	Accounts receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less: allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less: allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less: accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	504,549	524,696	501,229
	14	Land, buildings, and equipment basis	0		
		Less: accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	514,097	533,239	509,772
	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	514,097	533,239	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	514,097	533,239	
	31	Total liabilities and net assets/fund balances (see instructions)	514,097	533,239	

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	514,097
2	Enter amount from Part I, line 27a	2	16,742
3	Other increases not included in line 2 (itemize) See Attached Statement	3	2,932
4	Add lines 1, 2, and 3	4	533,771
5	Decreases not included in line 2 (itemize) MUTUAL FUND AND CTF INCOME SUBTRACTION	5	532
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	533,239

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	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))	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	32,430
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	23,624	509,160	0.046398
2009	32,449	451,171	0.071922
2008	32,416	554,193	0.058492
2007	24,820	650,847	0.038135
2006	24,033	612,802	0.039218
2 Total of line 1, column (d)			2 0.254165
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050833
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 541,628
5 Multiply line 4 by line 3			5 27,533
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 422
7 Add lines 5 and 6			7 27,955
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 24,888

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	845
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	845
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	845
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	480	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	480	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	365	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 0 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112				
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 2011, 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ ►	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	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)?			5b N/A
	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?			6b
	If "Yes" to 6b, file Form 8870			X
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?			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. 101N Independence Mall E MACY1372-062 Phi	Trustee	4.00 7,217	0	0
		00 0	0	0
		00 0	0	0
		00 0	0	0
		00 0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000	0
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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		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

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	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	536,348
b	Average of monthly cash balances	1b	13,528
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	549,876
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	549,876
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,248
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	541,628
6	Minimum investment return. Enter 5% of line 5	6	27,081

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	27,081
2a	Tax on investment income for 2011 from Part VI, line 5	2a	845
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	845
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,236
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,236
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,236

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	24,888
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,888
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,888

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				26,236
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			8,392	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 24,888				
a Applied to 2010, but not more than line 2a			8,392	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				16,496
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				9,740
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	22,334
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
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	15,653	
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	32,430	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		48,083	0
13	Total. Add line 12, columns (b), (d), and (e)				13	48,083

(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 NEW JERSEY SPCA			
Street 1119 LIVINGSTON AVENUE			
City NEW BRUNSWICK	State NJ	Zip Code 08901	Foreign Country
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 11,067

Name AMERICAN ANTIVIVISECTION SOCIETY			
Street 801 OLD YORK ROAD STE 204			
City JENKINTOWN	State PA	Zip Code 19046-1685	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 11,067

Name PENNSYLVANIA SPCA			
Street 350 EAST ERIE AVENUE			
City PHILADELPHIA	State PA	Zip Code 19134-1013	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 200

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

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

Long Term CG Distributions										Amount		Totals			
Short Term CG Distributions										1,592		Securities			
										0		Other sales			
Index	Check "X" if Sale of Security	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	Net Gain or Loss	
1	X	DODGE & COX INT'L STOCK F	256206103			6/28/2007		5/23/2011	865	1,166				-301	
2	X	DODGE & COX INT'L STOCK F	256206103			6/28/2007		8/10/2011	2,368	2,368				0	
3	X	DODGE & COX INCOME FD C	256210105			5/25/2011		8/10/2011	2,193	2,190				3	
4	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		5/23/2011	209	201				8	
5	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	4,935	4,608				327	
6	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		7/12/2011	10,437	9,780				657	
7	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		10/20/2011	1,027	1,058				-31	
8	X	GOLDEN LARGE CAP CORE F	34984T881			6/28/2007		5/23/2011	6,946	7,742				-796	
9	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		7/12/2011	9,700	7,474				2,226	
10	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		7/12/2011	7,436	4,551				2,885	
11	X	GOLDEN LARGE CAP CORE F	34984T881			8/1/2007		7/12/2011	6,620	7,175				-555	
12	X	GOLDEN LARGE CAP CORE F	34984T881			3/24/2008		7/12/2011	2,245	2,279				-34	
13	X	GOLDEN LARGE CAP CORE F	34984T881			12/23/2008		7/12/2011	1,632	1,131				501	
14	X	GOLDEN LARGE CAP CORE F	34984T881			11/1/2007		7/12/2011	339	376				-37	
15	X	GOLDEN LARGE CAP CORE F	34984T881			4/1/2008		7/12/2011	68	70				-2	
16	X	GOLDEN LARGE CAP CORE F	34984T881			7/1/2008		7/12/2011	6	6				0	
17	X	GOLDEN LARGE CAP CORE F	34984T881			6/23/2008		7/12/2011	2	2				-1,266	
18	X	GOLDEN LARGE CAP CORE F	34984T881			6/28/2007		7/12/2011	10,939	12,205				2,158	
19	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	5,523	3,365				3,834	
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		7/12/2011	10,157	6,323				7	
21	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		10/20/2011	847	840				1,482	
22	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	6,049	4,567				2,515	
23	X	GOLDMAN SACHS L/C VALUE	38142Y773			7/13/2008		7/12/2011	10,936	8,421				-238	
24	X	HARBOR CAPITAL APRCTN	411511504			7/14/2011		10/20/2011	3,065	3,303				-828	
25	X	ARTISAN INTERNATIONAL FU	04314H204			9/23/2009		5/23/2011	888	870				18	
26	X	ARTIO TOTAL RETURN BD FD	04315J209			6/23/2009		5/23/2011	364	340				24	
27	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	13,662	12,193				1,469	
28	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		7/12/2011	17,178	15,275				1,903	
29	X	ARTIO TOTAL RETURN BD FD	04315J209			2/27/2009		7/12/2011	4,325	2,801				1,524	
30	X	ARTIO INTERNATIONAL EQ F	04315J837			3/24/2008		7/12/2011	2,405	2,963				-558	
31	X	ARTIO INTERNATIONAL EQ F	04315J837			12/23/2008		7/12/2011	238	191				47	
32	X	ARTIO INTERNATIONAL EQ F	04315J837			6/28/2007		7/12/2011	15,718	21,552				-5,834	
33	X	ARTIO INTERNATIONAL EQ F	04315J837			5/25/2011		7/12/2011	2,490	2,496				-6	
34	X	ARTIO INTERNATIONAL EQ F	04315J837			7/14/2011		8/10/2011	2,141	2,140				1	
35	X	HUSSMAN STRATEGIC GROW	448108100			2/27/2009		5/23/2011	3,283	1,813				1,470	
36	X	ING INTERNATIONAL REAL ES	44980Q518			3/24/2008		5/23/2011	1,834	2,283				-449	
37	X	ING INTERNATIONAL REAL ES	44980Q518			12/24/2007		5/23/2011	1,182	1,689				-507	
38	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		5/23/2011	4,182	6,594				-2,412	
39	X	ISHARES S & P 500 INDEX FU	464287200			7/12/2011		8/10/2011	1,609	1,863				-254	
40	X	ISHARES S & P 500 INDEX FU	464287200			7/12/2011		10/20/2011	1,460	1,597				-137	
41	X	JP MORGAN HIGH YIELD FUND	4812C0803			8/1/2007		7/12/2011	9,502	9,421				81	
42	X	JP MORGAN HIGH YIELD FUND	4812C0803			12/23/2008		7/12/2011	1,656	1,120				536	
43	X	JP MORGAN HIGH YIELD FUND	4812C0803			3/24/2008		7/12/2011	79	73				6	
44	X	JP MORGAN HIGH YIELD FUND	4812C0803			5/5/2008		7/12/2011	20,681	19,625				1,056	
45	X	JP MORGAN HIGH YIELD FUND	4812C0803			5/25/2011		7/12/2011	1,591	1,622				-31	
46	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	2,110	2,019				91	
47	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		7/12/2011	8,150	7,601				549	
48	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		10/20/2011	741	822				-81	
49	X	LAUDUS MONDRIAN INTL FUND	51855Q655			7/14/2011		8/10/2011	3,562	3,551				11	
50	X	MFS VALUE FUND-CLASS I #8	552993694			5/25/2011		7/12/2011	4,544	4,620				-76	

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									Price	Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	
Long Term CG Distributions									415,502	383,072		32,430	
Short Term CG Distributions									0	0		0	
Amount									1,592	0		0	
Long Term CG Distributions									Securities				
Short Term CG Distributions									Other sales				
52	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		10/20/2011	1,023	1,137		-114	
53	X	MAINSTAY EP US EQUITY-INS	56063J302			7/14/2011		10/20/2011	1,151	1,263		-112	
54	X	MERGER FD SH BEN INT #260	589509108			7/14/2011		10/20/2011	554	564		-10	
55	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		7/12/2011	1,347	1,362		-15	
56	X	PIMCO TOTAL RET FD-INST #	693390700			7/14/2011		8/10/2011	1,797	1,788		9	
57	X	PIMCO FOREIGN BD FD USD	693390882			7/14/2011		8/10/2011	3,313	3,295		18	
58	X	PIMCO EMERG MKTS BD-INS	693391559			9/23/2009		7/12/2011	1,894	1,679		215	
59	X	PIMCO EMERG MKTS BD-INS	693391559			12/24/2007		7/12/2011	76	70		6	
60	X	PIMCO EMERG MKTS BD-INS	693391559			8/1/2007		7/12/2011	63	59		4	
61	X	PIMCO EMERG MKTS BD-INS	693391559			6/28/2007		7/12/2011	8,879	8,432		447	
62	X	PIMCO EMERG MKTS BD-INS	693391559			5/25/2011		7/12/2011	493	492		1	
63	X	PIMCO COMMODITY REAL RE	722005667			6/28/2007		7/12/2011	4,274	6,554		-2,280	
64	X	PIMCO COMMODITY REAL RE	722005667			12/23/2008		7/12/2011	4,082	2,774		1,308	
65	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		7/12/2011	2,324	2,488		-164	
66	X	PIMCO COMMODITY REAL RE	722005667			3/23/2010		7/12/2011	320	276		44	
67	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		7/12/2011	11,217	7,239		3,978	
68	X	RIDGEWORTH SEIX HY BD-1 #	766287645			7/14/2011		8/10/2011	663	701		-38	
69	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		7/12/2011	7,037	7,023		14	
70	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		8/10/2011	2,893	2,887		6	
71	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/10/2011	696	696		0	
72	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	10,285	5,498		4,787	
73	X	SSGA EMERGING MARKETS F	784924425			9/23/2008		5/23/2011	4,272	3,749		523	
74	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		5/23/2011	3,392	3,201		191	
75	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		7/12/2011	7,628	7,159		469	
76	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		10/20/2011	934	1,052		-118	
77	X	VANGUARD INFLAT PROTECT	922031869			9/23/2009		5/23/2011	1,772	1,646		126	
78	X	VANGUARD INFLAT PROTECT	922031869			6/23/2009		5/23/2011	2,499	2,246		253	
79	X	VANGUARD INFLAT PROTECT	922031869			6/23/2009		7/12/2011	111	98		13	
80	X	VANGUARD INFLAT PROTECT	922031869			6/28/2007		7/12/2011	17,331	14,592		2,739	
81	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		5/23/2011	559	565		-6	
82	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		7/12/2011	1,187	1,178		9	
83	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	5,292	4,688		604	
84	X	VANGUARD REIT VIPER	922908553			12/17/2010		7/12/2011	873	743		130	
85	X	VANGUARD REIT VIPER	922908553			12/17/2010		10/20/2011	845	847		-2	
86	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	19,011	12,636		6,375	
87	X	WELLS FARGO ADV INTR VA	94984B181			12/23/2009		7/12/2011	2,085	1,984		101	
88	X	WELLS FARGO ADV INTR VA	94984B181			6/28/2007		7/12/2011	8,823	7,683		940	
89	X	WELLS FARGO ADV INTR VA	94984B181			5/25/2011		7/12/2011	788	777		11	
90	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2007		5/23/2011	5,930	6,321		-391	
91	X	WF ADV ENDEAVOR SELECT	949915565			6/28/2007		5/23/2011	16,605	17,844		-1,239	
92	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		5/23/2011	56	59		-3	
93	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		7/12/2011	6,386	6,661		-275	
94	X	WF ADV ENDEAVOR SELECT	949915565			3/24/2008		7/12/2011	4,171	4,183		-12	
95	X	WF ADV ENDEAVOR SELECT	949915565			12/23/2008		7/12/2011	2,958	1,712		1,246	
96	X	WF ADV ENDEAVOR SELECT	949915565			10/1/2008		7/12/2011	631	537		94	

Line 16b (990-PF) - Accounting Fees

		750	0	0	750
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,040	171	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	389			
2	ESTIMATED EXCISE TAX PAID	480			
3	FOREIGN TAX WITHHELD	171	171		
4					
5					
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	504,549	524,696	501,229
			Book Value End of Year	FMV End of Year		
1	ARTISAN INTERNATIONAL FUND 661		0	28,941	25,537	
2	DODGE & COX INCOME FD COM 147		0	49,609	52,009	
3	HARBOR CAPITAL APRCTION-INST 2012		0	32,019	30,098	
4	MERGER FD SH BEN INT 260		0	10,672	10,334	
5	PIMCO TOTAL RET FD-INST 35		0	50,539	52,319	
6	PIMCO FOREIGN BD FD USD H-INST 103		0	15,755	16,390	
7	T ROWE PRICE SHORT TERM BD FD 55		0	7,209	7,135	
8	TCW SMALL CAP GROWTH FUND-I 4724		0	13,838	12,761	
9	ISHARES S & P 500 INDEX FUND		0	20,757	19,650	
10	LAUDUS MONDRIAN INTL FI-INST 2940		0	16,123	15,142	
11	DODGE & COX INT'L STOCK FD 1048		0	30,505	24,911	
12	MFS VALUE FUND-CLASS I 893		0	17,069	15,855	
13	DREYFUS EMG MKT DEBT LOC C-I 6083		0	16,365	14,847	
14	MAINSTAY EP US EQUITY-INS 1204		0	16,725	14,927	
15	JP MORGAN MID CAP VALUE-I 758		0	13,262	13,617	
16	HUSSMAN STRATEGIC GROWTH FUND 60		0	20,338	20,436	
17	GOLDMAN SACHS GRTH OPP FD-I 1132		0	8,947	12,847	
18	VANGUARD REIT VIPER		0	18,212	19,778	
19	VANGUARD EMERGING MARKETS ETF		0	15,913	13,297	
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	15,745	13,304	
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	21,385	17,125	
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	11,239	11,319	
23	RIDGEWORTH SEIX HY BD-I 5855		0	30,805	29,156	
24	CREDIT SUISSE COMM RT ST-CO 2156		0	28,807	25,026	
25	KEELEY SMALL CAP VAL FD CL I 2251		0	13,917	13,409	
26			504,549			

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

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

1	MUTUAL FUND AND CTF INCOME ADDITION	1	1,970
2	COST BASIS ADJUSTMENT	2	962
3	Total	3	2,932

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

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	532
2	Total	2	532

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

Long Term CG Distributions															Amount			
Short Term CG Distributions															1,592	0		
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	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	0	30,838	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	30,838
1	DODGE & COX INT'L STOCK FD #1048	256206103		6/28/2007	5/23/2011		865	0	1,166	-301			0	0			-301	
2	DODGE & COX INT'L STOCK FD #1048	256206103		6/28/2007	8/10/2011		2,368	0	2,368	0			0	0			0	
3	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	8/10/2011		2,193	0	2,190	3			0	0			3	
4	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	5/23/2011		209	0	201	8			0	0			8	
5	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011		4,935	0	4,608	327			0	0			327	
6	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	7/12/2011		10,437	0	9,780	657			0	0			657	
7	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	10/20/2011		1,027	0	1,058	-31			0	0			-31	
8	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/28/2007	5/23/2011		6,946	0	7,742	-796			0	0			-796	
9	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	7/12/2011		9,700	0	7,474	2,226			0	0			2,226	
10	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	7/12/2011		7,436	0	4,551	2,885			0	0			2,885	
11	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/1/2007	7/12/2011		6,620	0	7,175	-555			0	0			-555	
12	GOLDEN LARGE CAP CORE FUND-I	34984T881		3/24/2008	7/12/2011		2,245	0	2,279	-34			0	0			-34	
13	GOLDEN LARGE CAP CORE FUND-I	34984T881		12/23/2008	7/12/2011		1,632	0	1,131	501			0	0			501	
14	GOLDEN LARGE CAP CORE FUND-I	34984T881		11/1/2007	7/12/2011		339	0	376	-37			0	0			-37	
15	GOLDEN LARGE CAP CORE FUND-I	34984T881		4/1/2008	7/12/2011		68	0	70	-2			0	0			-2	
16	GOLDEN LARGE CAP CORE FUND-I	34984T881		7/1/2008	7/12/2011		6	0	6	0			0	0			0	
17	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/23/2008	7/12/2011		2	0	2	0			0	0			0	
18	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/28/2007	7/12/2011		10,939	0	12,205	-1,266			0	0			-1,266	
19	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011		5,523	0	3,365	2,158			0	0			2,158	
20	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	7/12/2011		10,157	0	6,323	3,834			0	0			3,834	
21	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		8/1/2011	10/20/2011		847	0	840	7			0	0			7	
22	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011		6,049	0	4,567	1,482			0	0			1,482	
23	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	7/12/2011		10,936	0	8,421	2,515			0	0			2,515	
24	HARBOR CAPITAL APRCTION-INST #20	411511504		7/14/2011	10/20/2011		3,065	0	3,303	-238			0	0			-238	
25	ARTISAN INTERNATIONAL FUND #661	04314H204		7/14/2011	8/10/2011		5,471	0	6,299	-828			0	0			-828	
26	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		9/23/2009	5/23/2011		888	0	870	18			0	0			18	
27	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		6/23/2009	5/23/2011		364	0	340	24			0	0			24	
28	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	5/23/2011		13,662	0	12,193	1,469			0	0			1,469	
29	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	7/12/2011		17,178	0	15,275	1,903			0	0			1,903	
30	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/27/2008	7/12/2011		4,325	0	2,801	1,524			0	0			1,524	
31	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		3/24/2008	7/12/2011		2,405	0	2,963	-558			0	0			-558	
32	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		12/23/2008	7/12/2011		238	0	191	47			0	0			47	
33	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		6/28/2007	7/12/2011		15,718	0	21,552	-5,834			0	0			-5,834	
34	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/25/2011	7/12/2011		2,490	0	2,496	-6			0	0			-6	
35	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/14/2011	8/10/2011		2,141	0	2,140	1			0	0			1	
36	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/27/2009	5/23/2011		3,283	0	1,813	1,470			0	0			1,470	
37	ING INTERNATIONAL REAL EST-I #2664	44980Q518		3/24/2008	5/23/2011		1,834	0	2,283	-449			0	0			-449	
38	ING INTERNATIONAL REAL EST-I #2664	44980Q518		12/24/2007	5/23/2011		1,182	0	1,689	-507			0	0			-507	
39	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	5/23/2011		4,182	0	6,594	-2,412			0	0			-2,412	
40	ISHARES S & P 500 INDEX FUND	464287200		7/12/2011	8/10/2011		1,609	0	1,863	-254			0	0			-254	
41	ISHARES S & P 500 INDEX FUND	464287200		7/12/2011	10/20/2011		1,460	0	1,597	-137			0	0			-137	
42	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	7/12/2011		9,502	0	9,421	81			0	0			81	
43	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		12/23/2008	7/12/2011		1,656	0	1,120	536			0	0			536	
44	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		3/24/2008	7/12/2011		79	0	73	6			0	0			6	
45	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	7/12/2011		20,681	0	19,625	1,056			0	0			1,056	
46	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/25/2011	7/12/2011		1,591	0	1,622	-31			0	0			-31	
47	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011		2,110	0	2,019	91			0	0			91	
48	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	7/12/2011		8,150	0	7,601	549			0	0			549	
49	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	10/20/2011		741	0	822	-81			0	0			-81	
50	LAUDUS MONDRIAN INT'L FINST #2940	51855Q655		7/14/2011	8/10/2011		3,562	0	3,551	11			0	0			11	
51	MF'S VALUE FUND-CLASS I #893	552983694		5/25/2011	7/12/2011		4,544	0	4,620	-76			0	0			-76	
52	MF'S VALUE FUND-CLASS I #893	552983694		5/25/2011	10/20/2011		1,023	0	1,137	-114			0	0			-114	
53	MAINSTAY EP US EQUITY-INS #1204	56063J302		7/14/2011	10/20/2011		1,151	0	1,263	-112			0	0			-112	
54	MERGER FD SH BEN INT #260	589509108		7/14/2011	10/20/2011		554	0	564	-10			0	0			-10	
55	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	7/12/2011		1,347	0	1,362	-15			0	0			-15	
56	PIMCO TOTAL RET FD-INST #35	693390700		7/14/2011	8/10/2011		1,797	0	1,788	9			0	0			9	
57	PIMCO FOREIGN BD FD USD H-INST #1	693390882		7/14/2011	8/10/2011		3,313	0	3,295	18			0	0			18	
58	PIMCO EMERG MKTS BD-INST #137	693391559		9/23/2009	7/12/2011		1,894	0	1,679	215			0	0			215	

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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	30,838	30,838
						Amount	Long Term CG Distributions										
						1,592	0										
59	PIMCO EMERG MKTS BD-INST #137	693391559		12/24/2007	7/12/2011			76	0	70	6			0			30,838
60	PIMCO EMERG MKTS BD-INST #137	693391559		8/1/2007	7/12/2011			63	0	59	4			0			4
61	PIMCO EMERG MKTS BD-INST #137	693391559		6/28/2007	7/12/2011			8,879	0	8,432	447			0			447
62	PIMCO EMERG MKTS BD-INST #137	693391559		5/25/2011	7/12/2011			493	0	492	1			0			1
63	PIMCO COMMODITY REAL RET STRAT-	722005667		6/28/2007	7/12/2011			4,274	0	6,554	-2,280			0			-2,280
64	PIMCO COMMODITY REAL RET STRAT-	722005667		12/23/2008	7/12/2011			4,082	0	2,774	1,308			0			1,308
65	PIMCO COMMODITY REAL RET STRAT-	722005667		10/31/2008	7/12/2011			2,324	0	2,488	-164			0			-164
66	PIMCO COMMODITY REAL RET STRAT-	722005667		3/23/2010	7/12/2011			320	0	276	44			0			44
67	PIMCO COMMODITY REAL RET STRAT-	722005667		2/27/2009	7/12/2011			11,217	0	7,239	3,978			0			3,978
68	RIDGEWORTH SEIX HY BD-I #3855	76628T645		7/14/2011	8/10/2011			663	0	701	-38			0			-38
69	T ROWE PRICE SHORT TERM BD FD #5	777957P105		5/25/2011	7/12/2011			7,037	0	7,023	14			0			14
70	T ROWE PRICE SHORT TERM BD FD #5	777957P105		5/25/2011	8/10/2011			2,893	0	2,887	6			0			6
71	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		5/23/2011	8/10/2011			696	0	696	0			0			0
72	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	5/23/2011			10,285	0	5,498	4,787			0			4,787
73	SSGA EMERGING MARKETS FD S #1510	784924425		9/23/2008	5/23/2011			4,272	0	3,749	523			0			523
74	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	5/23/2011			3,392	0	3,201	191			0			191
75	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	7/12/2011			7,628	0	7,159	469			0			469
76	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	10/20/2011			934	0	1,052	-118			0			-118
77	VANGUARD INFLAT PROTECT SEC FD #	922031869		9/23/2009	5/23/2011			1,772	0	1,646	126			0			126
78	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/23/2009	5/23/2011			2,499	0	2,246	253			0			253
79	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/23/2009	7/12/2011			111	0	98	13			0			13
80	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/28/2007	7/12/2011			17,331	0	14,592	2,739			0			2,739
81	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	5/23/2011			559	0	565	-6			0			-6
82	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	5/23/2011			1,187	0	1,178	9			0			9
83	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011			5,292	0	4,688	604			0			604
84	VANGUARD REIT VIPER	922908553		12/17/2010	7/12/2011			873	0	743	130			0			130
85	VANGUARD REIT VIPER	922908553		12/17/2010	10/20/2011			845	0	847	-2			0			-2
86	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	5/23/2011			19,011	0	12,636	6,375			0			6,375
87	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/23/2009	7/12/2011			2,085	0	1,984	101			0			101
88	WELLS FARGO ADV INTL BOND-IS #470	94985D582		6/28/2007	7/12/2011			8,623	0	7,663	940			0			940
89	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/25/2011	7/12/2011			788	0	777	11			0			11
90	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2007	5/23/2011			5,930	0	6,321	-391			0			-391
91	WF ADV ENDEAVOR SELECT-I #3124	949915565		6/28/2007	5/23/2011			16,605	0	17,844	-1,239			0			-1,239
92	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	5/23/2011			56	0	59	-3			0			-3
93	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	7/12/2011			6,366	0	6,661	-275			0			-275
94	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/24/2008	7/12/2011			4,171	0	4,183	-12			0			-12
95	WF ADV ENDEAVOR SELECT-I #3124	949915565		12/23/2008	7/12/2011			2,958	0	1,712	1,246			0			1,246
96	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/1/2008	7/12/2011			631	0	537	94			0			94

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

[illegible]

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	480
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	0
7 Total	7	480

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	8,392
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	8,392

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	1513094204	04314H204	ARTISAN INTERNATIONAL FUND #661	1234 346	25254 72	24477 08
Invest - Other	1513094204	256210105	DODGE & COX INCOME FD COM #147	4498 386	57743 44	59828 53
Invest - Other	1513094204	411511504	HARBOR CAPITAL APRCTION-INST #2012	874 229	32929 34	32259 05
Invest - Other	1513094204	693390700	PIMCO TOTAL RET FD-INST #35	5506 718	58265 84	59858 02
Invest - Other	1513094204	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1421 476	14475 47	15039 22
Invest - Other	1513094204	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5207 07	25289 1	25046 01
Invest - Other	1513094204	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	722 16	8810 36	9785 27
Invest - Other	1513094204	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	478 011	4481 77	4565 01
Invest - Other	1513094204	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	531 846	15476 72	13822 68
Invest - Other	1513094204	464287200	ISHARES S & P 500 INDEX FUND	89	10442 61	11210 44
Invest - Other	1513094204	256206103	DODGE & COX INT'L STOCK FD #1048	682 179	22084 41	19946 91
Invest - Other	1513094204	34984T881	GOLDEN LARGE CAP CORE FUND-I	1329 184	9739 67	13398 17
Invest - Other	1513094204	552983694	MFS VALUE FUND-CLASS I #893	1224 482	28764 68	27514 11
Invest - Other	1513094204	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	998 672	14559 04	13142 52
Invest - Other	1513094204	339128100	JP MORGAN MID CAP VALUE-I #758	602	14153 02	14297 5
Invest - Other	1513094204	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	617 596	8912 51	13636 52
Invest - Other	1513094204	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	806 595	8740 59	9154 85
Invest - Other	1513094204	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	510 798	4420 64	5526 83
Invest - Other	1513094204	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	1401 475	8211 64	9165 65
Invest - Other	1513094204	922908553	VANGUARD REIT VIPER	332	17730 95	19256
Invest - Other	1513094204	922042858	VANGUARD MSCI EMERGING MARKETS ETF	348	16088 38	13297 08
Invest - Other	1513094204	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	444 106	15357 11	12865 75
Invest - Other	1513094204	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	357	13873 44	11363 31
Invest - Other	1513094204	76628T645	RIDGEWORTH SEIX HY BD-I #5855	2695 822	25259 85	25367 69
Invest - Other	1513094204	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	1345 881	12624 36	11009 31
Invest - Other	1513094204	487300808	KEELEY SMALL CAP VAL FD CL I #2251	606	15101 52	14144 04
					488791 18	488977 55
Cash	1513094204				6710 65	6710 65
Savings & Temp Inv	1513094204	VP0528308	FEDERATED TREAS OBL FD 68	9910 36	9910 36	9910 36
Savings & Temp Inv	1513094204	VP0528308	FEDERATED TREAS OBL FD 68	752 75	752 75	752 75
					17373 76	17373 76
GRAND TOTAL					506164 94	506351 31