1513092402

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

RECEIVED
APR 1 9 2012

For calendar year 2011 or tax year beginning , and ending

Name of foundation
STERLING R FBO CHARITIES 4947 TUW

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

City or town, state, and ZIP code
Philadelphia PA 19106-2112

A Employer identification number
23-6211094

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,059,603

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

ENVELOPE POSTMARK DATE APR 1 6 2012

SCANNED APR 2 6 2012

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	27,361	26,777		
	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	81,960			
	b Gross sales price for all assets on line 6a 916,173				
	7 Capital gain net income (from Part IV, line 2)		81,960		
	8 Net short-term capital gain			0	
	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	109,321	108,737	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,346	10,760		3,587
	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)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,097	451	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)	775	775	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,218	11,986	0	3,587
	25 Contributions, gifts, grants paid	43,672			43,672
	26 **Total expenses and disbursements.** Add lines 24 and 25	61,890	11,986	0	47,259
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	47,431			
	b **Net investment income** (if negative, enter -0-)		96,751		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	41,152	43,935	43,935
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	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	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
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,035,657	1,085,207	1,015,668
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	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)	1,076,809	1,129,142	1,059,603
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,076,809	1,129,142	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,076,809	1,129,142	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,076,809	1,129,142	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,076,809
2	Enter amount from Part I, line 27a	2	47,431
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,736
4	Add lines 1, 2, and 3	4	1,129,976
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND CTF INCOME SUBTRACTION	5	834
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,129,142

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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	81,960
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.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	43,656	1,048,234	0 041647
2009	47,185	922,574	0 051145
2008	61,903	1,122,792	0.055133
2007			0 000000
2006			0.000000

2	Total of line 1, column (d)	2	0 147925
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 049308
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,124,628
5	Multiply line 4 by line 3	5	55,453
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	968
7	Add lines 5 and 6	7	56,421
8	Enter qualifying distributions from Part XII, line 4	8	47,259

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

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	1,935
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	1,935
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	1,935
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,421		
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	1,421
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	514
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?	1a		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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK 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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)*

		Yes	No
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? N/A ☐ 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**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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	14,346	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

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
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	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	1,106,607
b	Average of monthly cash balances		1b	35,147
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,141,754
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	1,141,754
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	17,126
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,124,628
6	**Minimum investment return.** Enter 5% of line 5		6	56,231

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	56,231
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,935		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	1,935
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,296
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,296
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	54,296

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	47,259
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	47,259
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	47,259

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				54,296
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			0	
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: 356				
e	From 2010: NONE				
f	**Total** of lines 3a through e	356			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 47,259				
a	Applied to 2010, but not more than line 2a			0	
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				47,259
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))*	356			356
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				6,681
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	43,672
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(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	27,361	
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	81,960	
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		109,321	0

13 Total. Add line 12, columns (b), (d), and (e) 13 109,321

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
John N Schantz	4/11/2012	VP AND TAX DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		4/11/2012		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name INGLIS FOUNDATION				
Street PNC BANK CREDIT SAVINGS ACCT # 8546959762				
City	State PA	Zip Code	Foreign Country	
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY			
Purpose of grant/contribution GERNERAL SUPPORT GRANT				Amount 10,918

Name SOUTHERN HOME SVCES, TTEES-UNION				
Street COMMERCE BANK CHECKING ACCT # 368389821				
City	State PA	Zip Code	Foreign Country	
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 10,918

Name ALBERT EINSTEIN MEDICAL CENTER				
Street WACHOVIA BANK CREDIT ACCT # 2100007310264				
City	State PA	Zip Code	Foreign Country	
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 10,918

Name SILVER SPRINGS M LUTHER SCHOOL				
Street 512 WEST TOWNSHIP LINE ROAD				
City PLYMOUTH MEETING	State PA	Zip Code 19462-1099	Foreign Country	
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 5,459

Name GERMANTOWN HOME, INC				
Street 6950 GERMANTOWN AVENUE				
City PHILADELPHIA	State PA	Zip Code 19119	Foreign Country	
Relationship NONE	Foundation Status 501 (c) (3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 5,459

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

	Amount
Long Term CG Distributions	3,916
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	916,173	834,213	81,960
Other sales	0	0	0

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	ARTISAN INTERNATIONAL FU	04314H204			4/21/2011		8/10/2011	9,421	11,155				-1,734
2	X	ARTIO TOTAL RETURN BD FD	04315J209			5/15/2009		4/21/2011	704	661				43
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		4/21/2011	61,780	55,543				6,237
4	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		4/21/2011	7,330	7,200				130
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/15/2007		2/2/2011	1,948	2,430				-482
6	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/17/2010		4/21/2011	8,243	6,748				1,495
7	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/17/2009		4/21/2011	5,063	3,203				1,860
8	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/15/2008		4/21/2011	4,004	4,730				-726
9	X	ARTIO INTERNATIONAL EQ FI	04315J837			10/31/2008		4/21/2011	2,911	2,251				660
10	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/15/2007		4/21/2011	35,043	41,532				-6,489
11	X	DIAMOND HILL LONG-SHORT	25264S833			4/21/2011		10/6/2011	2,492	2,694				-202
12	X	GOLDEN LARGE CAP CORE F	34984T881			2/15/2008		4/21/2011	1,383	1,382				1
13	X	GOLDEN LARGE CAP CORE F	34984T881			8/15/2007		4/21/2011	57,111	57,829				-718
14	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	4,233	2,660				1,573
15	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/21/2011	23,047	13,662				9,385
16	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		10/20/2011	2,651	2,630				21
17	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		4/21/2011	34,646	26,012				8,634
18	X	GOLDMAN SACHS L/C VALUE	38142Y773			2/4/2011		4/21/2011	605	600				5
19	X	HARBOR CAPITAL APRCTION	411511504			4/21/2011		10/6/2011	6,492	7,173				-681
20	X	HARBOR CAPITAL APRCTION	411511504			4/21/2011		10/20/2011	1,736	1,852				-116
21	X	HUSSMAN STRATEGIC GROW	448108100			4/21/2011		8/10/2011	6,745	6,541				204
22	X	HUSSMAN STRATEGIC GROW	448108100			4/21/2011		10/6/2011	4,339	4,032				307
23	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		2/2/2011	133	209				-76
24	X	DODGE & COX INT'L STOCK F	256206103			8/15/2007		2/2/2011	4,790	5,844				-1,054
25	X	DODGE & COX INT'L STOCK F	256206103			4/21/2011		8/10/2011	1,708	2,149				-441
26	X	DODGE & COX INT'L STOCK F	256206103			8/15/2007		10/20/2011	1,679	2,472				-793
27	X	DODGE & COX INCOME FD C	256210105			2/4/2011		4/21/2011	936	926				10
28	X	DODGE & COX INCOME FD C	256210105			2/4/2011		8/10/2011	5,705	5,574				131
29	X	DODGE & COX INCOME FD C	256210105			8/15/2007		8/10/2011	13,888	12,780				1,108
30	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	1,676	1,646				30
31	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		4/21/2011	22,798	21,371				1,427
32	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		10/6/2011	1,350	1,458				-108
33	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		10/20/2011	1,758	1,810				-52
34	X	GOLDEN LARGE CAP CORE F	34984T881			5/15/2008		2/2/2011	291	317				-26
35	X	GOLDEN LARGE CAP CORE F	34984T881			8/15/2007		2/2/2011	2,519	2,629				-110
36	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		4/21/2011	19,548	14,845				4,703
37	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		4/21/2011	15,015	9,058				5,957
38	X	GOLDEN LARGE CAP CORE F	34984T881			2/17/2009		4/21/2011	3,542	2,286				1,256
39	X	ING INTERNATIONAL REAL ES	44980Q518			2/17/2009		4/21/2011	5,605	3,190				2,415
40	X	ING INTERNATIONAL REAL ES	44980Q518			2/15/2008		4/21/2011	3,818	4,847				-1,029
41	X	ING INTERNATIONAL REAL ES	44980Q518			5/17/2010		4/21/2011	2,787	2,333				454
42	X	ING INTERNATIONAL REAL ES	44980Q518			11/15/2007		4/21/2011	502	731				-229
43	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		4/21/2011	10,775	16,859				-6,084
44	X	ISHARES S & P 500 INDEX FU	464287200			4/21/2011		8/10/2011	3,562	4,161				-599
45	X	ISHARES S & P 500 INDEX FU	464287200			4/21/2011		10/6/2011	3,366	3,892				-526
46	X	JPMORGAN HIGH YIELD FUN	4812C0803			8/15/2007		4/21/2011	22,624	22,086				538
47	X	JPMORGAN HIGH YIELD FUN	4812C0803			2/15/2008		4/21/2011	647	587				60
48	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/15/2008		4/21/2011	269	250				19
49	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/5/2008		4/21/2011	41,904	38,911				2,993
50	X	JPMORGAN HIGH YIELD FUN	4812C0803			2/4/2011		4/21/2011	3,919	3,900				19
51	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/2/2011	3,474	3,364				110

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

	Amount
Long Term CG Distributions	3,916
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	916,173	834,213	81,960
Other sales	0	0	0

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
52	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		4/21/2011	11,330	10,342				988
53	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		10/20/2011	2,447	2,716				-269
54	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			4/21/2011		8/10/2011	29,392	28,344				1,048
55	X	MFS VALUE FUND-CLASS I #8	552983694			4/21/2011		10/20/2011	1,567	1,754				-187
56	X	MAINSTAY EP US EQUITY-INS	56063J302			4/21/2011		10/20/2011	1,659	1,867				-208
57	X	MERGER FD SH BEN INT #260	589509108			4/21/2011		8/10/2011	1,205	1,265				-60
58	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011		8/10/2011	7,819	7,600				219
59	X	PIMCO TOTAL RET FD-INST #	693390700			4/21/2011		8/10/2011	10,100	10,000				100
60	X	PIMCO TOTAL RET FD-INST #	693390700			5/15/2009		8/10/2011	735	688				47
61	X	PIMCO FOREIGN BD FD USD	693390882			8/15/2007		4/21/2011	19,120	18,441				679
62	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		4/21/2011	3,904	3,900				4
63	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2011		10/20/2011	1,137	1,134				3
64	X	PIMCO EMERG MKTS BD-INST	693391559			8/15/2007		4/21/2011	22,499	21,077				1,422
65	X	WF ADV ENDEAVOR SELECT-	949915565			8/15/2007		4/21/2011	68,704	68,254				450
66	X	PIMCO EMERG MKTS BD-INST	693391559			2/4/2011		4/21/2011	707	700				7
67	X	PIMCO COMMODITY REAL RE	722005667			8/15/2007		2/2/2011	2,573	3,791				-1,218
68	X	PIMCO COMMODITY REAL RE	722005667			8/15/2007		4/21/2011	10,357	14,469				-4,112
69	X	PIMCO COMMODITY REAL RE	722005667			2/17/2009		4/21/2011	8,639	5,072				3,567
70	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		4/21/2011	5,117	4,934				183
71	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		4/21/2011	25,462	14,796				10,666
72	X	RIDGEWORTH SEIX HY BD-I #	76628T645			4/21/2011		8/10/2011	1,724	1,845				-121
73	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		8/10/2011	6,020	6,979				-959
74	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		10/20/2011	1,617	1,936				-319
75	X	SSGA EMERGING MARKETS F	784924425			8/15/2008		2/2/2011	2,575	2,674				-99
76	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		4/21/2011	28,594	14,101				14,493
77	X	SSGA EMERGING MARKETS F	784924425			8/15/2008		4/21/2011	2,824	2,737				87
78	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		2/2/2011	2,374	2,328				46
79	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		4/21/2011	12,707	11,233				1,474
80	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		10/20/2011	2,908	3,278				-370
81	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		4/21/2011	5,559	5,076				483
82	X	VANGUARD INFLAT PROTECT	922031869			8/15/2007		4/21/2011	36,936	32,623				4,313
83	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		4/21/2011	4,786	4,600				186
84	X	VANGUARD EMERGING MARK	922042858			12/17/2010		2/2/2011	2,359	2,356				3
85	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	1,147	1,068				79
86	X	VANGUARD REIT VIPER	922908553			4/21/2011		8/10/2011	5,627	6,406				-779
87	X	VANGUARD REIT VIPER	922908553			4/21/2011		10/6/2011	3,498	4,120				-622
88	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	2,885	1,968				917
89	X	WELLS FARGO ADV INTR VA	94984B181			2/17/2009		4/21/2011	3,720	1,966				1,754
90	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		4/21/2011	33,030	21,465				11,565
91	X	WELLS FARGO ADV INTL BON	94985D582			8/15/2007		4/21/2011	19,386	17,633				1,753
92	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		4/21/2011	4,244	4,100				144
93	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		2/2/2011	6,304	6,704				-400
94	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		4/21/2011	1,030	1,050				-20
95	X	WF ADV ENDEAVOR SELECT-	949915565			2/27/2009		4/21/2011	3,415	1,818				1,597

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,097	451	0	0
1	PY FED EXCISE TAX	1,225			
2	ESTIMATED EXCISE TAX PAID	1,421			
3	FOREIGN TAX WITHHELD	451	451		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		775	775	0	0
1	TRUSTEE FEES				
2	ADR FEES	775	775		
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

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	4,154
2	COST BASIS ADJUSTMENT	2	1,582
3	Total	3	5,736

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

1	MUTUAL FUND CTF INCOME SUBTRACTION	1	834
2	Total	2	834

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

	Amount
Long Term CG Distributions	3,916
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	912,257	0	834,213	78,044	0	0	0	78,044
1	ARTISAN INTERNATIONAL FUND #661	04314H204		4/21/2011	8/10/2011	9,421	0	11,155	-1,734			0	-1,734
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		5/15/2009	4/21/2011	704	0	661	43			0	43
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	4/21/2011	61,780	0	55,543	6,237			0	6,237
4	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	4/21/2011	7,330	0	7,200	130			0	130
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/15/2007	2/2/2011	1,948	0	2,430	-482			0	-482
6	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/17/2010	4/21/2011	8,243	0	6,748	1,495			0	1,495
7	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/17/2009	4/21/2011	3,063	0	3,203	1,860			0	1,860
8	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/15/2008	4/21/2011	4,004	0	4,730	-726			0	-726
9	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		10/31/2008	4/21/2011	2,911	0	2,251	660			0	660
10	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/15/2007	4/21/2011	35,043	0	41,532	-6,489			0	-6,489
11	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		4/21/2011	10/6/2011	2,492	0	2,694	-202			0	-202
12	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/15/2008	4/21/2011	1,383	0	1,382	1			0	1
13	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/15/2007	4/21/2011	57,111	0	57,829	-718			0	-718
14	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011	4,233	0	2,660	1,573			0	1,573
15	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	4/21/2011	23,047	0	13,662	9,385			0	9,385
16	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		8/12/2011	10/20/2011	2,651	0	2,630	21			0	21
17	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	4/21/2011	34,646	0	26,012	8,634			0	8,634
18	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		2/4/2011	4/21/2011	605	0	600	5			0	5
19	HARBOR CAPITAL APRCTION-INST #20	411511504		4/21/2011	10/6/2011	6,492	0	7,173	-681			0	-681
20	HARBOR CAPITAL APRCTION-INST #20	411511504		4/21/2011	10/20/2011	1,736	0	1,852	-116			0	-116
21	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/21/2011	8/10/2011	6,745	0	6,541	204			0	204
22	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/21/2011	10/6/2011	4,339	0	4,032	307			0	307
23	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	2/2/2011	133	0	209	-76			0	-76
24	DODGE & COX INT'L STOCK FD #1048	256206103		8/15/2007	2/2/2011	4,790	0	5,844	-1,054			0	-1,054
25	DODGE & COX INT'L STOCK FD #1048	256206103		4/21/2011	8/10/2011	1,708	0	2,149	-441			0	-441
26	DODGE & COX INT'L STOCK FD #1048	256206103		8/15/2007	10/20/2011	1,679	0	2,472	-793			0	-793
27	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	4/21/2011	936	0	926	10			0	10
28	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	8/10/2011	5,705	0	5,574	131			0	131
29	DODGE & COX INCOME FD COM #147	256210105		8/15/2007	8/10/2011	13,888	0	12,780	1,108			0	1,108
30	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	1,676	0	1,646	30			0	30
31	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	4/21/2011	22,798	0	21,371	1,427			0	1,427
32	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	10/6/2011	1,350	0	1,458	-108			0	-108
33	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	10/20/2011	1,758	0	1,810	-52			0	-52
34	GOLDEN LARGE CAP CORE FUND-I	34984T881		5/15/2008	2/2/2011	291	0	317	-26			0	-26
35	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/15/2007	2/2/2011	2,519	0	2,629	-110			0	-110
36	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	4/21/2011	19,548	0	14,845	4,703			0	4,703
37	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	4/21/2011	15,015	0	9,058	5,957			0	5,957
38	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/17/2009	4/21/2011	3,542	0	2,286	1,256			0	1,256
39	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/17/2009	4/21/2011	5,605	0	3,190	2,415			0	2,415
40	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/15/2008	4/21/2011	3,818	0	4,847	-1,029			0	-1,029
41	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/17/2010	4/21/2011	2,787	0	2,333	454			0	454
42	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/15/2007	4/21/2011	502	0	731	-229			0	-229
43	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	4/21/2011	10,775	0	16,859	-6,084			0	-6,084
44	ISHARES S & P 500 INDEX FUND	464287200		4/21/2011	8/10/2011	3,562	0	4,161	-599			0	-599
45	ISHARES S & P 500 INDEX FUND	464287200		4/21/2011	10/6/2011	3,366	0	3,892	-526			0	-526
46	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/15/2007	4/21/2011	22,624	0	22,086	538			0	538
47	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/15/2008	4/21/2011	647	0	587	60			0	60
48	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/15/2008	4/21/2011	269	0	250	19			0	19
49	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	4/21/2011	41,904	0	38,911	2,993			0	2,993
50	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	4/21/2011	3,919	0	3,900	19			0	19
51	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	3,474	0	3,364	110			0	110
52	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	4/21/2011	11,330	0	10,342	988			0	988
53	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	10/20/2011	2,447	0	2,716	-269			0	-269
54	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		4/21/2011	8/10/2011	29,392	0	28,344	1,048			0	1,048
55	MFS VALUE FUND-CLASS I #893	552983694		4/21/2011	10/20/2011	1,567	0	1,754	-187			0	-187
56	MAINSTAY EP US EQUITY-INS #1204	56063J302		4/21/2011	10/20/2011	1,659	0	1,867	-208			0	-208
57	MERGER FD SH BEN INT #260	589509108		4/21/2011	8/10/2011	1,205	0	1,265	-60			0	-60
58	PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	8/10/2011	7,819	0	7,600	219			0	219

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

	Amount
Long Term CG Distributions	3,916
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	912,257	0	834,213	78,044	0	0	0	78,044
59	PIMCO TOTAL RET FD-INST #35	693390700		4/21/2011	8/10/2011	10,100	0	10,000	100			0	100
60	PIMCO TOTAL RET FD-INST #35	693390700		5/15/2009	8/10/2011	735	0	688	47			0	47
61	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		8/15/2007	4/21/2011	19,120	0	18,441	679			0	679
62	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		2/4/2011	4/21/2011	3,904	0	3,900	4			0	4
63	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		8/12/2011	10/20/2011	1,137	0	1,134	3			0	3
64	PIMCO EMERG MKTS BD-INST #137	693391559		8/15/2007	4/21/2011	22,499	0	21,077	1,422			0	1,422
65	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/15/2007	4/21/2011	68,704	0	68,254	450			0	450
66	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	4/21/2011	707	0	700	7			0	7
67	PIMCO COMMODITY REAL RET STRAT-(	722005667		8/15/2007	2/2/2011	2,573	0	3,791	-1,218			0	-1,218
68	PIMCO COMMODITY REAL RET STRAT-(	722005667		8/15/2007	4/21/2011	10,357	0	14,469	-4,112			0	-4,112
69	PIMCO COMMODITY REAL RET STRAT-(	722005667		2/17/2009	4/21/2011	8,639	0	5,072	3,567			0	3,567
70	PIMCO COMMODITY REAL RET STRAT-(	722005667		10/31/2008	4/21/2011	5,117	0	4,934	183			0	183
71	PIMCO COMMODITY REAL RET STRAT-(	722005667		2/27/2009	4/21/2011	25,462	0	14,796	10,666			0	10,666
72	RIDGEWORTH SEIX HY BD-I #5855	76628T645		4/21/2011	8/10/2011	1,724	0	1,845	-121			0	-121
73	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/21/2011	8/10/2011	6,020	0	6,979	-959			0	-959
74	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/21/2011	10/20/2011	1,617	0	1,936	-319			0	-319
75	SSGA EMERGING MARKETS FD S #151(	784924425		8/15/2008	2/2/2011	2,575	0	2,674	-99			0	-99
76	SSGA EMERGING MARKETS FD S #151(	784924425		10/31/2008	4/21/2011	28,594	0	14,101	14,493			0	14,493
77	SSGA EMERGING MARKETS FD S #151(	784924425		8/15/2008	4/21/2011	2,824	0	2,737	87			0	87
78	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/2/2011	2,374	0	2,328	46			0	46
79	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	4/21/2011	12,707	0	11,233	1,474			0	1,474
80	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	10/20/2011	2,908	0	3,278	-370			0	-370
81	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/17/2009	4/21/2011	5,559	0	5,076	483			0	483
82	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/15/2007	4/21/2011	36,936	0	32,623	4,313			0	4,313
83	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	4/21/2011	4,786	0	4,600	186			0	186
84	VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/2/2011	2,359	0	2,356	3			0	3
85	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	1,147	0	1,068	79			0	79
86	VANGUARD REIT VIPER	922908553		4/21/2011	8/10/2011	5,627	0	6,406	-779			0	-779
87	VANGUARD REIT VIPER	922908553		4/21/2011	10/6/2011	3,498	0	4,120	-622			0	-622
88	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011	2,885	0	1,968	917			0	917
89	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		2/17/2009	4/21/2011	3,720	0	1,966	1,754			0	1,754
90	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	4/21/2011	33,030	0	21,465	11,565			0	11,565
91	WELLS FARGO ADV INTL BOND-IS #470	94985D582		8/15/2007	4/21/2011	19,386	0	17,633	1,753			0	1,753
92	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	4/21/2011	4,244	0	4,100	144			0	144
93	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	2/2/2011	6,304	0	6,704	-400			0	-400
94	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	4/21/2011	1,030	0	1,050	-20			0	-20
95	WF ADV ENDEAVOR SELECT-I #3124	949915565		2/27/2009	4/21/2011	3,415	0	1,818	1,597			0	1,597

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

14,346

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	14,346
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
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	1,421
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	1,421

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	1513094197	04314H204	ARTISAN INTERNATIONAL FUND #661	1174 777	24035 94	23295 83
Invest - Other	1513094197	256210105	DODGE & COX INCOME FD COM #147	4279 924	53649 65	56922 99
Invest - Other	1513094197	411511504	HARBOR CAPITAL APRCTION-INST #2012	831 621	31324 28	30686 81
Invest - Other	1513094197	693390700	PIMCO TOTAL RET FD-INST #35	5238 786	55483 35	56945 6
Invest - Other	1513094197	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1352 636	13246 96	14310 89
Invest - Other	1513094197	77957P105	T ROWE PRICE SHORT TERM BD FD #55	4953 905	24059 55	23828 28
Invest - Other	1513094197	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	686 611	8541 44	9303 58
Invest - Other	1513094197	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	454 782	5228 12	4343 17
Invest - Other	1513094197	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	506 683	14744 48	13168 69
Invest - Other	1513094197	464287200	ISHARES S & P 500 INDEX FUND	85	9973 28	10706 6
Invest - Other	1513094197	256206103	DODGE & COX INT'L STOCK FD #1048	631 74	22741 3	18472 08
Invest - Other	1513094197	34984T881	GOLDEN LARGE CAP CORE FUND-I	1264 944	9016 3	12750 64
Invest - Other	1513094197	552983694	MFS VALUE FUND-CLASS I #893	1165 479	27376 8	26188 31
Invest - Other	1513094197	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	950 607	13859 96	12509 99
Invest - Other	1513094197	339128100	JP MORGAN MID CAP VALUE-I #758	572	13447 72	13585
Invest - Other	1513094197	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	587 2	7569 01	12965 38
Invest - Other	1513094197	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	767 713	7787 53	8713 54
Invest - Other	1513094197	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	486 308	5319 76	5261 85
Invest - Other	1513094197	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	1333 332	8354 34	8719 99
Invest - Other	1513094197	922908553	VANGUARD REIT VIPER	316	16876 46	18328
Invest - Other	1513094197	922042858	VANGUARD MSCI EMERGING MARKETS ETF	331	15314 92	12647 51
Invest - Other	1513094197	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	436 234	15036 63	12637 7
Invest - Other	1513094197	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	340	13213 46	10822 2
Invest - Other	1513094197	76628T645	RIDGEWORTH SEIX HY BD-I #5855	2564 712	24031 35	24133 94
Invest - Other	1513094197	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	1280 373	12009 9	10473 45
Invest - Other	1513094197	487300808	KEELEY SMALL CAP VAL FD CL I #2251	576 761	14372 88	13461 6
					466615 37	465183 62
Savings & Temp Inv	1513094197	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	10800 05	10800 05	10800 05
Savings & Temp Inv	1513094197	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11869 12	11869 12	11869 12
					22669 17	22669 17
			GRAND TOTAL		489284 54	487852 79