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: MORRIS J FBO PHILA ACADEMY 4947-TUW

A Employer identification number: 23-6215471

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

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)* ▶ $ 123,159

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ 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	3,218	3,159		
	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	8,821			
	b	Gross sales price for all assets on line 6a 116,390				
	7	Capital gain net income (from Part IV, line 2)		8,821		
	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	12,039	11,980	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,209	1,657		552
	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)	500	0	0	500
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	141	40	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	2,850	1,697	0	1,052
	25	Contributions, gifts, grants paid	5,376			5,376
	26	**Total expenses and disbursements** Add lines 24 and 25	8,226	1,697	0	6,428
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,813			
	b	**Net investment income** (if negative, enter -0-)		10,283		
	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	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	2,905	4,419	4,419
	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)	121,417	124,173	118,740
	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)	124,322	128,592	123,159
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	124,322	128,592	
	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)	124,322	128,592	
	31	**Total liabilities and net assets/fund balances** (see instructions)	124,322	128,592	

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	124,322
2	Enter amount from Part I, line 27a	2	3,813
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	583
4	Add lines 1, 2, and 3	4	128,718
5	Decreases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Subtraction	5	126
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	128,592

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	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	8,821
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	5,883	122,428	0 048053
2009	7,001	108,842	0 064323
2008	8,253	140,441	0 058765
2007	6,853	170,500	0 040194
2006	3,576	159,474	0 022424

2 **Total** of line 1, column (d)	2	0 233759
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 046752
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	131,737
5 Multiply line 4 by line 3	5	6,159
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103
7 Add lines 5 and 6	7	6,262
8 Enter qualifying distributions from Part XII, line 4	8	6,428

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	103
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	103
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	103
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 57		
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	57
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	46
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 ▶ [X] 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		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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] 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 [X] 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 [X] 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? 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	2,209	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	128,796
	b	Average of monthly cash balances	1b	4,947
	c	Fair market value of all other assets (see instructions)	1c	
	d	**Total** (add lines 1a, b, and c)	1d	133,743
	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	133,743
4		Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,006
5		**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	131,737
6		**Minimum investment return.** Enter 5% of line 5	6	6,587

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	6,587
2a		Tax on investment income for 2011 from Part VI, line 5	2a	103		
	b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
	c	Add lines 2a and 2b			2c	103
3		Distributable amount before adjustments Subtract line 2c from line 1			3	6,484
4		Recoveries of amounts treated as qualifying distributions			4	
5		Add lines 3 and 4			5	6,484
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	6,484

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	6,428
	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	6,428
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	103
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,325

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				6,484
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			5,553	
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 ▶ $ 6,428				
a	Applied to 2010, but not more than line 2a			5,553	
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				875
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				5,609
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 (a) 2011	Prior 3 years (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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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	5,376
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	3,218	
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	8,821	
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		12,039	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 12,039

(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

John A Sulenta | 4/24/2012 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO	[signature]	4/24/2012		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	

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	1513092304	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	3677 04	3677 04	3677 04
Savings & Temp Inv	1513092304	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	741 52	741 52	741.52
					4,418 56	4,418 56
Invest - Other	1513092304	04314H204	ARTISAN INTERNATIONAL FUND #661	311 453	6885	6176 11
Invest - Other	1513092304	256210105	DODGE & COX INCOME FD COM #147	895 461	11506.3	11909.63
Invest - Other	1513092304	411511504	HARBOR CAPITAL APRCTION-INST #2012	198 358	7565.23	7319 41
Invest - Other	1513092304	589509108	MERGER FD SH BEN INT #260	154 813	2475 72	2413.53
Invest - Other	1513092304	693390700	PIMCO TOTAL RET FD-INST #35	1100.355	11656 05	11960 86
Invest - Other	1513092304	693390882	PIMCO FOREIGN BD FD USD H-INST #103	387.72	4160 24	4102.08
Invest - Other	1513092304	77957P105	T ROWE PRICE SHORT TERM BD FD #55	343 171	1657 52	1650.65
Invest - Other	1513092304	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	122 832	3452.28	3192.4
Invest - Other	1513092304	464287200	ISHARES S & P 500 INDEX FUND	37	4912.38	4660.52
Invest - Other	1513092304	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	323 974	3754 86	3751 62
Invest - Other	1513092304	256206103	DODGE & COX INT'L STOCK FD #1048	204 578	7431 8	5981 86
Invest - Other	1513092304	552983694	MFS VALUE FUND-CLASS I #893	170 935	4083 64	3840 91
Invest - Other	1513092304	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	265 69	3850 66	3496.48
Invest - Other	1513092304	56063J302	MAINSTAY EP US EQUITY-INS #1204	298 95	4053 22	3623 27
Invest - Other	1513092304	339128100	JP MORGAN MID CAP VALUE-I #758	131 215	3036 05	3116.36
Invest - Other	1513092304	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	380 329	4554 4	4727 49
Invest - Other	1513092304	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	145 768	2320 53	3218.56
Invest - Other	1513092304	922908553	VANGUARD REIT VIPER	75	4005 48	4350
Invest - Other	1513092304	922042858	VANGUARD MSCI EMERGING MARKETS ETF	83	3847 78	3171 43
Invest - Other	1513092304	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	112 172	3762 49	3249 62
Invest - Other	1513092304	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	127	5002.6	4042 41
Invest - Other	1513092304	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	160 172	2700	2711 71
Invest - Other	1513092304	76628T645	RIDGEWORTH SEIX HY BD-I #5855	714 515	7148 5	6723 59
Invest - Other	1513092304	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	742 339	6954 97	6072 33
Invest - Other	1513092304	487300808	KEELEY SMALL CAP VAL FD CL I #2251	140.396	3394 8	3276.84
					124,172 50	118,739 67

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

Recipient(s) paid during the year

Name	ACADEMY OF NATURAL SCIENCES OF PA
Street	1900 BENAMIN FRANKLIN PARKWAY
City	PHILADELPHIA
State	PA
Zip Code	19103
Foreign Country	
Relationship	NONE
Foundation Status	501 (C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	5,376

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

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

	Amount
Long Term CG Distributions	391
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	116,390	107,569	8,821
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			2/15/2011		9/1/2011	1,058	1,115				-57
2	X	ARTIO TOTAL RETURN BD FD	04315J209			5/5/2009		2/11/2011	83	78				5
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		2/11/2011	2,441	2,230				211
4	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		3/8/2011	2,299	2,093				206
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			6/25/2007		2/11/2011	3,909	5,305				-1,396
6	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/5/2010		3/8/2011	1,035	917				118
7	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/27/2009		3/8/2011	902	574				328
8	X	ARTIO INTERNATIONAL EQ FI	04315J837			10/31/2008		3/8/2011	605	493				112
9	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/5/2008		3/8/2011	498	607				-109
10	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/6/2007		3/8/2011	63	84				-21
11	X	ARTIO INTERNATIONAL EQ FI	04315J837			6/25/2007		3/8/2011	469	629				-160
12	X	CREDIT SUISSE COMM RT ST	22544R305			3/10/2011		4/26/2011	181	171				10
13	X	DODGE & COX INT'L STOCK F	256206103			6/25/2007		9/1/2011	356	533				-177
14	X	DODGE & COX INCOME FD C	256210105			4/28/2011		9/1/2011	216	215				1
15	X	DODGE & COX INCOME FD C	256210105			4/28/2011		10/20/2011	226	228				-2
16	X	DODGE & COX INCOME FD C	256210105			4/28/2011		12/19/2011	724	725				-1
17	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/11/2011	2,471	2,375				96
18	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		3/8/2011	2,210	2,116				94
19	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		12/19/2011	298	306				-8
20	X	GOLDEN LARGE CAP CORE F	34984T881			6/25/2007		2/11/2011	5,665	6,273				-608
21	X	GOLDEN LARGE CAP CORE F	34984T881			8/1/2007		3/8/2011	1,632	1,775				-143
22	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		3/8/2011	1,390	854				536
23	X	GOLDEN LARGE CAP CORE F	34984T881			2/5/2008		3/8/2011	492	497				-5
24	X	GOLDEN LARGE CAP CORE F	34984T881			5/5/2009		3/8/2011	352	250				102
25	X	GOLDEN LARGE CAP CORE F	34984T881			11/1/2007		3/8/2011	190	211				-21
26	X	GOLDEN LARGE CAP CORE F	34984T881			11/5/2007		3/8/2011	65	72				-7
27	X	GOLDEN LARGE CAP CORE F	34984T881			8/6/2007		3/8/2011	31	34				-3
28	X	GOLDEN LARGE CAP CORE F	34984T881			6/25/2007		3/8/2011	931	1,036				-105
29	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/11/2011	2,775	1,690				1,085
30	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		3/8/2011	2,410	1,487				923
31	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/11/2011	2,891	2,148				743
32	X	GOLDMAN SACHS L/C VALUE	38142Y773			5/5/2009		3/8/2011	83	57				26
33	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		3/8/2011	2,525	1,877				648
34	X	HARBOR CAPITAL APRCTION	411511504			2/15/2011		4/26/2011	158	157				1
35	X	HARBOR CAPITAL APRCTION	411511504			2/15/2011		9/1/2011	628	665				-37
36	X	HARBOR CAPITAL APRCTION	411511504			2/15/2011		10/20/2011	295	313				-18
37	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/11/2011	1,692	1,595				97
38	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		3/8/2011	1,596	1,495				101
39	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			3/10/2011		4/26/2011	110	106				4
40	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			3/10/2011		9/1/2011	4,853	4,494				359
41	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/15/2011		9/1/2011	1,146	1,045				101
42	X	MFS VALUE FUND-CLASS I #8	552983694			2/15/2011		10/20/2011	196	216				-20
43	X	MAINSTAY EP US EQUITY-INS	56063J302			2/15/2011		10/20/2011	223	247				-24
44	X	MERGER FD SH BEN INT #26(	589509108			3/10/2011		12/19/2011	223	224				-1
45	X	OPPENHEIMER DEVELOPING	683974505			3/10/2011		4/26/2011	184	172				12
46	X	PIMCO TOTAL RET FD-INST #	693390700			4/28/2011		9/1/2011	177	176				1
47	X	PIMCO TOTAL RET FD-INST #	693390700			4/28/2011		10/20/2011	129	132				-3
48	X	PIMCO TOTAL RET FD-INST #	693390700			4/28/2011		12/19/2011	742	749				-7
49	X	PIMCO FOREIGN BD FD USD	693390882			6/25/2007		2/11/2011	925	883				42
50	X	PIMCO FOREIGN BD FD USD	693390882			6/25/2007		3/8/2011	830	794				36
51	X	PIMCO EMERG MKTS BD-INST	693391559			6/25/2007		2/11/2011	995	975				20

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

	Amount
Long Term CG Distributions	391
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	116,390	107,569	8,821
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	PIMCO EMERG MKTS BD-INS	693391559			5/5/2009		3/8/2011	304	242				62
53	X	PIMCO EMERG MKTS BD-INST	693391559			6/25/2007		3/8/2011	609	590				19
54	X	PIMCO COMMODITY REAL RE	722005667			6/25/2007		2/11/2011	1,044	1,581				-537
55	X	PIMCO COMMODITY REAL RE	722005667			5/5/2010		2/11/2011	689	581				108
56	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		2/11/2011	556	580				-24
57	X	PIMCO COMMODITY REAL RE	722005667			8/6/2007		2/11/2011	14	22				-8
58	X	PIMCO COMMODITY REAL RE	722005667			12/18/2008		2/11/2011	735	492				243
59	X	PIMCO COMMODITY REAL RE	722005667			12/18/2008		3/8/2011	174	111				63
60	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		3/8/2011	2,710	1,620				1,090
61	X	RIDGEWORTH SEIX HY BD-I #	76628T645			3/10/2011		12/19/2011	355	383				-28
62	X	T ROWE PRICE SHORT TERM	77957P105			3/10/2011		4/26/2011	4,200	4,200				0
63	X	T ROWE PRICE SHORT TERM	77957P105			2/15/2011		4/26/2011	1,933	1,921				12
64	X	T ROWE PRICE SHORT TERM	77957P105			2/15/2011		9/1/2011	669	667				2
65	X	T ROWE PRICE SHORT TERM	77957P105			2/15/2011		10/20/2011	154	155				-1
66	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		9/1/2011	187	208				-21
67	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		9/1/2011	187	208				-21
68	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		2/11/2011	2,082	1,148				934
69	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		3/8/2011	1,933	1,027				906
70	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/11/2011	1,835	1,717				118
71	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		3/8/2011	1,716	1,600				116
72	X	VANGUARD INFLAT PROTECT	922031869			8/5/2009		2/11/2011	375	355				20
73	X	VANGUARD INFLAT PROTECT	922031869			6/25/2007		2/11/2011	1,478	1,337				141
74	X	VANGUARD INFLAT PROTECT	922031869			6/25/2007		3/8/2011	1,737	1,523				214
75	X	VANGUARD EMERGING MARK	922042858			12/17/2010		2/11/2011	459	471				-12
76	X	VANGARD MSCI EMERGING M	922042858			12/17/2010		3/8/2011	472	471				1
77	X	VANGARD MSCI EMERGING M	922042858			12/17/2010		4/26/2011	201	188				13
78	X	VANGUARD REIT VIPER	922908553			2/11/2011		4/26/2011	669	642				27
79	X	VANGUARD REIT VIPER	922908553			3/8/2011		4/26/2011	791	748				43
80	X	VANGUARD REIT VIPER	922908553			12/17/2010		4/26/2011	243	213				30
81	X	VANGUARD REIT VIPER	922908553			12/17/2010		9/1/2011	517	478				39
82	X	VANGUARD REIT VIPER	922908553			12/17/2010		12/19/2011	282	265				17
83	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/11/2011	3,089	2,046				1,043
84	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		3/8/2011	2,774	1,852				922
85	X	WELLS FARGO ADV INTL BON	94985D582			6/25/2007		2/11/2011	906	847				59
86	X	WELLS FARGO ADV INTL BON	94985D582			5/5/2009		3/8/2011	250	221				29
87	X	WELLS FARGO ADV INTL BON	94985D582			6/25/2007		3/8/2011	578	532				46
88	X	WF ADV ENDEAVOR SELECT-	949915565			6/25/2007		2/11/2011	6,301	6,508				-207
89	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2007		3/8/2011	1,389	1,476				-87
90	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		3/8/2011	1,193	1,256				-63
91	X	WF ADV ENDEAVOR SELECT-	949915565			10/31/2008		3/8/2011	1,020	730				290
92	X	WF ADV ENDEAVOR SELECT-	949915565			12/18/2008		3/8/2011	904	544				360
93	X	WF ADV ENDEAVOR SELECT-	949915565			2/5/2008		3/8/2011	817	810				7
94	X	WF ADV ENDEAVOR SELECT-	949915565			6/25/2007		3/8/2011	201	214				-13
95	X	HUSSMAN STRATEGIC GROW	448108100			3/10/2011		9/1/2011	506	483				23
96	X	HUSSMAN STRATEGIC GROW	448108100			3/10/2011		12/19/2011	383	362				21
97	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		2/11/2011	1,315	2,116				-801
98	X	ING INTERNATIONAL REAL ES	44980Q518			5/5/2009		3/8/2011	308	213				95
99	X	ING INTERNATIONAL REAL ES	44980Q518			10/31/2008		3/8/2011	19	14				5
100	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		3/8/2011	371	579				-208
101	X	ISHARES S & P 500 INDEX FU	464287200			2/11/2011		9/1/2011	614	668				-54
102	X	ISHARES S & P 500 INDEX FU	464287200			2/11/2011		10/20/2011	243	267				-24

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

	Amount
Long Term CG Distributions	391
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	116,390	107,569	8,821
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
103	X	JPMORGAN HIGH YIELD FUN	4812C0803			8/1/2007		2/11/2011	636	619				17
104	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/5/2010		2/11/2011	423	404				19
105	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/5/2008		2/11/2011	2,310	2,150				160
106	X	JPMORGAN HIGH YIELD FUN	4812C0803			11/5/2008		3/8/2011	64	46				18
107	X	JPMORGAN HIGH YIELD FUN	4812C0803			2/5/2008		3/8/2011	53	49				4
108	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/5/2008		3/8/2011	2,920	2,725				195
109	X	ING INTERNATIONAL REAL ES	44980Q518			12/17/2007		3/8/2011	222	294				-72
110	X	ING INTERNATIONAL REAL ES	44980Q518			5/5/2010		3/8/2011	185	161				24
111	X	ING INTERNATIONAL REAL ES	44980Q518			2/5/2008		3/8/2011	117	146				-29

Line 16b (990-PF) - Accounting Fees

		500	0	0	500
	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	500			500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		141	40	0	0
1	PY FED EXCISE TAX	44			
2	ESTIMATED EXCISE TAX PAID	57			
3	FOREIGN TAX WITHHELD	40	40		
4					
5					
6					
7					
8					
9					
10					

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

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

1	Cost Basis Adjustment	1	142
2	Mutual Fund & CTF Income Additions	2	441
3	Total	3	583

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

1	Mutual Fund & CTF Income Subtraction	1	126
2	Total	2	126

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

	Amount
Long Term CG Distributions	391
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	115,999	0	107,569	8,430	0	0	0	8,430
1	ARTISAN INTERNATIONAL FUND #661	04314H204		2/15/2011	9/1/2011	1,058	0	1,115	-57			0	-57
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		5/5/2009	2/11/2011	83	0	78	5			0	5
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	2/11/2011	2,441	0	2,230	211			0	211
4	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	3/8/2011	2,299	0	2,093	206			0	206
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		6/25/2007	2/11/2011	3,909	0	5,305	-1,396			0	-1,396
6	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/5/2010	3/8/2011	1,035	0	917	118			0	118
7	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/27/2009	3/8/2011	902	0	574	328			0	328
8	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		10/31/2008	3/8/2011	605	0	493	112			0	112
9	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/5/2008	3/8/2011	498	0	607	-109			0	-109
10	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/6/2007	3/8/2011	63	0	84	-21			0	-21
11	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		6/25/2007	3/8/2011	469	0	629	-160			0	-160
12	CREDIT SUISSE COMM RT ST-CO #2156	22544R305		3/10/2011	4/26/2011	181	0	171	10			0	10
13	DODGE & COX INT'L STOCK FD #1048	256206103		6/25/2007	9/1/2011	356	0	533	-177			0	-177
14	DODGE & COX INCOME FD COM #147	256210105		4/28/2011	9/1/2011	216	0	215	1			0	1
15	DODGE & COX INCOME FD COM #147	256210105		4/28/2011	10/20/2011	226	0	228	-2			0	-2
16	DODGE & COX INCOME FD COM #147	256210105		4/28/2011	12/19/2011	724	0	725	-1			0	-1
17	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/11/2011	2,471	0	2,375	96			0	96
18	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	3/8/2011	2,210	0	2,116	94			0	94
19	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	12/19/2011	298	0	306	-8			0	-8
20	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/25/2007	2/11/2011	5,665	0	6,273	-608			0	-608
21	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/1/2007	3/8/2011	1,632	0	1,775	-143			0	-143
22	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	3/8/2011	1,390	0	854	536			0	536
23	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/5/2008	3/8/2011	492	0	497	-5			0	-5
24	GOLDEN LARGE CAP CORE FUND-I	34984T881		5/5/2009	3/8/2011	352	0	250	102			0	102
25	GOLDEN LARGE CAP CORE FUND-I	34984T881		11/1/2007	3/8/2011	190	0	211	-21			0	-21
26	GOLDEN LARGE CAP CORE FUND-I	34984T881		11/5/2007	3/8/2011	65	0	72	-7			0	-7
27	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/6/2007	3/8/2011	31	0	34	-3			0	-3
28	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/25/2007	3/8/2011	931	0	1,036	-105			0	-105
29	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/11/2011	2,775	0	1,690	1,085			0	1,085
30	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	3/8/2011	2,410	0	1,487	923			0	923
31	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	2/11/2011	2,891	0	2,148	743			0	743
32	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		5/5/2009	3/8/2011	83	0	57	26			0	26
33	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	3/8/2011	2,525	0	1,877	648			0	648
34	HARBOR CAPITAL APRCTION-INST #20	411511504		2/15/2011	4/26/2011	158	0	157	1			0	1
35	HARBOR CAPITAL APRCTION-INST #20	411511504		2/15/2011	9/1/2011	628	0	665	-37			0	-37
36	HARBOR CAPITAL APRCTION-INST #20	411511504		2/15/2011	10/20/2011	295	0	313	-18			0	-18
37	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/11/2011	1,692	0	1,595	97			0	97
38	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	3/8/2011	1,596	0	1,495	101			0	101
39	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		3/10/2011	4/26/2011	110	0	106	4			0	4
40	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		3/10/2011	9/1/2011	4,853	0	4,494	359			0	359
41	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/15/2011	9/1/2011	1,146	0	1,045	101			0	101
42	MFS VALUE FUND-CLASS I #893	552983694		2/15/2011	10/20/2011	196	0	216	-20			0	-20
43	MAINSTAY EP US EQUITY-INS #1204	56063J302		2/15/2011	10/20/2011	223	0	247	-24			0	-24
44	MERGER FD SH BEN INT #260	589509108		3/10/2011	12/19/2011	223	0	224	-1			0	-1
45	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		3/10/2011	4/26/2011	184	0	172	12			0	12
46	PIMCO TOTAL RET FD-INST #35	693390700		4/28/2011	9/1/2011	177	0	176	1			0	1
47	PIMCO TOTAL RET FD-INST #35	693390700		4/28/2011	10/20/2011	129	0	132	-3			0	-3
48	PIMCO TOTAL RET FD-INST #35	693390700		4/28/2011	12/19/2011	742	0	749	-7			0	-7
49	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		6/25/2007	2/11/2011	925	0	883	42			0	42
50	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		6/25/2007	3/8/2011	830	0	794	36			0	36
51	PIMCO EMERG MKTS BD-INST #137	693391559		6/25/2007	2/11/2011	995	0	975	20			0	20
52	PIMCO EMERG MKTS BD-INST #137	693391559		5/5/2009	3/8/2011	304	0	242	62			0	62
53	PIMCO EMERG MKTS BD-INST #137	693391559		6/25/2007	3/8/2011	609	0	590	19			0	19
54	PIMCO COMMODITY REAL RET STRAT-I	722005667		6/25/2007	2/11/2011	1,044	0	1,581	-537			0	-537
55	PIMCO COMMODITY REAL RET STRAT-I	722005667		5/5/2010	2/11/2011	689	0	581	108			0	108
56	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/31/2008	2/11/2011	556	0	580	-24			0	-24
57	PIMCO COMMODITY REAL RET STRAT-I	722005667		8/6/2007	2/11/2011	14	0	22	-8			0	-8
58	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/18/2008	2/11/2011	735	0	492	243			0	243

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

	Amount
Long Term CG Distributions	391
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	115,999	0	107,569	8,430	0	0	0	8,430
59	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/18/2008	3/8/2011	174	0	111	63			0	63
60	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/27/2009	3/8/2011	2,710	0	1,620	1,090			0	1,090
61	RIDGEWORTH SEIX HY BD-I #5855	76628T645		3/10/2011	12/19/2011	355	0	383	-28			0	-28
62	T ROWE PRICE SHORT TERM BD FD #5	77957P105		3/10/2011	4/26/2011	4,200	0	4,200	0			0	0
63	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/15/2011	4/26/2011	1,933	0	1,921	12			0	12
64	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/15/2011	9/1/2011	669	0	667	2			0	2
65	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/15/2011	10/20/2011	154	0	155	-1			0	-1
66	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		5/2/2011	9/1/2011	187	0	208	-21			0	-21
67	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/29/2011	9/1/2011	187	0	208	-21			0	-21
68	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	2/11/2011	2,082	0	1,148	934			0	934
69	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	3/8/2011	1,933	0	1,027	906			0	906
70	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/11/2011	1,835	0	1,717	118			0	118
71	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	3/8/2011	1,716	0	1,600	116			0	116
72	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/5/2009	2/11/2011	375	0	355	20			0	20
73	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/25/2007	2/11/2011	1,478	0	1,337	141			0	141
74	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/25/2007	3/8/2011	1,737	0	1,523	214			0	214
75	VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/11/2011	459	0	471	-12			0	-12
76	VANGARD MSCI EMERGING MARKETS	922042858		12/17/2010	3/8/2011	472	0	471	1			0	1
77	VANGARD MSCI EMERGING MARKETS	922042858		12/17/2010	4/26/2011	201	0	188	13			0	13
78	VANGUARD REIT VIPER	922908553		2/11/2011	4/26/2011	669	0	642	27			0	27
79	VANGUARD REIT VIPER	922908553		3/8/2011	4/26/2011	791	0	748	43			0	43
80	VANGUARD REIT VIPER	922908553		12/17/2010	4/26/2011	243	0	213	30			0	30
81	VANGUARD REIT VIPER	922908553		12/17/2010	9/1/2011	517	0	478	39			0	39
82	VANGUARD REIT VIPER	922908553		12/17/2010	12/19/2011	282	0	265	17			0	17
83	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/11/2011	3,089	0	2,046	1,043			0	1,043
84	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	3/8/2011	2,774	0	1,852	922			0	922
85	WELLS FARGO ADV INTL BOND-IS #470	94985D582		6/25/2007	2/11/2011	906	0	847	59			0	59
86	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/5/2009	3/8/2011	250	0	221	29			0	29
87	WELLS FARGO ADV INTL BOND-IS #470	94985D582		6/25/2007	3/8/2011	578	0	532	46			0	46
88	WF ADV ENDEAVOR SELECT-I #3124	949915565		6/25/2007	2/11/2011	6,301	0	6,508	-207			0	-207
89	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2007	3/8/2011	1,389	0	1,476	-87			0	-87
90	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	3/8/2011	1,193	0	1,256	-63			0	-63
91	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/31/2008	3/8/2011	1,020	0	730	290			0	290
92	WF ADV ENDEAVOR SELECT-I #3124	949915565		12/18/2008	3/8/2011	904	0	544	360			0	360
93	WF ADV ENDEAVOR SELECT-I #3124	949915565		2/5/2008	3/8/2011	817	0	810	7			0	7
94	WF ADV ENDEAVOR SELECT-I #3124	949915565		6/25/2007	3/8/2011	201	0	214	-13			0	-13
95	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/10/2011	9/1/2011	506	0	483	23			0	23
96	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/10/2011	12/19/2011	383	0	362	21			0	21
97	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	2/11/2011	1,315	0	2,116	-801			0	-801
98	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/5/2009	3/8/2011	308	0	213	95			0	95
99	ING INTERNATIONAL REAL EST-I #2664	44980Q518		10/31/2008	3/8/2011	19	0	14	5			0	5
100	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	3/8/2011	371	0	579	-208			0	-208
101	ISHARES S & P 500 INDEX FUND	464287200		2/11/2011	9/1/2011	614	0	668	-54			0	-54
102	ISHARES S & P 500 INDEX FUND	464287200		2/11/2011	10/20/2011	243	0	267	-24			0	-24
103	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	2/11/2011	636	0	619	17			0	17
104	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2010	2/11/2011	423	0	404	19			0	19
105	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	2/11/2011	2,310	0	2,150	160			0	160
106	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		11/5/2008	3/8/2011	64	0	46	18			0	18
107	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/5/2008	3/8/2011	53	0	49	4			0	4
108	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	3/8/2011	2,920	0	2,725	195			0	195
109	ING INTERNATIONAL REAL EST-I #2664	44980Q518		12/17/2007	3/8/2011	222	0	294	-72			0	-72
110	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/5/2010	3/8/2011	185	0	161	24			0	24
111	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/5/2008	3/8/2011	117	0	146	-29			0	-29

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

2,209

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	2,209
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	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	4/15/2011	2	57
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	57

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	5,553
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,553