1513094197

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: MANSFIELD J FBO CHARITIES 4947 TUW

A Employer identification number: 23-6215795

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) ▶ $ 487,853

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))*

	Line	Description	(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	16,711	16,486		
	5a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	34,002			
	b	Gross sales price for all assets on line 6a 263,233				
	7	Capital gain net income (from Part IV, line 2)		34,002		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	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	50,713	50,488	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,831	5,123		1,708
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	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)	1,890	145	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	0	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,221	5,268	0	2,208
	25	Contributions, gifts, grants paid	16,004			16,004
	26	**Total expenses and disbursements.** Add lines 24 and 25	25,225	5,268	0	18,212
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	25,488			
	b	**Net investment income** (if negative, enter -0-)		45,220		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
226 MAY 18 2012 IRS-OSC
OGDEN, UT

ENVELOPE POSTMARK DATE MAY 15 2012

SCANNED MAY 21 2012

For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

(HTA)

P 10

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	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	23,812	22,669	22,669
	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)	438,039	466,614	465,184
	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)	461,851	489,283	487,853
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	461,851	489,283	
	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)	461,851	489,283	
	31	**Total liabilities and net assets/fund balances** (see instructions)	461,851	489,283	

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	461,851
2	Enter amount from Part I, line 27a	2	25,488
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,660
4	Add lines 1, 2, and 3	4	489,999
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND AND CTF INCOME SUBTRACTION	5	716
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	489,283

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** 34,002

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	9,018	473,642	0.019040
2009	30,193	408,018	0.073999
2008	30,579	514,905	0.059388
2007	43,141	610,904	0.070618
2006	23,170	591,245	0.039188

2	**Total** of line 1, column (d) . . .	2	0.262233
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	0.052447
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	510,035
5	Multiply line 4 by line 3 . . .	5	26,750
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	452
7	Add lines 5 and 6 . . .	7	27,202
8	Enter qualifying distributions from Part XII, line 4 . . .	8	18,212

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	904
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	904
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	904
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,019		
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	1,019
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	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	115
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	115 **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

			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)*

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** No: 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	6,831	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	499,103
b	Average of monthly cash balances	1b	18,699
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	517,802
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	517,802
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	7,767
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	510,035
6	**Minimum investment return.** Enter 5% of line 5	6	25,502

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	25,502
2a	Tax on investment income for 2011 from Part VI, line 5	2a	904		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	904
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	24,598
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	24,598
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	24,598

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	18,212
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	18,212
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	18,212

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					24,598
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	921				
e From 2010	NONE				
f Total of lines 3a through e		921			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 18,212					
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					18,212
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))*		921			921
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					5,465
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 ▶ [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				16,004
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	16,711	
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	34,002	
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		50,713	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 50,713

(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 N Salanti | 4/13/2012 | 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		4/13/2012	☒	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	NORTH PHILADELPHIA HEALTH SYSTEM
Street	1524 W. GIRARD AVENUE
City	PHILADELPHIA
State	PA
Zip Code	19130
Foreign Country	
Relationship	NONE
Foundation Status	501 (c) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	8,002

Name	PHILA. HEALTH & EDUCATION CORP
Street	3141 CHESTNUT STREET, SUITE 225
City	PHILADELPHIA
State	PA
Zip Code	19104
Foreign Country	
Relationship	NONE
Foundation Status	501 (c) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	8,002

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	1,056
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	263,233	229,231	34,002
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	ARTIO TOTAL RETURN BD FD	04315J209			8/17/2009		5/23/2011	1,251	1,206				45
2	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		5/23/2011	3,282	3,200				82
3	X	ARTIO TOTAL RETURN BD FD	04315J209			1/29/2009		5/23/2011	11,024	10,032				992
4	X	ARTIO TOTAL RETURN BD FD	04315J209			1/29/2009		8/24/2011	6,810	6,108				702
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/5/2007		2/2/2011	880	1,046				-166
6	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/5/2007		8/24/2011	14,138	19,481				-5,343
7	X	ARTIO INTERNATIONAL EQ FI	04315J837			7/10/2008		8/24/2011	1,703	2,340				-637
8	X	DODGE & COX INT'L STOCK F	256206103			1/5/2007		2/2/2011	737	863				-126
9	X	DODGE & COX INT'L STOCK F	256206103			1/5/2007		8/24/2011	563	777				-214
10	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		5/23/2011	224	217				7
11	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	1,078	1,058				20
12	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/23/2011	3,903	3,644				259
13	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/24/2011	5,742	6,136				-394
14	X	GOLDEN LARGE CAP CORE F	34984T881			2/4/2011		5/23/2011	202	200				2
15	X	GOLDEN LARGE CAP CORE F	34984T881			1/29/2009		5/23/2011	6,040	4,122				1,918
16	X	GOLDEN LARGE CAP CORE F	34984T881			1/29/2009		8/24/2011	19,850	15,540				4,310
17	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/29/2009		2/2/2011	3,735	1,934				1,801
18	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/29/2009		5/23/2011	3,288	1,650				1,638
19	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/29/2009		8/24/2011	4,992	2,978				2,014
20	X	GOLDMAN SACHS L/C VALUE	38142Y773			1/5/2007		2/2/2011	370	433				-63
21	X	GOLDMAN SACHS L/C VALUE	38142Y773			1/5/2007		5/23/2011	5,331	6,219				-888
22	X	GOLDMAN SACHS L/C VALUE	38142Y773			2/19/2008		8/24/2011	1,218	1,538				-320
23	X	GOLDMAN SACHS L/C VALUE	38142Y773			1/5/2007		8/24/2011	2,251	3,138				-887
24	X	GOLDMAN SACHS L/C VALUE	38142Y773			7/10/2008		8/24/2011	267	323				-56
25	X	ING INTERNATIONAL REAL ES	44980Q518			5/17/2010		2/2/2011	666	560				106
26	X	ING INTERNATIONAL REAL ES	44980Q518			5/17/2010		5/23/2011	1,260	1,073				187
27	X	ING INTERNATIONAL REAL ES	44980Q518			1/29/2009		5/23/2011	9,153	6,123				3,030
28	X	JPMORGAN HIGH YIELD FUNI	4812C0803			1/29/2009		8/24/2011	27,163	21,060				6,103
29	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/4/2011		8/24/2011	1,474	1,600				-126
30	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/25/2011		8/24/2011	866	942				-76
31	X	KEELEY SMALL CAP VAL FD C	487300808			2/4/2011		5/23/2011	202	200				2
32	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	449	430				19
33	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	2,768	3,090				-322
34	X	PIMCO EMERG MKTS BD-INST	693391559			5/16/2008		8/24/2011	913	860				53
35	X	PIMCO EMERG MKTS BD-INST	693391559			7/10/2008		8/24/2011	299	269				30
36	X	PIMCO EMERG MKTS BD-INST	693391559			11/16/2007		8/24/2011	213	205				8
37	X	PIMCO EMERG MKTS BD-INST	693391559			8/18/2008		8/24/2011	136	122				14
38	X	PIMCO EMERG MKTS BD-INST	693391559			12/1/2008		8/24/2011	92	64				28
39	X	PIMCO EMERG MKTS BD-INST	693391559			1/5/2007		8/24/2011	7,837	7,556				281
40	X	PIMCO EMERG MKTS BD-INST	693391559			2/4/2011		8/24/2011	1,124	1,100				24
41	X	PIMCO COMMODITY REAL RE	722005667			1/5/2007		2/2/2011	715	994				-279
42	X	PIMCO COMMODITY REAL RE	722005667			1/5/2007		8/24/2011	5,121	7,685				-2,564
43	X	PIMCO COMMODITY REAL RE	722005667			5/25/2011		8/24/2011	684	738				-54
44	X	PIMCO COMMODITY REAL RE	722005667			11/17/2008		8/24/2011	2,733	2,854				-121
45	X	SSGA EMERGING MARKETS F	784924425			11/17/2008		2/2/2011	1,120	522				598
46	X	SSGA EMERGING MARKETS F	784924425			11/17/2008		5/23/2011	13,025	6,150				6,875
47	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		2/2/2011	1,187	1,164				23
48	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		5/23/2011	1,110	1,048				62
49	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		8/24/2011	2,003	2,308				-305
50	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		5/23/2011	2,873	2,610				263
51	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	1,806	1,753				53

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

	Amount
Long Term CG Distributions	1,056
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	263,233	229,231	34,002
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 Improve-ments	Depreciation	Net Gain or Loss
52	X	WELLS FARGO ADV INTR VA	94984B181			1/29/2009		2/2/2011	2,308	1,376				932
53	X	WELLS FARGO ADV INTR VA	94984B181			1/29/2009		5/23/2011	16,173	9,398				6,775
54	X	WELLS FARGO ADV INTL BON	94985D582			5/17/2010		8/24/2011	1,660	1,436				224
55	X	WF ADV ENDEAVOR SELECT-	949915565			1/5/2007		2/2/2011	4,408	4,390				18
56	X	WF ADV ENDEAVOR SELECT-	949915565			1/5/2007		5/23/2011	18,679	18,480				199
57	X	WF ADV ENDEAVOR SELECT-	949915565			11/17/2008		8/24/2011	8,659	6,028				2,631
58	X	WF ADV ENDEAVOR SELECT-	949915565			5/18/2009		8/24/2011	1,959	1,433				526
59	X	WF ADV ENDEAVOR SELECT-	949915565			1/5/2007		8/24/2011	894	1,008				-114
60	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		5/23/2011	2,406	2,300				106
61	X	VANGUARD INFLAT PROTECT	922031869			1/29/2009		5/23/2011	80	69				11
62	X	VANGUARD INFLAT PROTECT	922031869			1/29/2009		8/24/2011	16,782	13,881				2,901
63	X	VANGUARD EMERGING MARK	922042858			12/17/2010		2/2/2011	943	942				1
64	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	573	534				39
65	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	782	693				89

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

		1,890	145	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	805			
2	ESTIMATED EXCISE TAX PAID	940			
3	FOREIGN TAX WITHHELD	145	145		
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	MUTUAL FUND AND CTF INCOME ADDITION	1	1,862
2	COST BASIS ADJUSTMENT	2	798
3	Total	3	2,660

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

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	716
2	Total	2	716

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

	Amount
Long Term CG Distributions	1,056
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	262,177	0	229,231	32,946	0	0	0	32,946
1	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		8/17/2009	5/23/2011	1,251	0	1,206	45			0	45
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	5/23/2011	3,282	0	3,200	82			0	82
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		1/29/2009	5/23/2011	11,024	0	10,032	992			0	992
4	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		1/29/2009	8/24/2011	6,810	0	6,108	702			0	702
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/5/2007	2/2/2011	880	0	1,046	-166			0	-166
6	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/5/2007	8/24/2011	14,138	0	19,481	-5,343			0	-5,343
7	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		7/10/2008	8/24/2011	1,703	0	2,340	-637			0	-637
8	DODGE & COX INT'L STOCK FD #1048	256206103		1/5/2007	2/2/2011	737	0	863	-126			0	-126
9	DODGE & COX INT'L STOCK FD #1048	256206103		1/5/2007	8/24/2011	563	0	777	-214			0	-214
10	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	5/23/2011	224	0	217	7			0	7
11	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	1,078	0	1,058	20			0	20
12	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	3,903	0	3,644	259			0	259
13	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	5,742	0	6,136	-394			0	-394
14	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/4/2011	5/23/2011	202	0	200	2			0	2
15	GOLDEN LARGE CAP CORE FUND-I	34984T881		1/29/2009	5/23/2011	6,040	0	4,122	1,918			0	1,918
16	GOLDEN LARGE CAP CORE FUND-I	34984T881		1/29/2009	8/24/2011	19,850	0	15,540	4,310			0	4,310
17	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		1/29/2009	2/2/2011	3,735	0	1,934	1,801			0	1,801
18	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		1/29/2009	5/23/2011	3,288	0	1,650	1,638			0	1,638
19	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		1/29/2009	8/24/2011	4,992	0	2,978	2,014			0	2,014
20	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		1/5/2007	2/2/2011	370	0	433	-63			0	-63
21	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		1/5/2007	5/23/2011	5,331	0	6,219	-888			0	-888
22	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		2/19/2008	8/24/2011	1,218	0	1,538	-320			0	-320
23	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		1/5/2007	8/24/2011	2,251	0	3,138	-887			0	-887
24	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		7/10/2008	8/24/2011	267	0	323	-56			0	-56
25	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/17/2010	2/2/2011	666	0	560	106			0	106
26	ING INTERNATIONAL REAL EST-I #2664	44980Q518		5/17/2010	5/23/2011	1,260	0	1,073	187			0	187
27	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/29/2009	5/23/2011	9,153	0	6,123	3,030			0	3,030
28	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		1/29/2009	8/24/2011	27,163	0	21,060	6,103			0	6,103
29	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	8/24/2011	1,474	0	1,600	-126			0	-126
30	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/25/2011	8/24/2011	866	0	942	-76			0	-76
31	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/4/2011	5/23/2011	202	0	200	2			0	2
32	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	449	0	430	19			0	19
33	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	2,768	0	3,090	-322			0	-322
34	PIMCO EMERG MKTS BD-INST #137	693391559		5/16/2008	8/24/2011	913	0	860	53			0	53
35	PIMCO EMERG MKTS BD-INST #137	693391559		7/10/2008	8/24/2011	299	0	269	30			0	30
36	PIMCO EMERG MKTS BD-INST #137	693391559		11/16/2007	8/24/2011	213	0	205	8			0	8
37	PIMCO EMERG MKTS BD-INST #137	693391559		8/18/2008	8/24/2011	136	0	122	14			0	14
38	PIMCO EMERG MKTS BD-INST #137	693391559		12/1/2008	8/24/2011	92	0	64	28			0	28
39	PIMCO EMERG MKTS BD-INST #137	693391559		1/5/2007	8/24/2011	7,837	0	7,556	281			0	281
40	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	8/24/2011	1,124	0	1,100	24			0	24
41	PIMCO COMMODITY REAL RET STRAT-	722005667		1/5/2007	2/2/2011	715	0	994	-279			0	-279
42	PIMCO COMMODITY REAL RET STRAT-	722005667		1/5/2007	8/24/2011	5,121	0	7,685	-2,564			0	-2,564
43	PIMCO COMMODITY REAL RET STRAT-	722005667		5/25/2011	8/24/2011	684	0	738	-54			0	-54
44	PIMCO COMMODITY REAL RET STRAT-	722005667		11/17/2008	8/24/2011	2,733	0	2,854	-121			0	-121
45	SSGA EMERGING MARKETS FD S #151	784924425		11/17/2008	2/2/2011	1,120	0	522	598			0	598
46	SSGA EMERGING MARKETS FD S #151	784924425		11/17/2008	5/23/2011	13,025	0	6,150	6,875			0	6,875
47	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	2/2/2011	1,187	0	1,164	23			0	23
48	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	5/23/2011	1,110	0	1,048	62			0	62
49	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/17/2010	8/24/2011	2,003	0	2,308	-305			0	-305
50	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/17/2009	5/23/2011	2,873	0	2,610	263			0	263
51	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011	1,806	0	1,753	53			0	53
52	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		1/29/2009	2/2/2011	2,308	0	1,376	932			0	932
53	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		1/29/2009	5/23/2011	16,173	0	9,398	6,775			0	6,775
54	WELLS FARGO ADV INTL BOND-IS #470	94985D582		5/17/2010	8/24/2011	1,660	0	1,436	224			0	224
55	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/5/2007	2/2/2011	4,408	0	4,390	18			0	18
56	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/5/2007	5/23/2011	18,679	0	18,480	199			0	199
57	WF ADV ENDEAVOR SELECT-I #3124	949915565		11/17/2008	8/24/2011	8,659	0	6,028	2,631			0	2,631
58	WF ADV ENDEAVOR SELECT-I #3124	949915565		5/18/2009	8/24/2011	1,959	0	1,433	526			0	526

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

	Amount
Long Term CG Distributions	1,056
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	262,177	0	229,231	32,946	0	0	0	32,946
59	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/5/2007	8/24/2011	894	0	1,008	-114			0	-114
60	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	5/23/2011	2,406	0	2,300	106			0	106
61	VANGUARD INFLAT PROTECT SEC FD #	922031869		1/29/2009	5/23/2011	80	0	69	11			0	11
62	VANGUARD INFLAT PROTECT SEC FD #	922031869		1/29/2009	8/24/2011	16,782	0	13,881	2,901			0	2,901
63	VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/2/2011	943	0	942	1			0	1
64	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	573	0	534	39			0	39
65	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011	782	0	693	89			0	89

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

6,831

	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	6,831
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	79
2	First quarter estimated tax payment		2	940
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	1,019

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

FORM 990PF WAS CORRECTED AND MAILED BEFORE THE May 15, 2012 DUE DATE. PLEASE ACCEPT THIS RETURN AS THE UPDATED AND LATEST VERSION OF THE FORM.