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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation FLUCK SADIE TR		A Employer identification number 23-6647563
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		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) \$ 124,299		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I 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	3,999	3,941		
	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	1,794			
	b Gross sales price for all assets on line 6a	94,499			
	7 Capital gain net income (from Part IV, line 2)		1,794		
	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	5,793	5,735	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,883	1,412		471
	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)	308	41	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	2,691	1,453	0	971
	25 Contributions, gifts, grants paid	3,316			3,316
26 Total expenses and disbursements Add lines 24 and 25	6,007	1,453	0	4,287	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-214				
b Net investment income (if negative, enter -0-)		4,282			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions

(HTA)

Form **990-PF** (2011)NE
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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	207	207
	2	Savings and temporary cash investments		4,891	4,274	4,274
	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)		121,398	122,164	119,818	
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)		126,289	126,645	124,299	
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		126,289	126,645	
	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)		126,289	126,645		
31	Total liabilities and net assets/fund balances (see instructions)		126,289	126,645		

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	126,289
2	Enter amount from Part I, line 27a	2	-214
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	746
4	Add lines 1, 2, and 3	4	126,821
5	Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	176
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	126,645

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	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	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	1,794
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,526	121,977	0.028907
2009	5,725	107,398	0.053306
2008	8,086	131,844	0.061330
2007	6,600	156,737	0.042109
2006	7,183	150,176	0.047831
2 Total of line 1, column (d)			2 0.233483
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 0.046697
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 131,272
5 Multiply line 4 by line 3			5 6,130
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 43
7 Add lines 5 and 6			7 6,173
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 4,287

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)		1	86
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	86
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	86
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 139		
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	139
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	53
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 53 Refunded ☐		11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes" attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes" attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No" attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes" complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N.A. Telephone no 888-730-4933 Located at 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years 20 20 20 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 20 20 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955) or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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	1,883	0
		00	0	0
		00	0	0
		00	0	0
		00	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
.....		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	128,487
b	Average of monthly cash balances	1b	4,784
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	133,271
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	133,271
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,999
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	131,272
6	Minimum investment return. Enter 5% of line 5	6	6,564

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	6,564
2a	Tax on investment income for 2011 from Part VI, line 5	2a	86
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	86
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,478
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,478
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	6,478

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	4,287
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	4,287
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	4,287

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				6,478
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,216	
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 ▶ \$ 4,287				
a Applied to 2010, but not more than line 2a			1,216	
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				3,071
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	0			
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				3,407
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	3,316
b Approved for future payment NONE				
Total			▶ 3b	0

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 | | |

[illegible]

- 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. Sulentz

3/30/2012

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

PTIN

JOSEPH J CASTRIANO

3/30/2012

Check ☒ if self-employed

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
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FLUCK SADIE TR

23-6647563 Page 1 of 1

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

Name

LIFEQUEST FOUNDATION

Street

2100 QUAKER POINTE DR, STE 246

City

QUAKERTOWN

State

PA

Zip Code

18951

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT

Amount

829

Name

CHIDREN'S DEVELOPMENTAL PROGRAM, INC

Street

PO BOX 8

City

QUAKERTOWN

State

PA

Zip Code

18951

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT

Amount

829

Name

UNITED MENNONITE CHURCH

Street

180 THATCHER RD

City

QUAKERTOWN

State

PA

Zip Code

18951

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT

Amount

829

Name

ST JOHN'S UCC RICHLANDTOWN

Street

PO BOX 127

City

COOPERSBURG

State

PA

Zip Code

18036

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT

Amount

829

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
										Securities		94,499		92,705		1,794	
										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			2/4/2011		5/23/2011	1,128	1,100				28			
2	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	2,905	2,592				313			
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/24/2011	1,748	1,537				211			
4	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		10/20/2011	2,446	2,157				289			
5	X	ARTIO INTERNATIONAL EQ FC	04315J837			6/19/2007		2/2/2011	126	169				-43			
6	X	ARTIO INTERNATIONAL EQ FC	04315J837			3/12/2008		8/24/2011	327	473				-146			
7	X	ARTIO INTERNATIONAL EQ FC	04315J837			9/12/2007		8/24/2011	142	214				-72			
8	X	ARTIO INTERNATIONAL EQ FC	04315J837			6/19/2007		8/24/2011	3,200	4,984				-1,784			
9	X	ARTIO INTERNATIONAL EQ FC	04315J837			9/12/2008		8/24/2011	346	424				-78			
10	X	ARTIO INTERNATIONAL EQ FC	04315J837			2/27/2009		10/20/2011	517	412				105			
11	X	ARTIO INTERNATIONAL EQ FC	04315J837			9/12/2008		10/20/2011	55	73				-18			
12	X	ARTIO INTERNATIONAL EQ FC	04315J837			7/23/2010		10/20/2011	602	665				-63			
13	X	DODGE & COX INT'L STOCK F	256206103			6/19/2007		2/2/2011	368	493				-125			
14	X	DODGE & COX INCOME FD C	256210105			5/25/2011		10/20/2011	1,535	1,563				-28			
15	X	DODGE & COX INCOME FD C	256210105			8/26/2011		10/20/2011	682	689				-7			
16	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	1,032	964				68			
17	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/24/2011	1,496	1,599				-103			
18	X	GOLDEN LARGE CAP CORE F	34984T881			6/19/2007		2/2/2011	595	685				-90			
19	X	GOLDEN LARGE CAP CORE F	34984T881			6/19/2007		5/23/2011	1,605	1,819				-214			
20	X	GOLDEN LARGE CAP CORE F	34984T881			8/1/2007		8/24/2011	1,348	1,674				-326			
21	X	GOLDEN LARGE CAP CORE F	34984T881			3/12/2008		8/24/2011	323	367				-44			
22	X	GOLDEN LARGE CAP CORE F	34984T881			6/19/2007		8/24/2011	2,349	3,055				-706			
23	X	GOLDEN LARGE CAP CORE F	34984T881			7/23/2010		8/24/2011	278	266				12			
24	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	828	731				97			
25	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		10/20/2011	1,430	1,222				208			
26	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		10/20/2011	1,792	1,216				576			
27	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/23/2010		2/2/2011	224	190				34			
28	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	274	172				102			
29	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	848	516				332			
30	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	1,297	939				358			
31	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		10/20/2011	267	188				79			
32	X	GOLDMAN SACHS L/C VALUE	38142Y773			7/23/2010		2/2/2011	222	191				31			
33	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	25	19				6			
34	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	1,348	1,018				330			
35	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/24/2011	963	869				94			
36	X	GOLDMAN SACHS L/C VALUE	38142Y773			3/12/2009		10/20/2011	32	22				10			
37	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		10/20/2011	1,302	1,144				158			
38	X	HARBOR CAPITAL APRCTN	411511504			5/25/2011		10/20/2011	739	779				-40			
39	X	ING INTERNATIONAL REAL ES	44980Q518			1/1/2007		2/2/2011	133	208				-75			
40	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		5/23/2011	781	431				350			
41	X	ING INTERNATIONAL REAL ES	44980Q518			3/12/2008		5/23/2011	463	579				-116			
42	X	ING INTERNATIONAL REAL ES	44980Q518			12/12/2007		5/23/2011	50	75				-25			
43	X	ING INTERNATIONAL REAL ES	44980Q518			6/13/2008		5/23/2011	23	28				-5			
44	X	ING INTERNATIONAL REAL ES	44980Q518			1/1/2007		5/23/2011	1,067	1,687				-620			
45	X	ING INTERNATIONAL REAL ES	44980Q518			7/23/2010		5/23/2011	289	254				35			
46	X	JP MORGAN HIGH YIELD FUND	4812C0803			8/1/2007		8/24/2011	2,364	2,502				-138			
47	X	JP MORGAN HIGH YIELD FUND	4812C0803			3/12/2008		8/24/2011	30	29				1			
48	X	JP MORGAN HIGH YIELD FUND	4812C0803			5/5/2008		8/24/2011	4,534	4,593				-59			
49	X	JP MORGAN HIGH YIELD FUND	4812C0803			2/4/2011		8/24/2011	461	500				-39			
50	X	JP MORGAN HIGH YIELD FUND	4812C0803			5/25/2011		8/24/2011	214	233				-19			
51	X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010		2/2/2011	386	374				12			

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										383		Securities		94,499		92,705		1,794	
										0		Other sales		0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss					
52	X	KEELEY SMALL CAP VAL FDC	487300808			12/17/2010		5/23/2011	130	125				5					
53	X	KEELEY SMALL CAP VAL FDC	487300808			12/17/2010		8/24/2011	737	822				-85					
54	X	KEELEY SMALL CAP VAL FDC	487300808			12/17/2010		10/20/2011	247	274				-27					
55	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		10/20/2011	2,852	3,169				-317					
56	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		10/20/2011	2,128	2,184				-56					
57	X	PIMCO EMERG MKTS BD-INS	693391559			6/19/2007		8/24/2011	2,454	2,357				97					
58	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		8/24/2011	307	300				7					
59	X	PIMCO COMMODITY REAL RE	722005667			6/19/2007		2/2/2011	572	870				-298					
60	X	PIMCO COMMODITY REAL RE	722005667			6/19/2007		8/24/2011	237	390				-153					
61	X	PIMCO COMMODITY REAL RE	722005667			9/14/2009		8/24/2011	614	525				89					
62	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	561	615				-54					
63	X	PIMCO COMMODITY REAL RE	722005667			7/23/2010		8/24/2011	203	175				28					
64	X	PIMCO COMMODITY REAL RE	722005667			5/25/2011		8/24/2011	185	199				-14					
65	X	PIMCO COMMODITY REAL RE	722005667			12/12/2008		8/24/2011	408	277				131					
66	X	PIMCO COMMODITY REAL RE	722005667			12/12/2008		10/20/2011	367	290				77					
67	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		10/20/2011	2,232	1,720				512					
68	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		10/20/2011	4,112	4,146				-34					
69	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		10/20/2011	409	412				-3					
70	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	2,477	1,324				1,153					
71	X	SSGA EMERGING MARKETS F	784924425			9/12/2008		5/23/2011	979	899				80					
72	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		2/2/2011	445	436				9					
73	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		5/23/2011	247	233				14					
74	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		8/24/2011	530	611				-81					
75	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		10/20/2011	347	391				-44					
76	X	VANGUARD INFLAT PROTECT	922031869			9/14/2009		5/23/2011	229	212				17					
77	X	VANGUARD INFLAT PROTECT	922031869			7/23/2010		5/23/2011	336	321				15					
78	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		5/23/2011	523	500				23					
79	X	VANGUARD INFLAT PROTECT	922031869			6/19/2007		5/23/2011	242	213				29					
80	X	VANGUARD INFLAT PROTECT	922031869			6/19/2007		8/24/2011	4,318	3,646				672					
81	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		5/23/2011	47	47				0					
82	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	573	534				39					
83	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	120	107				13					
84	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	493	478				15					
85	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	231	157				74					
86	X	WELLS FARGO ADV INTR VA	94984B181			2/27/2009		5/23/2011	561	284				277					
87	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	3,618	2,405				1,213					
88	X	WELLS FARGO ADV INTL BON	94985D582			7/23/2010		8/24/2011	412	371				41					
89	X	WELLS FARGO ADV INTL BON	94985D582			5/9/2005		10/20/2011	2,068	1,932				136					
90	X	WELLS FARGO ADV INTL BON	94985D582			7/23/2010		10/20/2011	59	56				3					
91	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		10/20/2011	207	200				7					
92	X	WF ADV ENDEAVOR SELECT	949915565			6/19/2007		2/2/2011	974	1,070				-96					
93	X	WF ADV ENDEAVOR SELECT	949915565			6/19/2007		5/23/2011	4,510	4,921				-411					
94	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2007		5/23/2011	309	329				-20					
95	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		8/24/2011	1,211	1,458				-247					
96	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2007		8/24/2011	928	1,128				-200					
97	X	WF ADV ENDEAVOR SELECT	949915565			3/12/2008		8/24/2011	546	625				-79					
98	X	WF ADV ENDEAVOR SELECT	949915565			9/12/2008		8/24/2011	128	143				-15					
99	X	WF ADV ENDEAVOR SELECT	949915565			7/23/2010		8/24/2011	154	141				13					

Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		500	0	0	500
1	TAX PREP FEES	500			500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		308	41	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	128			
2	ESTIMATED EXCISE TAX PAID	139			
3	FOREIGN TAX WITHHELD	41	41		
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	254
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	492
3	Total	3	746

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	127
2	PY RETURN OF CAPITAL ADJUSTMENT	2	49
3	Total	3	176

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

Amount														
Long Term CG Distributions														
Short Term CG Distributions														
383														
0														
Totals														
94,116														
0														
92,705														
1,411														
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		Totals															0		1,411		0		0		1,411		0		0		1,411																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
		383	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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
Short Term CG Distributions		59	60															61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																										
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	1,883
2										
3										
4										
5										
6										
7										
8										
9										
10										

1,883

Part

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

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	139
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	139

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	1,216
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,216

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	1513074841	VP0528308	FEDERATED TREAS OBL FD 68	4062 32	4062 32	4062 32
Savings & Temp Inv	1513074841	VP0528308	FEDERATED TREAS OBL FD 68	212 48	212 48	212 48
Cash	1513074841			206 98	206 98	206 98
				4481 78	4481 78	4481 78
Invest - Other	1513074841	04314H204	ARTISAN INTERNATIONAL FUND #661	301 751	6173 82	5983 72
Invest - Other	1513074841	256210105	DODGE & COX INCOME FD COM #147	933 953	11946 97	12421 57
Invest - Other	1513074841	411511504	HARBOR CAPITAL APRCTON-INST #2012	194 416	7297 24	7173 95
Invest - Other	1513074841	589509108	MERGER FD SH BEN INT #260	157 501	2493 24	2455 44
Invest - Other	1513074841	693390700	PIMCO TOTAL RET FD-INST #35	1150 324	12084 64	12504 02
Invest - Other	1513074841	693390882	PIMCO FOREIGN BD FD USD H-INST #103	375 374	3822 27	3971 46
Invest - Other	1513074841	77957P105	T ROWE PRICE SHORT TERM BD FD #55	337 086	1634 87	1621 38
Invest - Other	1513074841	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	116 567	3392 1	3029 58
Invest - Other	1513074841	464287200	ISHARES S & P 500 INDEX FUND	37	4409 03	4660 52
Invest - Other	1513074841	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	324 263	3991 68	3754 97
Invest - Other	1513074841	256206103	DODGE & COX INT'L STOCK FD #1048	201 782	6889 35	5900 11
Invest - Other	1513074841	552983694	MFS VALUE FUND-CLASS I #893	168 642	3871 2	3789 39
Invest - Other	1513074841	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	269 893	3911 61	3551 79
Invest - Other	1513074841	56063J302	MAINSTAY EP US EQUITY-INS #1204	296 375	3669 12	3592 06
Invest - Other	1513074841	339128100	JP MORGAN MID CAP VALUE-I #758	147	3455 97	3491 25
Invest - Other	1513074841	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	395 743	4998 23	4919 09
Invest - Other	1513074841	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	139 142	2017 41	3072 26
Invest - Other	1513074841	922908553	VANGUARD REIT VIPER	81	4325 93	4698
Invest - Other	1513074841	922042858	VANGUARD MSCI EMERGING MARKETS ETF	85	3933 36	3247 85
Invest - Other	1513074841	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	108 79	3762 1	3151 65
Invest - Other	1513074841	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	126	4701 94	4010 58
Invest - Other	1513074841	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	152 907	2504 61	2588 72
Invest - Other	1513074841	76628T645	RIDGEWORTH SEIX HY BD-I #5855	740 969	6939 62	6972 52
Invest - Other	1513074841	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	740 669	6524	6058 67
Invest - Other	1513074841	487300808	KEELEY SMALL CAP VAL FD CL I #2251	137	3414 04	3197 58
					122164 35	119818 13