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Form **990-PF**

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>MILDRED A. MELLINGER TRUST</b>		<b>A</b> Employer identification number <b>23-6812753</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062</b>		<b>B</b> Telephone number (see instructions) <b>(888) 730-4933</b>
Room/suite		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 91,218</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	0	0		
	<b>4</b> Dividends and interest from securities	3,185	3,142		
	<b>5 a</b> Gross rents		0		
	<b>b</b> Net rental income or (loss)	0			
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	1,829			
	<b>b</b> Gross sales price for all assets on line 6a	49,609			
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,829		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less Cost of goods sold	0				
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)	0	0	0		
<b>12 Total.</b> Add lines 1 through 11	5,014	4,971	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	1,782	1,336		446
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
	<b>b</b> Accounting fees (attach schedule)	0	0	0	0
	<b>c</b> Other professional fees (attach schedule)	0	0	0	0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	257	28	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	0	0	0	0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	2,039	1,364	0	446
	<b>25</b> Contributions, gifts, grants paid	3,190			3,190
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	5,229	1,364	0	3,636	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	-215				
<b>b</b> Net investment income (if negative, enter -0-)		3,607			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	3,012	2,591	2,591
	3	Accounts receivable			
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable			
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	88,587	89,230	88,627	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	91,599	91,821	91,218	
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	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	91,599	91,821	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	91,599	91,821		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	91,599	91,821		

**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	91,599
2	Enter amount from Part I, line 27a	2	-215
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	609
4	Add lines 1, 2, and 3	4	91,993
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	172
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	91,821

**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.)
<b>1a See Attached Statement</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }	<b>2</b>	1,829
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8                 }	<b>3</b>

**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	2,293	89,986	0.025482
2009	2,721	78,153	0.034816
2008	7,066	95,763	0.073786
2007			0.000000
2006			0.000000
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.134084
<b>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</b>			<b>3</b> 0.044695
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			<b>4</b> 96,746
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 4,324
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 36
<b>7 Add lines 5 and 6</b>			<b>7</b> 4,360
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 3,636

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	72	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	72	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	72	
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	120	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	120	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	48	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 48 Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶		Yes	No
		16		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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 **N/A**  
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 **6b** X

**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 **7b** N/A

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**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 1,782	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				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

**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
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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		
<b>Total. Add lines 1 through 3</b>		<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	95,035
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,184
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	98,219
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	98,219
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	1,473
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	96,746
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,837

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,837
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	72
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	72
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	4,765
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,765
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	4,765

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	3,636
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,636
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,636

**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				4,765
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			945	
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 ▶ \$ 3,636				
a	Applied to 2010, but not more than line 2a			945	
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				2,691
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,074
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)

**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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	<b>3,190</b>
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>





MILDRED A. MELLINGER TRUST

1519896595

EIN: 23-6812753

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	1519896595	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2090.7	2090.7	2090.7
Savings & Temp Inv	1519896595	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	500.52	500.52	500.52
					<u>2591.22</u>	<u>2591.22</u>
Invest - Other	1519896595	04314H204	ARTISAN INTERNATIONAL FUND #661	223.628	4575.42	4434.54
Invest - Other	1519896595	256210105	DODGE & COX INCOME FD COM #147	815.613	10504.51	10847.65
Invest - Other	1519896595	411511504	HARBOR CAPITAL APRCTION-INST #2012	158.621	5974.54	5853.11
Invest - Other	1519896595	693390700	PIMCO TOTAL RET FD-INST #35	998.323	10558.04	10851.77
Invest - Other	1519896595	693390882	PIMCO FOREIGN BD FD USD H-INST #103	257.404	2682.8	2723.33
Invest - Other	1519896595	77957P105	T ROWE PRICE SHORT TERM BD FD #55	944.07	4585.05	4540.98
Invest - Other	1519896595	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	130.538	1592.56	1768.79
Invest - Other	1519896595	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	86.745	1004.95	828.41
Invest - Other	1519896595	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	96	2793.6	2495.04
Invest - Other	1519896595	464287200	ISHARES S & P 500 INDEX FUND	16	1877.32	2015.36
Invest - Other	1519896595	256206103	DODGE & COX INT'L STOCK FD #1048	124.156	4206.88	3630.32
Invest - Other	1519896595	34984T881	GOLDEN LARGE CAP CORE FUND-I	240.673	1815.91	2425.98
Invest - Other	1519896595	552983694	MFS VALUE FUND-CLASS I #893	221.905	5213.1	4986.21
Invest - Other	1519896595	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	180.874	2637.56	2380.3
Invest - Other	1519896595	339128100	JP MORGAN MID CAP VALUE-I #758	109	2562.59	2588.75
Invest - Other	1519896595	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	111.582	1700.35	2463.73
Invest - Other	1519896595	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	146.138	1536.41	1658.67
Invest - Other	1519896595	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	92.31	862.18	998.79
Invest - Other	1519896595	722005667	PIMCO COMMODITY REAL RET STRAT-#45	254.233	1487.29	1662.68
Invest - Other	1519896595	922908553	VANGUARD REIT VIPER	60	3204.39	3480
Invest - Other	1519896595	922042858	VANGUARD MSCI EMERGING MARKETS ETF	63	2913.31	2407.23
Invest - Other	1519896595	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	81.077	2801.68	2348.8
Invest - Other	1519896595	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	65	2524.45	2068.95
Invest - Other	1519896595	76628T645	RIDGEWORTH SEIX HY BD-I #5855	489.141	4583.25	4602.82
Invest - Other	1519896595	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	244.164	2290.26	1997.26
Invest - Other	1519896595	487300808	KEELEY SMALL CAP VAL FD CL I #2251	110	2741.2	2567.4
					<u>89229.6</u>	<u>88626.87</u>

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

Recipient(s) paid during the year

Name

BETHANY EVANGELICAL CHURCH

Street

1165 LETORT RD

City

CONESTOGA

State

PA

Zip Code

17516

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,190

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

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
														201
Long Term CG Distributions														0
Short Term CG Distributions														0
1	X	ARTIO TOTAL RETURN BD FD	04315J209			5/18/2009		5/23/2011	223	208				15
2	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		5/23/2011	615	600				15
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	2,128	1,899				229
4	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/24/2011	1,304	1,147				157
5	X	ARTIO INTERNATIONAL EQ F	04315J837			2/4/2011		8/24/2011	130	150				-20
6	X	ARTIO INTERNATIONAL EQ F	04315J837			11/3/2006		8/24/2011	2,810	3,670				-860
7	X	DODGE & COX INTL STOCK F	258206103			11/3/2006		2/2/2011	147	166				-19
8	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/2/2011	168	165				3
9	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	755	705				50
10	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/24/2011	1,100	1,176				-76
11	X	GOLDEN LARGE CAP CORE F	34984T881			11/3/2006		5/23/2011	1,209	1,225				-16
12	X	GOLDEN LARGE CAP CORE F	34984T881			2/19/2008		8/24/2011	327	379				-52
13	X	GOLDEN LARGE CAP CORE F	34984T881			11/3/2006		8/24/2011	3,142	3,653				-511
14	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	316	279				37
15	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	697	438				259
16	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	642	391				251
17	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	951	689				262
18	X	GOLDMAN SACHS U/C VALUE	38142Y773			10/31/2008		5/23/2011	940	710				230
19	X	GOLDMAN SACHS U/C VALUE	38142Y773			10/31/2008		8/24/2011	714	644				70
20	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		2/2/2011	133	209				-76
21	X	ING INTERNATIONAL REAL ES	44980Q518			2/17/2009		5/23/2011	427	247				180
22	X	ING INTERNATIONAL REAL ES	44980Q518			5/17/2010		5/23/2011	364	310				54
23	X	ING INTERNATIONAL REAL ES	44980Q518			2/19/2008		5/23/2011	158	205				-47
24	X	ING INTERNATIONAL REAL ES	44980Q518			11/16/2007		5/23/2011	94	139				-45
25	X	ING INTERNATIONAL REAL ES	44980Q518			12/28/2007		5/23/2011	65	93				-28
26	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		5/23/2011	875	1,393				-518
27	X	JPMORGAN HIGH YIELD FUNI	4812C0803			8/1/2007		8/24/2011	1,785	1,869				-104
28	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/16/2008		8/24/2011	65	66				0
29	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/19/2008		8/24/2011	18	18				0
30	X	JPMORGAN HIGH YIELD FUNI	4812C0803			12/28/2007		8/24/2011	16	17				-1
31	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/5/2008		8/24/2011	3,322	3,365				-43
32	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/4/2011		8/24/2011	276	300				-24
33	X	JPMORGAN HIGH YIELD FUNI	4812C0803			5/25/2011		8/24/2011	142	154				-12
34	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/2/2011	437	424				13
35	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		5/23/2011	104	100				4
36	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	536	598				-62
37	X	PIMCO EMERG MKTS BD-INS	693391559			12/15/2006		8/24/2011	257	248				9
38	X	PIMCO EMERG MKTS BD-INS	693391559			11/1/2007		8/24/2011	163	158				5
39	X	PIMCO EMERG MKTS BD-INS	693391559			2/16/2007		8/24/2011	128	124				4
40	X	PIMCO EMERG MKTS BD-INS	693391559			4/16/2007		8/24/2011	112	108				4
41	X	PIMCO EMERG MKTS BD-INS	693391559			12/28/2007		8/24/2011	79	73				6
42	X	PIMCO EMERG MKTS BD-INS	693391559			8/1/2007		8/24/2011	59	55				4
43	X	PIMCO EMERG MKTS BD-INS	693391559			5/16/2007		8/24/2011	8	8				0
44	X	PIMCO EMERG MKTS BD-INS	693391559			11/3/2006		8/24/2011	1,089	1,081				8
45	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		8/24/2011	102	100				2
46	X	PIMCO COMMODITY REAL RE	722005667			11/3/2006		8/24/2011	581	968				-387
47	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	384	421				-142
48	X	PIMCO COMMODITY REAL RE	722005667			1/16/2007		8/24/2011	290	432				-27
49	X	PIMCO COMMODITY REAL RE	722005667			5/16/2007		8/24/2011	42	69				13
50	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	120	107				13
51	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	383	372				11
Totals									49,609	47,780			1,829	
Securities									0	0			0	
Other sales									0	0			0	

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Cost, Other Basis and Expenses		Net Gain or Loss
											Valuation Method	Expense of Sale and Cost of Improvements	
Totals													
Securities													
Other sales													
									49,609	0	47,780	0	1,829
52	X	PIMCO COMMODITY REAL RE	722005667			11/16/2006		8/24/2011	31	51			-20
53	X	PIMCO COMMODITY REAL RE	722005667			12/15/2006		8/24/2011	31	51			-20
54	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	369	252			117
55	X	PIMCO COMMODITY REAL RE	722005667			8/16/2007		8/24/2011	3	4			-1
56	X	PIMCO COMMODITY REAL RE	722005667			2/17/2009		8/24/2011	228	152			76
57	X	SSGA EMERGING MARKETS F	784924425			11/3/2006		2/2/2011	224	213			11
58	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	2,202	1,177			1,025
59	X	SSGA EMERGING MARKETS F	784924425			11/3/2006		5/23/2011	282	271			11
60	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		2/2/2011	178	175			3
61	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		5/23/2011	185	175			10
62	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		8/24/2011	404	466			-62
63	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		5/23/2011	545	495			50
64	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		5/23/2011	418	400			18
65	X	VANGUARD INFLAT PROTECT	922031869			11/3/2006		5/23/2011	30	27			3
66	X	VANGUARD INFLAT PROTECT	922031869			2/16/2007		8/24/2011	122	103			19
67	X	VANGUARD INFLAT PROTECT	922031869			1/16/2007		8/24/2011	84	70			14
68	X	VANGUARD INFLAT PROTECT	922031869			11/3/2006		8/24/2011	2,995	2,537			458
69	X	VANGUARD EMERGING MAR	922042858			12/17/2010		2/2/2011	189	188			1
70	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	115	107			8
71	X	WELLS FARGO ADV INTR VA	94984B181			2/17/2009		5/23/2011	130	70			60
72	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	2,956	1,965			991
73	X	WELLS FARGO ADV INTL BON	94985D582			5/17/2010		8/24/2011	250	216			34
74	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		2/2/2011	748	796			-48
75	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		5/23/2011	56	59			-3
76	X	WF ADV ENDEAVOR SELECT	949915565			11/3/2006		5/23/2011	3,505	3,362			143
77	X	WF ADV ENDEAVOR SELECT	949915565			5/18/2009		8/24/2011	413	302			111
78	X	WF ADV ENDEAVOR SELECT	949915565			11/3/2006		8/24/2011	1,783	1,951			-168

**Line 18 (990-PF) - Taxes**

		257	28	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	109			
2	ESTIMATED EXCISE TAX PAID	120			
3	FOREIGN TAX WITHHELD	28	28		
4					
5					
6					
7					
8					
9					
10					

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

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

1	Cost Basis Adjustment	1	253
2	Mutual Fund & CTF Income Additions	2	356
3	Total	3	609

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

1	Mutual Fund & CTF Income Subtraction	1	136
2	PY Return of Capital Adjustment	2	36
3	Total	3	172

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

	Long Term CG Distributions		Short Term CG Distributions		Amount	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	201	0	201	0													
1	ARTIO TOTAL RETURN BD FD CL I #152	04315J209			201		5/18/2009	5/23/2011	223	0	208	15	0	0	0	0	15
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209			201		2/4/2011	5/23/2011	615	0	600	15	0	0	0	0	15
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209			201		10/3/2008	5/23/2011	2,128	0	1,899	229	0	0	0	0	229
4	ARTIO TOTAL RETURN BD FD CL I #152	04315J209			201		10/3/2008	8/24/2011	1,304	0	1,147	157	0	0	0	0	157
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837			201		2/4/2011	8/24/2011	130	0	150	-20	0	0	0	0	-20
6	ARTIO INTERNATIONAL EQ FD II #1529	04315J837			201		11/3/2006	8/24/2011	2,810	0	3,670	-860	0	0	0	0	-860
7	DODGE & COX INTL STOCK FD #1048	256206103			201		11/3/2006	2/2/2011	147	0	166	-19	0	0	0	0	-19
8	JP MORGAN MID CAP VALUE-I #758	339128100			201		12/17/2010	2/2/2011	168	0	165	3	0	0	0	0	3
9	JP MORGAN MID CAP VALUE-I #758	339128100			201		12/17/2010	5/23/2011	755	0	705	50	0	0	0	0	50
10	JP MORGAN MID CAP VALUE-I #758	339128100			201		12/17/2010	8/24/2011	1,100	0	1,176	-76	0	0	0	0	-76
11	GOLDEN LARGE CAP CORE FUND-I	34984T881			201		11/3/2006	5/23/2011	1,209	0	1,225	-16	0	0	0	0	-16
12	GOLDEN LARGE CAP CORE FUND-I	34984T881			201		2/19/2008	8/24/2011	327	0	379	-52	0	0	0	0	-52
13	GOLDEN LARGE CAP CORE FUND-I	34984T881			201		11/3/2006	8/24/2011	3,142	0	3,653	-511	0	0	0	0	-511
14	GOLDEN LARGE CAP CORE FUND-I	34984T881			201		10/3/2008	8/24/2011	316	0	279	37	0	0	0	0	37
15	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	34984T881			201		10/3/2008	2/2/2011	697	0	438	259	0	0	0	0	259
16	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	34984T881			201		10/3/2008	8/24/2011	642	0	391	251	0	0	0	0	251
17	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401	34984T881			201		10/3/2008	8/24/2011	951	0	689	262	0	0	0	0	262
18	GOLDMAN SACHS LC VALUE-I #1216	38142Y773			201		10/3/2008	5/23/2011	940	0	710	230	0	0	0	0	230
19	GOLDMAN SACHS LC VALUE-I #1216	38142Y773			201		10/3/2008	8/24/2011	714	0	644	70	0	0	0	0	70
20	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		11/12/2007	2/2/2011	133	0	209	-76	0	0	0	0	-76
21	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		2/17/2009	5/23/2011	427	0	247	180	0	0	0	0	180
22	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		5/17/2010	5/23/2011	364	0	310	54	0	0	0	0	54
23	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		2/19/2008	5/23/2011	158	0	205	-47	0	0	0	0	-47
24	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		11/16/2007	5/23/2011	94	0	139	-45	0	0	0	0	-45
25	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		12/28/2007	5/23/2011	65	0	93	-28	0	0	0	0	-28
26	ING INTERNATIONAL REAL EST-I #2664	44980Q518			201		11/12/2007	5/23/2011	875	0	1,393	-518	0	0	0	0	-518
27	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		8/1/2007	8/24/2011	1,785	0	1,889	-104	0	0	0	0	-104
28	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		5/16/2008	8/24/2011	65	0	66	-1	0	0	0	0	-1
29	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		2/19/2008	8/24/2011	18	0	18	0	0	0	0	0	0
30	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		12/28/2007	8/24/2011	16	0	17	-1	0	0	0	0	-1
31	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		5/5/2008	8/24/2011	3,322	0	3,365	-43	0	0	0	0	-43
32	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		2/4/2011	8/24/2011	276	0	300	-24	0	0	0	0	-24
33	JPMORGAN HIGH YIELD FUND SS #358	4812C0803			201		5/25/2011	8/24/2011	142	0	154	-12	0	0	0	0	-12
34	KEELEY SMALL CAP VAL FD CL I #2251	487300808			201		12/17/2010	2/2/2011	437	0	424	13	0	0	0	0	13
35	KEELEY SMALL CAP VAL FD CL I #2251	487300808			201		12/17/2010	5/23/2011	104	0	100	4	0	0	0	0	4
36	KEELEY SMALL CAP VAL FD CL I #2251	487300808			201		12/17/2010	8/24/2011	536	0	598	-62	0	0	0	0	-62
37	PIMCO EMERG MKTS BD-INST #137	693391559			201		12/15/2006	8/24/2011	257	0	248	9	0	0	0	0	9
38	PIMCO EMERG MKTS BD-INST #137	693391559			201		11/12/2007	8/24/2011	163	0	158	5	0	0	0	0	5
39	PIMCO EMERG MKTS BD-INST #137	693391559			201		2/16/2007	8/24/2011	128	0	124	4	0	0	0	0	4
40	PIMCO EMERG MKTS BD-INST #137	693391559			201		4/16/2007	8/24/2011	112	0	108	4	0	0	0	0	4
41	PIMCO EMERG MKTS BD-INST #137	693391559			201		12/28/2007	8/24/2011	79	0	73	6	0	0	0	0	6
42	PIMCO EMERG MKTS BD-INST #137	693391559			201		8/1/2007	8/24/2011	59	0	55	4	0	0	0	0	4
43	PIMCO EMERG MKTS BD-INST #137	693391559			201		5/16/2007	8/24/2011	8	0	8	0	0	0	0	0	0
44	PIMCO EMERG MKTS BD-INST #137	693391559			201		11/3/2006	8/24/2011	1,089	0	1,081	8	0	0	0	0	8
45	PIMCO EMERG MKTS BD-INST #137	693391559			201		2/4/2011	8/24/2011	102	0	100	2	0	0	0	0	2
46	PIMCO COMMODITY REAL RET STRAT-	722005667			201		11/3/2006	8/24/2011	581	0	968	-387	0	0	0	0	-387
47	PIMCO COMMODITY REAL RET STRAT-	722005667			201		10/3/2008	8/24/2011	364	0	421	-37	0	0	0	0	-37
48	PIMCO COMMODITY REAL RET STRAT-	722005667			201		5/16/2007	8/24/2011	280	0	432	-142	0	0	0	0	-142
49	PIMCO COMMODITY REAL RET STRAT-	722005667			201		5/16/2007	8/24/2011	42	0	69	-27	0	0	0	0	-27
50	VANGUARD REIT VIPER	922808553			201		12/17/2010	5/23/2011	120	0	107	13	0	0	0	0	13
51	VANGUARD REIT VIPER	922808553			201		12/17/2010	8/24/2011	383	0	372	11	0	0	0	0	11
52	PIMCO COMMODITY REAL RET STRAT-	722005667			201		11/16/2006	8/24/2011	31	0	51	-20	0	0	0	0	-20
53	PIMCO COMMODITY REAL RET STRAT-	722005667			201		12/15/2006	8/24/2011	31	0	51	-20	0	0	0	0	-20
54	WELLS FARGO ADV INTR VA FD-IST #51	94984B181			201		10/3/2008	2/2/2011	369	0	252	117	0	0	0	0	117
55	PIMCO COMMODITY REAL RET STRAT-	722005667			201		8/16/2007	8/24/2011	3	0	4	-1	0	0	0	0	-1
56	PIMCO COMMODITY REAL RET STRAT-	722005667			201		2/17/2009	8/24/2011	228	0	152	76	0	0	0	0	76
57	SSGA EMERGING MARKETS FD S #1510	764924425			201		11/3/2006	2/2/2011	224	0	213	11	0	0	0	0	11
58	SSGA EMERGING MARKETS FD S #1510	764924425			201		10/3/2008	5/23/2011	2,202	0	1,177	1,025	0	0	0	0	1,025

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

	Kind(s) of Property Sold	Amount		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
		Long Term CG Distributions	Short Term CG Distributions												
		201	0					49,408		0	47,780	1,628	0	0	1,628
59	SSGA EMERGING MARKETS FD S #1510			784924425		11/3/2006	5/23/2011	282	0	271	11			0	11
60	TCW SMALL CAP GROWTH FUND-I #47287234N849					12/17/2010	2/2/2011	178	0	175	3			0	3
61	TCW SMALL CAP GROWTH FUND-I #47487234N849					12/17/2010	5/23/2011	185	0	175	10			0	10
62	TCW SMALL CAP GROWTH FUND-I #47487234N849					12/17/2010	8/24/2011	404	0	466	-62			0	-62
63	VANGUARD INFLAT PROTECT SEC FD #			922031869		8/17/2009	5/23/2011	545	0	495	50			0	50
64	VANGUARD INFLAT PROTECT SEC FD #			922031869		2/4/2011	5/23/2011	418	0	400	18			0	18
65	VANGUARD INFLAT PROTECT SEC FD #			922031869		11/3/2006	5/23/2011	30	0	27	3			0	3
66	VANGUARD INFLAT PROTECT SEC FD #			922031869		2/16/2007	8/24/2011	122	0	103	19			0	19
67	VANGUARD INFLAT PROTECT SEC FD #			922031869		1/16/2007	8/24/2011	84	0	70	14			0	14
68	VANGUARD INFLAT PROTECT SEC FD #			922031869		11/3/2006	8/24/2011	2,995	0	2,537	458			0	458
69	VANGUARD EMERGING MARKETS ETF			922042858		12/17/2010	2/2/2011	189	0	188	1			0	1
70	VANGUARD REIT VIPER			922908553		12/17/2010	2/2/2011	115	0	107	8			0	8
71	WELLS FARGO ADV INTR VA FD-IST #5194884B181					2/17/2009	5/23/2011	130	0	70	60			0	60
72	WELLS FARGO ADV INTR VA FD-IST #5194884B181					10/31/2008	5/23/2011	2,956	0	1,965	991			0	991
73	WELLS FARGO ADV INTL BOND-IS #47094885D582					5/17/2010	8/24/2011	250	0	216	34			0	34
74	WF ADV ENDEAVOR SELECT-I #3124			949915565		8/1/2008	2/2/2011	748	0	796	-48			0	-48
75	WF ADV ENDEAVOR SELECT-I #3124			949915565		8/1/2008	5/23/2011	56	0	59	-3			0	-3
76	WF ADV ENDEAVOR SELECT-I #3124			949915565		11/3/2006	5/23/2011	3,505	0	3,362	143			0	143
77	WF ADV ENDEAVOR SELECT-I #3124			949915565		5/18/2009	8/24/2011	413	0	302	111			0	111
78	WF ADV ENDEAVOR SELECT-I #3124			949915565		11/3/2006	8/24/2011	1,783	0	1,951	-168			0	-168



**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		0
2 First quarter estimated tax payment		120
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		120

**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	945
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	945