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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 SPORKIN, LILLIAN		A Employer identification number 23-6913990
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 782,372		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

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 <input checked="" type="checkbox"/> 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	24,798	24,479		
	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	14,232			
	b Gross sales price for all assets on line 6a	824,718			
	7 Capital gain net income (from Part IV, line 2)		14,232		
	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	39,030	38,711	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,107	8,330		2,777
	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)	750	0	0	750
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	767	299	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)	135	0	0	135
	24 Total operating and administrative expenses. Add lines 13 through 23	12,759	8,629	0	3,662
	25 Contributions, gifts, grants paid	39,750			39,750
	26 Total expenses and disbursements Add lines 24 and 25	52,509	8,629	0	43,412
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-13,479			
	b Net investment income (if negative, enter -0-)		30,082		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

(HFA)

Form **990-PF** (2011)

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Form 990-PF (2011) SPORKIN, LILLIAN

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	0
	2 Savings and temporary cash investments	12,071	31,660	31,660
	3 Accounts receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 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) <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 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
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	801,587	770,977	750,712
	14 Land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	15 Other assets (describe <input type="checkbox"/>)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	813,658	802,637	782,372
	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 <input type="checkbox"/>)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	813,658	802,637	
	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)	813,658	802,637	
	31 Total liabilities and net assets/fund balances (see instructions)	813,658	802,637	

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	813,658
2 Enter amount from Part I, line 27a	2	-13,479
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> <u>MUTUAL FUND & CTF INCOME ADDITIONS</u>	3	4,411
4 Add lines 1, 2, and 3	4	804,590
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> <u>See Attached Statement</u>	5	1,953
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	802,637

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	14,232
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	39,319	813,782	0.048316	
2009	45,468	726,358	0.062597	
2008	52,700	948,091	0.055585	
2007	52,823	1,137,263	0.046447	
2006	51,444	1,051,704	0.048915	
2 Total of line 1, column (d)			2	0.261860
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	0.052372
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4	858,969
5 Multiply line 4 by line 3			5	44,986
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	301
7 Add lines 5 and 6			7	45,287
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	43,412

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	602
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			
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	602
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	602
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	308	
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	308	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	294	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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 ►	16	Yes No	X 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
------------------	---

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A	Trustee			
101N Independence Mall E MACY1372-062 Phi	4 00	11,107	0	0
	00	0	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."

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				▶

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		0

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	844,581
b	Average of monthly cash balances	1b	27,469
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	872,050
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	872,050
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,081
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	858,969
6	Minimum investment return. Enter 5% of line 5	6	42,948

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	42,948
2a	Tax on investment income for 2011 from Part VI, line 5	2a	602
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	602
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,346
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,346
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	42,346

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	43,412
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	43,412
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	43,412

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				42,346
2 Undistributed income, if any, as of the end of 2011			36,818	
a Enter amount for 2010 only		0		
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ <u>43,412</u>			36,818	
a Applied to 2010, but not more than line 2a				
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				6,594
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				35,752
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	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
				0
0				0
				0
				0
				0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	39,750
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	24,798	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	14,232	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		39,030	0
13	Total. Add line 12, columns (b), (d), and (e)				39,030	39,030

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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. Sulentic

4/4/2012

VP AND TAX DIRECTOR

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if
self-employed

PTIN	
------	--

JOSEPH J CASTRIANO

4/4/2012

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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SPORKIN, LILLIAN

23-6913990 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

UNITED ACTION FOR ANIMALS, INC

Street

P O BOX 635

City

NEW YORK

State

NY

Zip Code

10021

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,250

Name

AMERICAN ANTIVIVISECTION SOCIETY ATTN SUE LEARY PRESIDENT

Street

810 OLD YORK ROAD SUITE 204

City

JENKINTOWN

State

PA

Zip Code

19046-1685

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,250

Name

RYERSS FARM FOR AGED EQUINES ATTN SARAH BARNSHAW

Street

1710 RIDGE ROAD

City

POTTSTOWN

State

PA

Zip Code

19465

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,250

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

										Amount			
Long Term CG Distributions										2,374			
Short Term CG Distributions										0			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales	Cost or Other Basis	Valuation Method	Depreciation	
									Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Net Gain or Loss	
1	X	ARTIO INTERNATIONAL EQ F	04315J837			9/28/2006		8/25/2011	38,585	49,000		-10,415	
2	X	ARTIO INTERNATIONAL EQ F	04315J837			12/3/2010		8/25/2011	1,504	1,788		-284	
3	X	DAVIS NY VENTURE FD - Y #9	239080401			9/28/2006		8/25/2011	39,969	46,469		-6,500	
4	X	DIAMOND HILL LONG-SHORT	25264S833			8/29/2011		11/17/2011	1,208	1,186		22	
5	X	DODGE & COX INCOME FD C	256210105			8/29/2011		10/20/2011	1,899	1,915		-16	
6	X	DODGE & COX INCOME FD C	256210105			8/29/2011		11/17/2011	2,017	2,022		-5	
7	X	JP MORGAN MID CAP VALUE	339128100			8/29/2011		11/17/2011	1,481	1,453		28	
8	X	GOLDEN SMALL CAP CORE F	34984T857			9/28/2006		8/25/2011	40,005	47,834		-7,829	
9	X	GOLDEN LARGE CAP CORE F	34984T881			2/25/2010		8/25/2011	39,329	39,203		126	
10	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/29/2011		11/17/2011	1,569	1,548		21	
11	X	HARBOR INTERNATIONAL FD IN	411511306			9/28/2006		8/25/2011	44,781	47,461		-2,680	
12	X	HARBOR CAPITAL APRCTN	411511504			8/29/2011		10/20/2011	2,327	2,320		7	
13	X	HARBOR CAPITAL APRCTN	411511504			8/29/2011		11/17/2011	1,152	1,142		10	
14	X	HUSSMAN STRATEGIC GROV	448108100			8/29/2011		11/17/2011	1,417	1,404		13	
15	X	ING INTERNATIONAL REAL ES	44980Q518			3/12/2009		8/25/2011	16,023	10,050		5,973	
16	X	ING INTERNATIONAL REAL ES	44980Q518			12/3/2010		8/25/2011	26,621	29,534		-2,913	
17	X	ISHARES S & P 500 INDEX FU	46428T200			8/25/2011		10/20/2011	1,947	1,877		70	
18	X	ISHARES BARCLAYS AGGRE	46428T226			4/27/2009		8/25/2011	40,402	37,548		2,854	
19	X	ISHARES BARCLAYS AGGRE	46428T226			2/25/2010		8/25/2011	2,075	1,984		91	
20	X	ISHARES BARCLAYS AGGRE	46428T226			12/22/2009		8/25/2011	8,299	7,908		391	
21	X	ISHARES BARCLAYS AGGRE	46428T226			12/15/2008		8/25/2011	119,568	109,828		9,740	
22	X	MFS VALUE FUND-CLASS I #8	552983694			8/29/2011		11/17/2011	1,402	1,398		4	
23	X	MAINSTAY EP US EQUITY-INS	56063J302			8/29/2011		10/20/2011	916	912		4	
24	X	PIMCO TOTAL RET FD-INST #	693390700			8/29/2011		10/20/2011	1,301	1,326		-25	
25	X	PIMCO TOTAL RET FD-INST #	693390700			8/29/2011		11/17/2011	1,967	1,995		-28	
26	X	PIMCO FOREIGN BD FD USD	693390882			8/29/2011		11/17/2011	1,338	1,326		12	
27	X	PIMCO REAL RETURN BOND	693391104			12/10/2008		8/25/2011	1,560	1,177		383	
28	X	PIMCO REAL RETURN BOND	693391104			12/12/2007		8/25/2011	1,209	1,090		119	
29	X	PIMCO REAL RETURN BOND	693391104			12/13/2006		8/25/2011	241	217		24	
30	X	PIMCO REAL RETURN BOND	693391104			12/13/2006		8/25/2011	1	1		0	
31	X	PIMCO REAL RETURN BOND	693391104			9/28/2006		8/25/2011	32,010	29,063		2,947	
32	X	PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		8/25/2011	931	907		24	
33	X	PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		8/25/2011	593	578		15	
34	X	PIMCO EMERG MKTS BD-INS	693391559			12/12/2007		8/25/2011	562	528		34	
35	X	PIMCO EMERG MKTS BD-INS	693391559			12/12/2007		8/25/2011	459	432		27	
36	X	PIMCO EMERG MKTS BD-INS	693391559			12/10/2008		8/25/2011	427	299		128	
37	X	PIMCO EMERG MKTS BD-INS	693391559			9/28/2006		8/25/2011	31,534	31,368		166	
38	X	PIMCO EMERG MKTS BD-INS	693391559			12/3/2010		8/25/2011	2,430	2,404		26	
39	X	PIMCO COMMODITY REAL RE	722005667			12/23/2009		8/25/2011	6,727	6,327		400	
40	X	PIMCO COMMODITY REAL RE	722005667			2/25/2010		8/25/2011	606	541		65	
41	X	PIMCO COMMODITY REAL RE	722005667			3/12/2009		8/25/2011	27,509	18,000		9,509	
42	X	PIONEER HIGH YIELD FUND-Y	72369B406			11/28/2007		8/25/2011	2,623	2,900		-277	
43	X	PIONEER HIGH YIELD FUND-Y	72369B406			11/29/2006		8/25/2011	1,935	2,236		-301	
44	X	PIONEER HIGH YIELD FUND-Y	72369B406			11/25/2008		8/25/2011	760	499		261	
45	X	PIONEER HIGH YIELD FUND-Y	72369B406			11/29/2006		8/25/2011	107	124		-17	
46	X	PIONEER HIGH YIELD FUND-Y	72369B406			9/28/2006		8/25/2011	43,691	50,724		-7,033	
47	X	RIDGEMORTH SEIX HY BD-I #	76628T645			10/24/2011		11/17/2011	1,158	1,169		-11	
48	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		10/20/2011	993	999		-6	
49	X	T ROWE PRICE REAL ESTATE	779919109			3/12/2009		8/25/2011	24,636	10,807		13,829	
50	X	SPDR DOW JONES REIT ETF	78464A607			3/12/2009		8/25/2011	24,535	10,881		13,654	
51	X	SSGA EMERGING MARKETS F	784924425			10/17/2008		8/25/2011	7,048	4,250		2,798	

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	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis				
52	X	SSGA EMERGING MARKETS F	784924425			10/20/2006		8/25/2011	2,841	3,032				-191
53	X	SSGA EMERGING MARKETS F	784924425			10/20/2006		8/25/2011	250	266				-16
54	X	SSGA EMERGING MARKETS F	784924425			9/28/2006		8/25/2011	31,852	34,927				-3,075
55	X	TCW SMALL CAP GROWTH F	87234N849			8/29/2011		11/17/2011	794	800				-6
56	X	TOUCHSTONE MID CAP FD Y	89155H793			12/11/2008		8/25/2011	317	222				95
57	X	TOUCHSTONE MID CAP FD Y	89155H793			9/28/2006		8/25/2011	58,561	66,952				-8,391
58	X	VANGUARD REIT VIPER	922908553			8/25/2011		11/17/2011	1,536	1,529				7
59	X	WELLS FARGO ADV INTL BON	94985D582			12/20/2005		8/25/2011	1,532	1,309				223
60	X	WELLS FARGO ADV INTL BON	94985D582			6/14/2005		8/25/2011	15,843	13,747				2,096
61	X	WELLS FARGO ADV INTL BON	94985D582			12/10/2010		8/25/2011	116	107				9
62	X	WF ADV ENDEAVOR SELECT	949915565			12/12/2008		8/25/2011	3,413	2,364				1,049
63	X	WF ADV ENDEAVOR SELECT	949915565			9/28/2006		8/25/2011	51,902	57,279				-5,377
Long Term CG Distributions									Amount					
Short Term CG Distributions									2,374					
									0					
Securities									824,718		810,486		14,232	
Other sales									0		0		0	

Line 16b (990-PF) - Accounting Fees

		750	0	0	750
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	160			
2	ESTIMATED EXCISE TAX PAID	308			
3	FOREIGN TAX WITHHELD	299	299		
4					
5					
6					
7					
8					
9					
10					

767 299 0 0

Line 23 (990-PF) - Other Expenses

		135	0	0	135
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	135			135
4					
5					
6					
7					
8					
9					

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	4,411
2	Total	2	4,411

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

1	COST BASIS ADJUSTMENT	1	522
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	801
3	PY RETURN OF CAPITAL ADJUSTMENT	3	630
4	Total	4	1,953

--

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

	Long Term CG Distributions	Short Term CG Distributions	Amount		Totals	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
			2,374	0									
	Kind(s) of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold							
59	WELLS FARGO ADV INTL BOND-IS #47094985D582				12/20/2005	8/25/2011		1,532	0	1,309		223	223
60	WELLS FARGO ADV INTL BOND-IS #47094985D582				6/14/2005	8/25/2011		15,843	0	13,747		2,096	2,096
61	WELLS FARGO ADV INTL BOND-IS #47094985D582				12/10/2010	8/25/2011		116	0	107		9	9
62	WF ADV ENDEAVOR SELECT-I #3124		949915565		12/12/2008	8/25/2011		3,413	0	2,364		1,049	1,049
63	WF ADV ENDEAVOR SELECT-I #3124		949915565		9/28/2006	8/25/2011		51,902	0	57,279		-5,377	-5,377

Part

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

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	308
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	308

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	36,818
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	36,818

SPORKIN, LILLIAN
1513078115
EIN: 23-6913990

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	1513078115	04314H204	ARTISAN INTERNATIONAL FUND #661	1970 24	41118 84	39069 8
Invest - Other	1513078115	256210105	DODGE & COX INCOME FD COM #147	5833 83	78115 03	77589 98
Invest - Other	1513078115	411511504	HARBOR CAPITAL APRCTION-INST #2012	1216 48	44803 08	44888 22
Invest - Other	1513078115	589509108	MERGER FD SH BEN INT #260	1047 27	16410 78	16327
Invest - Other	1513078115	693390700	PIMCO TOTAL RET FD-INST #35	7183 31	78729 12	78082 62
Invest - Other	1513078115	693390882	PIMCO FOREIGN BD FD USD H-INST #103	2368 21	24664 96	25055 7
Invest - Other	1513078115	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2162 11	10486 22	10399 73
Invest - Other	1513078115	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	742 553	19803 9	19298 95
Invest - Other	1513078115	464287200	ISHARES S & P 500 INDEX FUND	239	28037 09	30104 44
Invest - Other	1513078115	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	2051 57	26260 08	23757 17
Invest - Other	1513078115	256206103	DODGE & COX INT'L STOCK FD #1048	1290 48	41101 92	37733 75
Invest - Other	1513078115	552983694	MFS VALUE FUND-CLASS I #893	1040 53	22725 16	23380 69
Invest - Other	1513078115	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	1666 68	25433 53	21933 51
Invest - Other	1513078115	56063J302	MAINSTAY EP US EQUITY-INS #1204	1884 42	23216 04	22839 16
Invest - Other	1513078115	339128100	JP MORGAN MID CAP VALUE-I #758	842 737	19138 56	20015
Invest - Other	1513078115	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	2483 35	31414 35	30868 02
Invest - Other	1513078115	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	848 751	19045 97	18740 42
Invest - Other	1513078115	922908553	VANGUARD REIT VIPER	491	26886 53	28478
Invest - Other	1513078115	922042858	VANGUARD MSCI EMERGING MARKETS ETF	542	22303 62	20709 82
Invest - Other	1513078115	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	711 119	22649 14	20601 12
Invest - Other	1513078115	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	792	28329 84	25209 36
Invest - Other	1513078115	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	937 003	15226 3	15863 46
Invest - Other	1513078115	76628T645	RIDGEWORTH SEIX HY BD-I #5855	4621 36	43445 84	43486 97
Invest - Other	1513078115	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	4364 79	41029	35703 96
Invest - Other	1513078115	487300808	KEELEY SMALL CAP VAL FD CL I #2251	881 53	20601 36	20574 91
					770976.3	750711.8
Savings & Temp Inv	1513078115	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	25694 3	25694 27	25694 27
Savings & Temp Inv	1513078115	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	5966 01	5966 01	5966 01
					31660.28	31660.28