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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

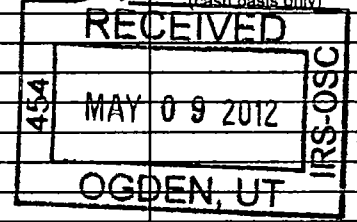
Department of the Treasury
Internal Revenue Service

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 BOWKLEY, SPCA		A Employer identification number 23-7726637
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		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Philadelphia PA 19106-2112		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 362,598	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	12,455	12,288		
5 a Gross rents			0	
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	1,579			
b Gross sales price for all assets on line 6a	198,611			
7 Capital gain net income (from Part IV, line 2)		1,579		
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	14,034	13,867	0	
13 Compensation of officers, directors, trustees, etc	5,268	3,951		1,317
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)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	818	108	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)	500	500	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	6,586	4,559	0	1,317
25 Contributions, gifts, grants paid	8,731			8,731
26 Total expenses and disbursements Add lines 24 and 25	15,317	4,559	0	10,048
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,283			
b Net investment income (if negative, enter -0-)		9,308		
c Adjusted net income (if negative, enter -0-)			0	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	568		
	2	Savings and temporary cash investments	12,461	15,752	15,752
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		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)	0		
		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	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	349,083	346,509	346,846	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	362,112	362,261	362,598	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <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	362,112	362,261	
	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)	362,112	362,261		
31	Total liabilities and net assets/fund balances (see instructions)	362,112	362,261		

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	362,112
2	Enter amount from Part I, line 27a	2	-1,283
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,111
4	Add lines 1, 2, and 3	4	362,940
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	679
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	362,261

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7		2	1,579	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	8,885	350,300	0.025364
2009	17,857	306,059	0.058345
2008	21,931	376,556	0.058241
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.141950
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 0.047317
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 378,733
5 Multiply line 4 by line 3			5 17,921
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 93
7 Add lines 5 and 6			7 18,014
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 10,048

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)		
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	1	186
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	186
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	186
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	381
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	381
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	195
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 186 Refunded	11	9

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		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 MACY 1372-062 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			<input type="checkbox"/>
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
				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? *If "Yes," attach the statement required by Regulations section 53.4945–5(d)* N/A Yes No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870* **6b** X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	5,268	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
.....				
.....				
.....				
.....				

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		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	371,855
b	Average of monthly cash balances	1b	12,646
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	384,501
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	384,501
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,768
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	378,733
6	Minimum investment return. Enter 5% of line 5	6	18,937

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	18,937
2a	Tax on investment income for 2011 from Part VI, line 5	2a	186
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	186
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,751
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,751
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	18,751

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	10,048
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	10,048
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	10,048

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				18,751
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,344	
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 ▶ \$ <u>10,048</u>				
a Applied to 2010, but not more than line 2a			2,344	
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				7,704
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				11,047
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
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here 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)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	8,731
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

BOWKLEY, SPCA

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

Recipient(s) paid during the year

Name

SPCA OF LUZERNE COUNTY

Street

524 E MAIN STREET

City

WILKES-BARRE

State

PA

Zip Code

18702

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,731

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	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis				
									Long Term CG Distributions					
									Short Term CG Distributions					
									Amount		786			
									Other sales		0			
									Securities		197,032			
									Gross Sales		198,611			
									Cost, Other Basis and Expenses		0			
									Net Gain or Loss		1,579			
1	X	ARTIO TOTAL RETURN BD FD	043151209			10/31/2008		5/23/2011	7,688	6,862				826
2	X	ARTIO TOTAL RETURN BD FD	043151209			10/31/2008		8/24/2011	5,063	4,453				610
3	X	ARTIO INTERNATIONAL EQ F	04315J837			12/14/2007		2/2/2011	1,131	1,564				-433
4	X	ARTIO INTERNATIONAL EQ F	04315J837			2/25/2008		8/24/2011	811	1,201				-390
5	X	ARTIO INTERNATIONAL EQ F	04315J837			10/31/2008		8/24/2011	154	146				8
6	X	ARTIO INTERNATIONAL EQ F	04315J837			12/14/2007		8/24/2011	9,576	15,340				-5,764
7	X	ARTIO INTERNATIONAL EQ F	04315J837			5/25/2010		8/24/2011	261	297				-36
8	X	ARTIO INTERNATIONAL EQ F	04315J837			5/25/2010		8/24/2011	1,002	931				71
9	X	DODGE & COX INTL STOCK F	256206103			8/25/2006		2/2/2011	2,027	2,190				-163
10	X	DREYFUS EMG MKT DEBT LG	261980494			12/17/2010		5/23/2011	164	158				6
11	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/2/2011	479	470				9
12	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/23/2011	2,971	2,774				197
13	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/24/2011	4,268	4,561				-293
14	X	GOLDEN LARGE CAP CORE F	34984T881			12/14/2007		5/23/2011	4,627	5,140				-513
15	X	GOLDEN LARGE CAP CORE F	34984T881			2/25/2008		8/24/2011	1,257	1,485				-228
16	X	GOLDEN LARGE CAP CORE F	34984T881			5/27/2008		8/24/2011	207	250				-43
17	X	GOLDEN LARGE CAP CORE F	34984T881			6/2/2008		8/24/2011	61	73				-12
18	X	GOLDEN LARGE CAP CORE F	34984T881			12/14/2007		8/24/2011	11,449	14,593				-3,144
19	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	1,827	1,614				213
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	2,241	1,408				833
21	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	2,466	1,502				964
22	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	3,717	2,692				1,025
23	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	3,983	3,007				976
24	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/24/2011	2,784	2,512				272
25	X	ING INTERNATIONAL REAL ES	44980Q518			12/14/2007		2/2/2011	686	935				-269
26	X	ING INTERNATIONAL REAL ES	44980Q518			5/25/2010		5/23/2011	1,411	1,128				283
27	X	ING INTERNATIONAL REAL ES	44980Q518			11/25/2008		5/23/2011	1,364	886				478
28	X	ING INTERNATIONAL REAL ES	44980Q518			2/25/2009		5/23/2011	1,357	741				616
29	X	ARTIO TOTAL RETURN BD FD	043151209			5/26/2009		5/23/2011	663	619				44
30	X	ARTIO TOTAL RETURN BD FD	043151209			2/4/2011		5/23/2011	3,282	3,200				82
31	X	ING INTERNATIONAL REAL ES	44980Q518			2/25/2008		5/23/2011	1,145	1,484				-339
32	X	ING INTERNATIONAL REAL ES	44980Q518			12/14/2007		5/23/2011	2,446	3,483				-1,037
33	X	JPMORGAN HIGH YIELD FUND	4812C0803			12/14/2007		8/24/2011	6,301	6,628				-327
34	X	JPMORGAN HIGH YIELD FUND	4812C0803			2/25/2008		8/24/2011	474	470				4
35	X	JPMORGAN HIGH YIELD FUND	4812C0803			6/2/2008		8/24/2011	345	345				0
36	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/5/2008		8/24/2011	12,985	13,154				-169
37	X	JPMORGAN HIGH YIELD FUND	4812C0803			2/4/2011		8/24/2011	1,197	1,300				-103
38	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/25/2011		8/24/2011	688	749				12
39	X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010		5/23/2011	386	374				16
40	X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010		5/23/2011	365	349				16
41	X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010		8/24/2011	2,076	2,318				-242
42	X	PIMCO EMERG MKTS BD-INS	693391559			12/14/2007		8/24/2011	7,651	7,064				587
43	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		8/24/2011	204	200				4
44	X	PIMCO EMERG MKTS BD-INS	693391559			5/25/2011		8/24/2011	127	127				0
45	X	PIMCO COMMODITY REAL RE	722005667			12/14/2007		2/2/2011	1,096	1,833				-737
46	X	PIMCO COMMODITY REAL RE	722005667			12/14/2007		8/24/2011	2,890	5,217				-2,327
47	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	1,565	1,717				-152
48	X	PIMCO COMMODITY REAL RE	722005667			5/25/2011		8/24/2011	505	544				-39
49	X	PIMCO COMMODITY REAL RE	722005667			2/25/2009		8/24/2011	1,398	915				483
50	X	SSGA EMERGING MARKETS F	784924425			5/25/2010		2/2/2011	293	224				69
51	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		2/2/2011	603	319				284

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				
									Long Term CG Distributions					
									Short Term CG Distributions					
									Amount					
									786					
									0					
									Securities					
									Other sales					
									198,611					
									0					
									197,032					
									0					
52	X	SSGA EMERGING MARKETS F	784924425			11/25/2008		5/23/2011	1,452	673				779
53	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	8,276	4,424				3,852
54	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		2/2/2011	742	728				14
55	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		5/23/2011	771	728				43
56	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		8/24/2011	1,540	1,775				-235
57	X	VANGUARD INFLAT PROTEC	922031869			2/4/2011		5/23/2011	2,719	2,600				119
58	X	VANGUARD INFLAT PROTEC	922031869			12/14/2007		5/23/2011	1,202	1,105				97
59	X	VANGUARD INFLAT PROTEC	922031869			5/26/2009		8/24/2011	1,514	1,298				216
60	X	VANGUARD INFLAT PROTEC	922031869			12/14/2007		8/24/2011	11,002	9,706				1,296
61	X	VANGUARD EMERGING MAR	922042858			12/17/2010		2/2/2011	943	942				1
62	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	2,293	2,136				157
63	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	481	426				55
64	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	1,368	1,328				40
65	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	2,135	1,456				679
66	X	WELLS FARGO ADV INTR VA	94984B181			2/25/2009		5/23/2011	850	442				408
67	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	11,207	7,450				3,757
68	X	WELLS FARGO ADV INTR VA	94985D582			12/14/2007		8/24/2011	1,211	1,078				133
69	X	WF ADV ENDEAVOR SELECT	949915565			12/14/2007		2/2/2011	1,948	2,223				-275
70	X	WF ADV ENDEAVOR SELECT	949915565			12/14/2007		5/23/2011	13,891	15,748				-1,857
71	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		8/24/2011	3,856	4,644				-788
72	X	WF ADV ENDEAVOR SELECT	949915565			5/26/2009		8/24/2011	2,116	1,555				561
73	X	WF ADV ENDEAVOR SELECT	949915565			2/25/2008		8/24/2011	1,129	1,365				-236
74	X	WF ADV ENDEAVOR SELECT	949915565			11/25/2008		8/24/2011	433	300				133
75	X	WF ADV ENDEAVOR SELECT	949915565			12/14/2007		8/24/2011	1,049	1,356				-307

Line 18 (990-PF) - Taxes

		818	108	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	329			
2	ESTIMATED EXCISE TAX PAID	381			
3	FOREIGN TAX WITHHELD	108	108		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	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				
4	INVESTMENT FEES	500	500		
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	Cost Basis Adjustment	1	706
2	Mutual Fund & CTF Income Additions	2	1,405
3	Total	3	2,111

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

1	Mutual Fund & CTF Income Subtraction	1	534
2	PY Return of Capital Adjustment	2	145
3	Total	3	679

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

	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
	Long Term CG Distributions	Short Term CG Distributions												
	786	0												
	Totals													
	197,825	0					197,032	0	793	0	0	0	0	793
1	ARTIO TOTAL RETURN BD FD CL I #152	043151209		10/31/2008	5/23/2011		7,688	0	6,862	826			0	826
2	ARTIO TOTAL RETURN BD FD CL I #152	043151209		10/31/2008	8/24/2011		5,063	0	4,453	610			0	610
3	ARTIO INTERNATIONAL EQ FD I #1529	043151837		12/14/2007	2/2/2011		1,131	0	1,564	-433			0	-433
4	ARTIO INTERNATIONAL EQ FD I #1529	043151837		2/25/2008	8/24/2011		811	0	1,201	-390			0	-390
5	ARTIO INTERNATIONAL EQ FD I #1529	043151837		10/31/2008	8/24/2011		154	0	146	8			0	8
6	ARTIO INTERNATIONAL EQ FD I #1529	043151837		12/14/2007	8/24/2011		9,576	0	15,340	-5,764			0	-5,764
7	ARTIO INTERNATIONAL EQ FD I #1529	043151837		5/25/2011	8/24/2011		261	0	297	-36			0	-36
8	ARTIO INTERNATIONAL EQ FD I #1529	043151837		5/25/2010	8/24/2011		1,002	0	931	71			0	71
9	DODGE & COX INTL STOCK FD #1048	256206103		8/25/2006	2/2/2011		2,027	0	2,190	-163			0	-163
10	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	5/23/2011		164	0	158	6			0	6
11	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011		479	0	470	9			0	9
12	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011		2,971	0	2,774	197			0	197
13	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011		4,268	0	4,561	-293			0	-293
14	GOLDEN LARGE CAP CORE FUND-I	34984T881		12/14/2007	5/23/2011		4,627	0	5,140	-513			0	-513
15	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/25/2008	8/24/2011		1,257	0	1,485	-228			0	-228
16	GOLDEN LARGE CAP CORE FUND-I	34984T881		5/27/2008	8/24/2011		207	0	250	-43			0	-43
17	GOLDEN LARGE CAP CORE FUND-I	34984T881		6/2/2008	8/24/2011		61	0	73	-12			0	-12
18	GOLDEN LARGE CAP CORE FUND-I	34984T881		12/14/2007	8/24/2011		11,449	0	14,593	-3,144			0	-3,144
19	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	8/24/2011		1,827	0	1,614	213			0	213
20	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011		2,241	0	1,408	833			0	833
21	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011		2,466	0	1,502	964			0	964
22	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	8/24/2011		3,717	0	2,692	1,025			0	1,025
23	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011		3,983	0	3,007	976			0	976
24	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/24/2011		2,784	0	2,512	272			0	272
25	ING INTERNATIONAL REAL EST-I #2664	449800518		12/14/2007	2/2/2011		666	0	935	-269			0	-269
26	ING INTERNATIONAL REAL EST-I #2664	449800518		5/25/2010	5/23/2011		1,411	0	1,128	283			0	283
27	ING INTERNATIONAL REAL EST-I #2664	449800518		11/25/2008	5/23/2011		1,364	0	866	478			0	478
28	ING INTERNATIONAL REAL EST-I #2664	449800518		2/25/2009	5/23/2011		1,357	0	741	616			0	616
29	ARTIO TOTAL RETURN BD FD CL I #152	043151209		5/26/2009	5/23/2011		663	0	619	44			0	44
30	ARTIO TOTAL RETURN BD FD CL I #152	043151209		2/4/2011	5/23/2011		3,282	0	3,200	82			0	82
31	ING INTERNATIONAL REAL EST-I #2664	449800518		2/25/2008	5/23/2011		1,145	0	1,484	-339			0	-339
32	ING INTERNATIONAL REAL EST-I #2664	449800518		12/14/2007	5/23/2011		2,446	0	3,483	-1,037			0	-1,037
33	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		12/14/2007	8/24/2011		6,301	0	6,628	-327			0	-327
34	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/25/2008	8/24/2011		474	0	470	4			0	4
35	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		6/2/2008	8/24/2011		345	0	345	0			0	0
36	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/24/2011		12,985	0	13,154	-169			0	-169
37	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	8/24/2011		1,197	0	1,300	-103			0	-103
38	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/25/2011	8/24/2011		688	0	749	-61			0	-61
39	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011		386	0	374	12			0	12
40	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011		365	0	349	16			0	16
41	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011		2,076	0	2,318	-242			0	-242
42	PIMCO EMERG MKTS BD-INST #137	693391559		12/14/2007	8/24/2011		7,651	0	7,064	587			0	587
43	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	8/24/2011		204	0	200	4			0	4
44	PIMCO EMERG MKTS BD-INST #137	693391559		5/25/2011	8/24/2011		127	0	127	0			0	0
45	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/14/2007	2/2/2011		1,096	0	1,833	-737			0	-737
46	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/14/2007	8/24/2011		2,890	0	5,217	-2,327			0	-2,327
47	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/31/2008	8/24/2011		1,565	0	1,717	-152			0	-152
48	PIMCO COMMODITY REAL RET STRAT-I	722005667		5/25/2011	8/24/2011		505	0	544	-39			0	-39
49	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/25/2009	8/24/2011		1,398	0	915	483			0	483
50	SSGA EMERGING MARKETS FD S #1510	784924425		5/25/2010	2/2/2011		293	0	224	69			0	69
51	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	2/2/2011		603	0	319	284			0	284
52	SSGA EMERGING MARKETS FD S #1510	784924425		11/25/2008	5/23/2011		1,452	0	673	779			0	779
53	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	5/23/2011		8,276	0	4,424	3,852			0	3,852
54	TCW SMALL CAP GROWTH FUND-I #4787234N849	784924425		12/17/2010	2/2/2011		742	0	728	14			0	14
55	TCW SMALL CAP GROWTH FUND-I #4787234N849	784924425		12/17/2010	5/23/2011		771	0	728	43			0	43
56	TCW SMALL CAP GROWTH FUND-I #4787234N849	784924425		12/17/2010	8/24/2011		1,540	0	1,775	-235			0	-235
57	VANGUARD INFLAT PROTECT SEC FD-I	922031869		2/4/2011	5/23/2011		2,719	0	2,600	119			0	119
58	VANGUARD INFLAT PROTECT SEC FD-I	922031869		12/14/2007	5/23/2011		1,202	0	1,105	97			0	97

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

Amount		Totals		197,825		197,032		793		0		0		793	
Long Term CG Distributions	Short Term CG Distributions	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	
786	0														
		59 VANGUARD INFLAT PROTECT SEC FD 4	922031869		5/26/2009	8/24/2011	1,514	0	1,298	216			0	216	
		60 VANGUARD INFLAT PROTECT SEC FD 4	922031869		12/14/2007	8/24/2011	11,002	0	9,706	1,296			0	1,296	
		61 VANGUARD EMERGING MARKETS ETF	922042858		12/17/2010	2/2/2011	943	0	942	1			0	1	
		62 VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	2,293	0	2,136	157			0	157	
		63 VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011	481	0	426	55			0	55	
		64 VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011	1,368	0	1,328	40			0	40	
		65 WELLS FARGO ADV INTR VA FD-IST #5	949848181		10/31/2008	2/2/2011	2,135	0	1,456	679			0	679	
		66 WELLS FARGO ADV INTR VA FD-IST #5	949848181		2/25/2009	5/23/2011	850	0	442	408			0	408	
		67 WELLS FARGO ADV INTR VA FD-IST #5	949848181		10/31/2008	5/23/2011	11,207	0	7,450	3,757			0	3,757	
		68 WELLS FARGO ADV INTR VA FD-IST #5	949848181		12/14/2007	8/24/2011	1,211	0	1,078	133			0	133	
		69 WF ADV ENDEAVOR SELECT-I #3124	949915565		12/14/2007	2/2/2011	1,948	0	2,223	-275			0	-275	
		70 WF ADV ENDEAVOR SELECT-I #3124	949915565		12/14/2007	5/23/2011	13,891	0	15,748	-1,857			0	-1,857	
		71 WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	8/24/2011	3,856	0	4,644	-788			0	-788	
		72 WF ADV ENDEAVOR SELECT-I #3124	949915565		5/26/2009	8/24/2011	2,116	0	1,555	561			0	561	
		73 WF ADV ENDEAVOR SELECT-I #3124	949915565		2/25/2008	8/24/2011	1,129	0	1,365	-236			0	-236	
		74 WF ADV ENDEAVOR SELECT-I #3124	949915565		11/25/2008	8/24/2011	433	0	300	133			0	133	
		75 WF ADV ENDEAVOR SELECT-I #3124	949915565		12/14/2007	8/24/2011	1,049	0	1,356	-307			0	-307	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A.	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	5,268
2										
3										
4										
5										
6										
7										
8										
9										
10										

5,268

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		381
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		381

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	2,344
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,344

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Cash	1519206572				1525.87	1525.87
Savings & Temp Inv	1519206572	VP0528308	FEDERATED TREAS OBL FD 68	11687.71	11687.71	11687.71
Savings & Temp Inv	1519206572	VP0528308	FEDERATED TREAS OBL FD 68	2538.7	2538.7	2538.7
				\$	15,752.28	\$ 15,752.28
Invest - Other	1519206572	04314H204	ARTISAN INTERNATIONAL FUND #661	875.956	17922.06	17370.21
Invest - Other	1519206572	256210105	DODGE & COX INCOME FD COM #147	3191.647	41185.98	42448.91
Invest - Other	1519206572	411511504	HARBOR CAPITAL APRCTION-INST #2012	620.523	23371.72	22897.3
Invest - Other	1519206572	693390700	PIMCO TOTAL RET FD-INST #35	3907.22	41331.03	42471.48
Invest - Other	1519206572	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1008.513	10357.17	10670.07
Invest - Other	1519206572	77957P105	T ROWE PRICE SHORT TERM BD FD #55	3694.695	17943.95	17771.48
Invest - Other	1519206572	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	512.014	6246.57	6937.79
Invest - Other	1519206572	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	339.079	3000.81	3238.2
Invest - Other	1519206572	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	376	10941.6	9772.24
Invest - Other	1519206572	464287200	ISHARES S & P 500 INDEX FUND	63	7391.96	7935.48
Invest - Other	1519206572	256206103	DODGE & COX INTL STOCK FD #1048	481.505	14615.09	14079.21
Invest - Other	1519206572	34984T881	GOLDEN LARGE CAP CORE FUND-I	942.758	7254.32	9503
Invest - Other	1519206572	552983694	MFS VALUE FUND-CLASS I #893	868.524	20401.72	19515.73
Invest - Other	1519206572	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	708.521	10326.84	9324.14
Invest - Other	1519206572	339128100	JP MORGAN MID CAP VALUE-I #758	427	10038.77	10141.25
Invest - Other	1519206572	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	438.383	6341.7	9679.5
Invest - Other	1519206572	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	572.238	6340.67	6494.9
Invest - Other	1519206572	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	362.476	3385.53	3921.99
Invest - Other	1519206572	722005667	PIMCO COMMODITY REAL RET STRAT-#45	994.525	5748.36	6504.19
Invest - Other	1519206572	922908553	VANGUARD REIT VIPER	235	12550.53	13630
Invest - Other	1519206572	922042858	VANGUARD MSCI EMERGING MARKETS ETF	247	11406.66	9437.87
Invest - Other	1519206572	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	316.736	10946.01	9175.84
Invest - Other	1519206572	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	254	9870.46	8084.82
Invest - Other	1519206572	76628T645	RIDGEWORTH SEIX HY BD-I #5855	1912.188	17917.2	17993.69
Invest - Other	1519206572	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	954.821	8956.22	7810.44
Invest - Other	1519206572	487300808	KEELEY SMALL CAP VAL FD CL I #2251	430	10715.6	10036.2
				\$	346,508.53	\$ 346,845.93