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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
THE FRANK J POLEY MEMORIAL FUND

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

City or town, state, and ZIP code
Philadelphia PA 19106-2112

A Employer identification number
25-6852214

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 142,869**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	4,328	4,231		
	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	-11,580			
	b Gross sales price for all assets on line 6a	110,175			
	7 Capital gain net income (from Part IV, line 2)		0		
	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	-7,252	4,231	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,600	1,950		650
	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)	86	73	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	2,686	2,023	0	650
	25 Contributions, gifts, grants paid	4,003			4,003
26 Total expenses and disbursements. Add lines 24 and 25	6,689	2,023	0	4,653	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-13,941				
b Net investment income (if negative, enter -0-)		2,208			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	0
	2 Savings and temporary cash investments	4,147	8,020	8,020
	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	0	0
	Less allowance for doubtful accounts ▶	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 ▶	0		
	Less accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	153,235	135,096	134,849
	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)	157,382	143,116	142,869
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	157,382	143,116	
	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)	157,382	143,116	
	31 Total liabilities and net assets/fund balances (see instructions)	157,382	143,116	

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	157,382
2 Enter amount from Part I, line 27a	2	-13,941
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITIONS	3	138
4 Add lines 1, 2, and 3	4	143,579
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	463
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	143,116

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	-11,580
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	7,372	141,022	0.052276
2009	3,536	125,845	0.028098
2008			0.000000
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.080374
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 0.040187
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 149,304
5 Multiply line 4 by line 3			5 6,000
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22
7 Add lines 5 and 6			7 6,022
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 4,653

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 0 Refunded ☐ 0

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

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)?☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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

5b N/A

6b X

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	2,600	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	145,022
b	Average of monthly cash balances	1b	6,556
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	151,578
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	151,578
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,304
6	Minimum investment return. Enter 5% of line 5	6	7,465

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	7,465
2a	Tax on investment income for 2011 from Part VI, line 5	2a	44
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	44
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,421
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,421
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	7,421

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	4,653
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,653
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,653

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				7,421
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,336	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,653				
a Applied to 2010, but not more than line 2a			2,336	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				2,317
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				5,104
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	4,003
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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	4,328	
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	-11,580	
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		-7,252	0
13 Total. Add line 12, columns (b), (d), and (e)					13	-7,252

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

[illegible]

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	1513896419	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	5736.07	5736.07	5736.07
Savings & Temp Inv	1513896419	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2284.08	2284.08	2284.08
SUM				8,020.15	8,020.15	8,020.15
Invest - Other	1513896419	04314H204	ARTISAN INTERNATIONAL FUND #661	346.793	7050.3	6876.91
Invest - Other	1513896419	256210105	DODGE & COX INCOME FD COM #147	1048.506	12613.53	13945.13
Invest - Other	1513896419	411511504	HARBOR CAPITAL APRCTION-INST #2012	219.775	8272.32	8109.7
Invest - Other	1513896419	589509108	MERGER FD SH BEN INT #260	177.551	2817.74	2768.02
Invest - Other	1513896419	693390700	PIMCO TOTAL RET FD-INST #35	1295.265	13537.78	14079.53
Invest - Other	1513896419	693390882	PIMCO FOREIGN BD FD USD H-INST #103	422.186	4337.87	4466.73
Invest - Other	1513896419	77957P105	T ROWE PRICE SHORT TERM BD FD #55	379	1826.78	1822.99
Invest - Other	1513896419	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	132.883	3537.34	3453.63
Invest - Other	1513896419	464287200	ISHARES S & P 500 INDEX FUND	42	5209.86	5290.32
Invest - Other	1513896419	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	362.351	4493.15	4196.02
Invest - Other	1513896419	256206103	DODGE & COX INT'L STOCK FD #1048	224.956	7050.12	6577.71
Invest - Other	1513896419	552983694	MFS VALUE FUND-CLASS I #893	185.985	4136.3	4179.08
Invest - Other	1513896419	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	305.225	4224.32	4016.76
Invest - Other	1513896419	56063J302	MAINSTAY EP US EQUITY-INS #1204	327.648	4134.92	3971.09
Invest - Other	1513896419	339128100	JP MORGAN MID CAP VALUE-I #758	151.548	3538.65	3599.26
Invest - Other	1513896419	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	445.353	5620.35	5535.74
Invest - Other	1513896419	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	154.126	3520.24	3403.1
Invest - Other	1513896419	922908553	VANGUARD REIT VIPER	92	5054.19	5336
Invest - Other	1513896419	922042858	VANGUARD MSCI EMERGING MARKETS ETF	101	3991.51	3859.21
Invest - Other	1513896419	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	127.475	3881.61	3692.95
Invest - Other	1513896419	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	145	5031.5	4615.35
Invest - Other	1513896419	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	169.516	2817.36	2869.91
Invest - Other	1513896419	76628T645	RIDGEWORTH SEIX HY BD-I #5855	823.703	7734.57	7751.05
Invest - Other	1513896419	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	838.702	7138.6	6860.58
Invest - Other	1513896419	487300808	KEELEY SMALL CAP VAL FD CL I #2251	153.046	3524.65	3572.09
SUM				135,095.56	134,848.86	

THE FRANK J POLEY MEMORIAL FUND

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

Recipient(s) paid during the year

Name

ST LUKE'S UNITED CHURCH OF CHRIST

Street

200 WEST MAIN STREET

City

TRAPPE

State

PA

Zip Code

19426

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3)

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,003

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										662		
										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			Net Gain or Loss
									Gross Sales Price	Cost or Other Basis	Valuation Method	
1	X	DODGE & COX INCOME FD CI	256210105			1/12/2011		10/21/2011	1,062	1,055		
2	X	DODGE & COX INCOME FD CI	256210105			9/22/2008		10/21/2011	69	63		6
3	X	PERKINS MID CAP VALUE FIC	47103C241			2/23/2007		1/12/2011	432	420		12
4	X	PERKINS MID CAP VALUE FIC	47103C241			12/21/2007		10/21/2011	367	362		5
5	X	PERKINS MID CAP VALUE FIC	47103C241			9/25/2008		10/21/2011	145	136		9
6	X	PERKINS MID CAP VALUE FIC	47103C241			3/21/2007		10/21/2011	80	81		-1
7	X	PERKINS MID CAP VALUE FIC	47103C241			3/24/2008		10/21/2011	19	18		1
8	X	PERKINS MID CAP VALUE FIC	47103C241			2/23/2007		10/21/2011	4,412	4,530		-118
9	X	MORGAN STANLEY INS INTN	61744J317			12/21/2007		10/21/2011	901	1,420		-519
10	X	MORGAN STANLEY INS INTN	61744J317			6/23/2008		10/21/2011	385	536		-151
11	X	MORGAN STANLEY INS INTN	61744J317			9/21/2007		10/21/2011	366	726		-360
12	X	MORGAN STANLEY INS INTN	61744J317			6/21/2007		10/21/2011	291	622		-331
13	X	MORGAN STANLEY INS INTN	61744J317			3/24/2008		10/21/2011	131	205		-74
14	X	MORGAN STANLEY INS INTN	61744J317			3/21/2007		10/21/2011	48	113		-65
15	X	MORGAN STANLEY INS INTN	61744J317			9/25/2008		10/21/2011	1	1		0
16	X	MORGAN STANLEY INS INTN	61744J317			2/23/2007		10/21/2011	2,444	5,802		-3,358
17	X	PIMCO TOTAL RET FD-INST #	693390700			1/12/2011		10/21/2011	945	955		-10
18	X	PIMCO HIGH YIELD FD-INST #	693390841			9/21/2007		10/21/2011	351	380		-29
19	X	PIMCO HIGH YIELD FD-INST #	693390841			3/24/2008		10/21/2011	282	290		-8
20	X	PIMCO HIGH YIELD FD-INST #	693390841			6/21/2007		10/21/2011	250	276		-26
21	X	PIMCO HIGH YIELD FD-INST #	693390841			6/23/2008		10/21/2011	37	38		-1
22	X	PIMCO HIGH YIELD FD-INST #	693390841			2/23/2007		10/21/2011	7,387	8,291		-904
23	X	PIMCO EMERG MKTS BD-INS	693391559			6/23/2008		10/21/2011	227	211		16
24	X	PIMCO EMERG MKTS BD-INS	693391559			6/21/2007		10/21/2011	209	204		5
25	X	PIMCO EMERG MKTS BD-INS	693391559			9/21/2007		10/21/2011	47	46		1
26	X	PIMCO EMERG MKTS BD-INS	693391559			2/23/2007		10/21/2011	5,368	5,289		79
27	X	T ROWE PRICE REAL ESTATE	779919109			12/21/2007		10/21/2011	1,815	1,934		-119
28	X	T ROWE PRICE REAL ESTATE	779919109			6/21/2007		10/21/2011	1,096	1,439		-343
29	X	T ROWE PRICE REAL ESTATE	779919109			9/25/2008		10/21/2011	802	821		-19
30	X	T ROWE PRICE REAL ESTATE	779919109			6/23/2008		10/21/2011	498	511		-13
31	X	T ROWE PRICE REAL ESTATE	779919109			9/21/2007		10/21/2011	264	339		-75
32	X	T ROWE PRICE REAL ESTATE	779919109			3/21/2007		10/21/2011	208	306		-98
33	X	T ROWE PRICE REAL ESTATE	779919109			2/23/2007		10/21/2011	4,929	7,495		-2,566
34	X	SSGA EMERGING MARKETS F	784924425			9/22/2008		10/21/2011	1,114	1,218		-104
35	X	SSGA EMERGING MARKETS F	784924425			3/21/2007		10/21/2011	187	244		-57
36	X	SSGA EMERGING MARKETS F	784924425			2/23/2007		10/21/2011	5,378	7,155		-1,777
37	X	VANGUARD INFLAT PROTECT	922031869			3/3/2010		10/21/2011	6,150	5,536		614
38	X	WELLS FARGO ADV INTL EQ	94984B348			9/22/2008		10/21/2011	707	819		-112
39	X	WELLS FARGO ADV INTL EQ	94984B348			12/21/2007		10/21/2011	165	253		-88
40	X	WELLS FARGO ADV INTL EQ	94984B348			6/23/2008		10/21/2011	100	139		-39
41	X	WELLS FARGO ADV INTL EQ	94984B348			2/20/2004		10/21/2011	96	132		-36
42	X	WELLS FARGO ADV INTL EQ	94984B348			12/21/2007		10/21/2011	12,642	14,437		-1,795
43	X	WELLS FARGO ADV SM CP VI	94984B397			12/21/2007		10/21/2011	1,067	1,104		-37
44	X	WELLS FARGO ADV SM CP VI	94984B397			9/25/2008		10/21/2011	128	123		5
45	X	WELLS FARGO ADV SM CP VI	94984B397			2/20/2004		10/21/2011	2,547	3,103		-556
46	X	WELLS FARGO ADV DISC VA	94984B587			2/20/2004		1/12/2011	651	857		-206
47	X	WF ADV TRAD S/C GRWTH FIC	94985D244			12/21/2007		1/12/2011	901	854		47
48	X	WF ADV TRAD S/C GRWTH FIC	94985D244			3/24/2008		10/21/2011	635	666		-31
49	X	WF ADV TRAD S/C GRWTH FIC	94985D244			9/25/2008		10/21/2011	343	302		41
50	X	WF ADV TRAD S/C GRWTH FIC	94985D244			8/20/2004		10/21/2011	100	85		15
51	X	WF ADV TRAD S/C GRWTH FIC	94985D244					10/21/2011	78	76		2

Amount

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				
2	ESTIMATED EXCISE TAX PAID	13			
3	FOREIGN TAX WITHHELD	73	73		
4					
5					
6					
7					
8					
9					
10					

86 73 0 0

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	138
2	Total	2	138

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	143
2	COST BASIS ADJUSTMENT	2	142
3	PY RETURN OF CAPITAL ADJUSTMENT	3	178
4	Total	4	463

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

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Totals		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				109,513	0								
1	DODGE & COX INCOME FD COM #147	256210105	0		1/12/2011	10/21/2011	1,062	0	1,062	0	1,055	7	0	0	0	-12,242
2	DODGE & COX INCOME FD COM #147	256210105	0		9/22/2008	10/21/2011	69	0	63	0	420	12	0	0	0	7
3	PERKINS MID CAP VALUE F/C I #1167	47103C241			2/23/2007	1/12/2011	432	0	420	0	362	5	0	0	0	6
4	PERKINS MID CAP VALUE F/C I #1167	47103C241			12/21/2007	10/21/2011	367	0	362	0	136	9	0	0	0	12
5	PERKINS MID CAP VALUE F/C I #1167	47103C241			9/25/2008	10/21/2011	145	0	81	0	18	1	0	0	0	5
6	PERKINS MID CAP VALUE F/C I #1167	47103C241			3/21/2007	10/21/2011	80	0	18	0	4,530	-118	0	0	0	9
7	PERKINS MID CAP VALUE F/C I #1167	47103C241			3/24/2008	10/21/2011	19	0	4,530	0	1,420	-519	0	0	0	-1
8	PERKINS MID CAP VALUE F/C I #1167	47103C241			2/23/2007	10/21/2011	4,412	0	385	0	726	-360	0	0	0	1
9	MORGAN STANLEY INS INTN RE I #800161744J317				12/21/2007	10/21/2011	901	0	366	0	622	-331	0	0	0	-118
10	MORGAN STANLEY INS INTN RE I #800161744J317				6/23/2008	10/21/2011	366	0	291	0	205	-74	0	0	0	-519
11	MORGAN STANLEY INS INTN RE I #800161744J317				9/21/2007	10/21/2011	281	0	131	0	113	-65	0	0	0	-151
12	MORGAN STANLEY INS INTN RE I #800161744J317				6/21/2007	10/21/2011	131	0	48	0	1	0	0	0	0	-360
13	MORGAN STANLEY INS INTN RE I #800161744J317				3/24/2008	10/21/2011	48	0	1	0	5,802	-3,358	0	0	0	-331
14	MORGAN STANLEY INS INTN RE I #800161744J317				3/21/2007	10/21/2011	1	0	945	0	955	-10	0	0	0	-74
15	MORGAN STANLEY INS INTN RE I #800161744J317				9/25/2008	10/21/2011	2,444	0	351	0	380	-29	0	0	0	-65
16	MORGAN STANLEY INS INTN RE I #800161744J317				2/23/2007	10/21/2011	945	0	282	0	290	-8	0	0	0	-3,358
17	PIMCO TOTAL RET FD-INST #35	693390700			1/12/2011	10/21/2011	351	0	250	0	276	-26	0	0	0	-10
18	PIMCO HIGH YIELD FD-INST #108	693390841			3/24/2008	10/21/2011	282	0	7,387	0	8,291	-904	0	0	0	-29
19	PIMCO HIGH YIELD FD-INST #108	693390841			6/21/2007	10/21/2011	250	0	227	0	204	5	0	0	0	-8
20	PIMCO HIGH YIELD FD-INST #108	693390841			6/21/2007	10/21/2011	37	0	209	0	204	5	0	0	0	-26
21	PIMCO HIGH YIELD FD-INST #108	693390841			6/23/2008	10/21/2011	37	0	47	0	46	1	0	0	0	-1
22	PIMCO HIGH YIELD FD-INST #108	693390841			2/23/2007	10/21/2011	7,387	0	5,389	0	5,289	79	0	0	0	-904
23	PIMCO EMERG MKTS BD-INST #137	693391559			6/21/2007	10/21/2011	227	0	1,815	0	1,934	-119	0	0	0	16
24	PIMCO EMERG MKTS BD-INST #137	693391559			6/21/2007	10/21/2011	209	0	1,086	0	1,439	-343	0	0	0	5
25	PIMCO EMERG MKTS BD-INST #137	693391559			9/21/2007	10/21/2011	47	0	802	0	821	-19	0	0	0	204
26	PIMCO EMERG MKTS BD-INST #137	693391559			6/23/2008	10/21/2011	37	0	511	0	511	-13	0	0	0	5
27	T ROWE PRICE REAL ESTATE FD #122	779919109			12/21/2007	10/21/2011	1,815	0	339	0	306	-98	0	0	0	1
28	T ROWE PRICE REAL ESTATE FD #122	779919109			6/21/2007	10/21/2011	284	0	7,495	0	7,495	-2,566	0	0	0	79
29	T ROWE PRICE REAL ESTATE FD #122	779919109			9/21/2007	10/21/2011	208	0	1,218	0	1,218	-104	0	0	0	-119
30	T ROWE PRICE REAL ESTATE FD #122	779919109			6/23/2008	10/21/2011	498	0	244	0	244	-57	0	0	0	-343
31	T ROWE PRICE REAL ESTATE FD #122	779919109			9/21/2007	10/21/2011	284	0	7,155	0	7,155	-1,777	0	0	0	-19
32	T ROWE PRICE REAL ESTATE FD #122	779919109			2/23/2007	10/21/2011	4,929	0	339	0	306	-98	0	0	0	-13
33	T ROWE PRICE REAL ESTATE FD #122	779919109			9/22/2008	10/21/2011	1,114	0	7,495	0	7,495	-2,566	0	0	0	-75
34	SSGA EMERGING MARKETS FD S #1510	784924425			3/21/2007	10/21/2011	187	0	1,218	0	1,218	-104	0	0	0	-57
35	SSGA EMERGING MARKETS FD S #1510	784924425			2/23/2007	10/21/2011	5,378	0	7,155	0	7,155	-1,777	0	0	0	-2,566
36	SSGA EMERGING MARKETS FD S #1510	784924425			9/22/2008	10/21/2011	1,114	0	244	0	244	-57	0	0	0	-104
37	VANGUARD INFLAT PROTECT SEC FD #1	922031869			3/3/2010	10/21/2011	6,150	0	5,336	0	5,336	614	0	0	0	-1,777
38	WELLS FARGO ADV INTL EQ FD INS #4194984B348				9/22/2008	10/21/2011	707	0	819	0	819	-112	0	0	0	614
39	WELLS FARGO ADV INTL EQ FD INS #4194984B348				12/21/2007	10/21/2011	165	0	253	0	253	-88	0	0	0	-112
40	WELLS FARGO ADV INTL EQ FD INS #4194984B348				3/24/2008	10/21/2011	100	0	139	0	139	-39	0	0	0	-88
41	WELLS FARGO ADV INTL EQ FD INS #4194984B348				6/23/2008	10/21/2011	96	0	132	0	132	-36	0	0	0	-39
42	WELLS FARGO ADV INTL EQ FD INS #4194984B348				2/20/2004	10/21/2011	12,642	0	14,437	0	14,437	-1,795	0	0	0	-36
43	WELLS FARGO ADV INTL EQ FD INS #4194984B348				12/21/2007	10/21/2011	1,067	0	1,104	0	1,104	-37	0	0	0	-1,795
44	WELLS FARGO ADV SM CP VL FD-ADM	94984B397			9/25/2008	10/21/2011	128	0	123	0	123	5	0	0	0	5
45	WELLS FARGO ADV SM CP VL FD-ADM	94984B397			2/20/2004	10/21/2011	2,547	0	3,103	0	3,103	-556	0	0	0	-556
46	WELLS FARGO ADV DISC VA FD-ADM	94984B587			2/20/2004	10/21/2011	651	0	857	0	857	-206	0	0	0	-556
47	WF ADV TRAD S/C GRWTH FD INST #4194985D244				2/20/2004	10/21/2011	901	0	854	0	854	47	0	0	0	-206
48	WF ADV TRAD S/C GRWTH FD INST #4194985D244				12/21/2007	10/21/2011	635	0	666	0	666	-31	0	0	0	47
49	WF ADV TRAD S/C GRWTH FD INST #4194985D244				3/24/2008	10/21/2011	343	0	302	0	302	41	0	0	0	-31
50	WF ADV TRAD S/C GRWTH FD INST #4194985D244				9/25/2008	10/21/2011	100	0	85	0	85	15	0	0	0	41
51	WF ADV TRAD S/C GRWTH FD INST #4194985D244				6/20/2004	10/21/2011	78	0	76	0	76	2	0	0	0	15
52	WF ADV TRAD S/C GRWTH FD INST #4194985D244				2/20/2004	10/21/2011	2,277	0	2,391	0	2,391	-114	0	0	0	2
53	WELLS FARGO ADV LG CP GR FD-INS #94985D277				9/25/2008	10/21/2011	256	0	229	0	229	27	0	0	0	-114
54	WELLS FARGO ADV LG CP GR FD-INS #94985D277				2/20/2004	10/21/2011	3,286	0	3,629	0	3,629	657	0	0	0	27
55	WELLS FARGO ADV LG CP GR FD-INS #94985D277				4/20/2004	10/21/2011	4,171	0	3,379	0	3,379	792	0	0	0	657
56	WELLS FARGO ADV LG CP GR FD-INS #94985D277				1/23/2009	10/21/2011	2,252	0	2,000	0	2,000	1,259	0	0	0	792
57	WELLS FARGO ADV LG CP GR FD-INS #94985D277				8/20/2004	10/21/2011	2,252	0	1,695	0	1,695	557	0	0	0	1,259
58	WELLS FARGO ADV LG CP GR FD-INS #94985D277				2/20/2004	10/21/2011	3,598	0	2,956	0	2,956	642	0	0	0	557

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

	Long Term CG Distributions Short Term CG Distributions	Amount		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		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
		662	0						109,513	0								
59	WELLS FARGO ADV INTL BOND-IS #470	94985D582					11/18/2005	10/21/2011			1,009	0	893	116			0	116
60	WELLS FARGO ADV INTL BOND-IS #470	94985D582					2/20/2004	10/21/2011			2,112	0	1,871	241			0	241
61	WELLS FARGO ADV ENTERPR CL I #31	949915367					2/23/2007	1/12/2011			1,113	0	985	128			0	128
62	WELLS FARGO ADV ENTERPR CL I #31	949915367					3/24/2008	10/21/2011			297	0	279	18			0	18
63	WELLS FARGO ADV ENTERPR CL I #31	949915367					9/22/2008	10/21/2011			267	0	240	27			0	27
64	WELLS FARGO ADV ENTERPR CL I #31	949915367					9/25/2008	10/21/2011			260	0	228	31			0	31
65	WELLS FARGO ADV ENTERPR CL I #31	949915367					3/21/2007	10/21/2011			70	0	68	2			0	2
66	WELLS FARGO ADV ENTERPR CL I #31	949915367					2/23/2007	10/21/2011			3,874	0	3,811	63			0	63
67	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					4/20/2004	10/21/2011			2,450	0	3,440	-990			0	-990
68	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					1/23/2009	10/21/2011			2,000	0	1,500	500			0	500
69	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					12/21/2007	10/21/2011			1,619	0	2,190	-571			0	-571
70	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					7/20/2006	10/21/2011			1,065	0	1,463	-398			0	-398
71	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					6/23/2008	10/21/2011			425	0	510	-85			0	-85
72	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					9/25/2008	10/21/2011			424	0	473	-49			0	-49
73	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					3/24/2008	10/21/2011			168	0	209	-41			0	-41
74	WF ADV FUNDS LGE CO VAL- ADMIN #3	949915854					2/20/2004	10/21/2011			4,404	0	6,297	-1,893			0	-1,893

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. Trust T		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	2,600
2										
3										
4										
5										
6										
7										
8										
9										
10										

2,600

Part

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

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

	Date	Amount
1 Credit from prior year return	1	15
2 First quarter estimated tax payment	2	13
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	28

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	2,336
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,336