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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

2011Department 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 5/1/2011, and ending 4/30/2012

Name of foundation JANICE DANA SPEAR SCHOLARSHIP FOUNDATION		A Employer identification number 22-6377147
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 169,983	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,877	4,815		
	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	2,342			
	b Gross sales price for all assets on line 6a	142,991			
	7 Capital gain net income (from Part IV, line 2)		2,342		
	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	7,219	7,157	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,290	2,468		822
	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)	1,000	0	0	1,000
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	368	55	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	4,658	2,523	0	1,822
	25 Contributions, gifts, grants paid	7,200			7,200
26 Total expenses and disbursements. Add lines 24 and 25	11,858	2,523	0	9,022	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,639				
b Net investment income (if negative, enter -0-)		4,634			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

POSTMARK DATE SEP 06 2012

SCANNED SEP 10 2012

Form 990-PF (2011) JANICE DANA SPEAR SCHOLARSHIP FOUNDATION

22-6377147

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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		5,345	5,356	5,356
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	
	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)	162,050	157,366	164,627	
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)	167,395	162,722	169,983	
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 and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	27	Capital stock, trust principal, or current funds	167,395	162,722	
		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)	167,395	162,722	
31	Total liabilities and net assets/fund balances (see instructions)	167,395	162,722			

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	167,395
2	Enter amount from Part I, line 27a	2	-4,639
3	Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	32
4	Add lines 1, 2, and 3	4	162,788
5	Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	66
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	162,722

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	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	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	2,342
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			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.000000
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 0.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
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 0

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		1	93
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	93
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	93
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	173	
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	173	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	80	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 80 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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

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 3,290	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

**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
	0
Total. Add lines 1 through 3	

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	167,321
b	Average of monthly cash balances	1b	6,728
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	174,049
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	174,049
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,611
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	171,438
6	Minimum investment return. Enter 5% of line 5	6	8,572

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	8,572
2a	Tax on investment income for 2011 from Part VI, line 5	2a	93
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	93
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,479
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,479
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	8,479

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	9,022
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	9,022
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	9,022

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				8,479
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			7,166	
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>9,022</u>				
a Applied to 2010, but not more than line 2a			7,166	
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				1,856
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				6,623
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			

N/A

- b. Check box to indicate whether the foundation is a private operating foundation described in section**

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c . . .

- a "Assets" alternative test—enter

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- 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) .**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	7,200
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	4,877	
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	2,342	
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		7,219	0
13 Total. Add line 12, columns (b), (d), and (e)				13	7,219

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

- | | | | | | |
|---------------------------------------|--|---|----------|---|--------------|
| Paid
Preparer
Use Only | Print/Type preparer's name | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
| | JOSEPH J. CASTRIANO |  | 8/1/2012 | | P01251603 |
| | Firm's name ▶ PricewaterhouseCoopers, LLP | | | Firm's EIN ▶ | 13-4008324 |
| | Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777 | | | Phone no | 412-355-6000 |

JANICE DANA SPEAR SCHOLARSHIP FOUNDATION

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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

THE JULLIARD SCHOOL

Street

60 LINCOLN CENTER PLAZA

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,200

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	Totals				
								Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
								Price	Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
		Long Term CG Distributions	Amount									
		Short Term CG Distributions	503									
			0									
1	X	ARTIO TOTAL RETURN BD FD	04315J209			10/14/2009		137	133			4
2	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		6,951	6,114			837
3	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		3,215	2,836			379
4	X	ARTIO INTERNATIONAL EQ FI	04315J837			9/26/2007		5,205	8,189			-2,984
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/14/2008		144	224			-80
6	X	ARTIO INTERNATIONAL EQ FI	04315J837			10/14/2008		666	723			-57
7	X	ARTIO INTERNATIONAL EQ FI	04315J837			4/14/2010		639	785			-146
8	X	ARTIO INTERNATIONAL EQ FI	04315J837			4/14/2008		203	322			-119
9	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/14/2008		42	71			-29
10	X	DODGE & COX INT'L STOCK F	256206103			9/26/2007		313	483			-170
11	X	DODGE & COX INCOME FD C	256210105			8/26/2011		2,935	2,961			-26
12	X	DODGE & COX INCOME FD C	256210105			8/26/2011		4,561	4,491			70
13	X	DODGE & COX INCOME FD C	256210105			9/26/2007		1,319	1,225			94
14	X	DODGE & COX INCOME FD C	256210105			9/26/2007		231	215			16
15	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		3,256	3,479			-223
16	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		605	564			41
17	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		499	447			52
18	X	GOLDEN LARGE CAP CORE F	34984T881			4/14/2008		409	470			-61
19	X	GOLDEN LARGE CAP CORE F	34984T881			11/1/2007		144	182			-38
20	X	GOLDEN LARGE CAP CORE F	34984T881			7/14/2008		104	115			-11
21	X	GOLDEN LARGE CAP CORE F	34984T881			9/26/2007		7,504	9,611			-2,107
22	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		949	838			111
23	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		1,743	1,490			253
24	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		2,492	1,692			800
25	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		3,198	2,316			882
26	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		356	250			106
27	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		196	125			71
28	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/14/2009		1,478	751			727
29	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2,863	1,810			1,053
30	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2,908	2,625			283
31	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		1,756	1,543			213
32	X	HARBOR CAPITAL APRCTON	411511504			8/26/2011		554	539			15
33	X	HARBOR CAPITAL APRCTON	411511504			8/26/2011		369	323			46
34	X	HARBOR CAPITAL APRCTON	411511504			8/26/2011		394	323			71
35	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		890	543			347
36	X	ING INTERNATIONAL REAL ES	44980Q518			1/14/2008		702	1,010			-308
37	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		1,346	2,370			-1,024
38	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		269	244			25
39	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		2,513	2,193			320
40	X	ISHARES S & P 500 INDEX FU	464287200			8/24/2011		140	117			23
41	X	JPMORGAN HIGH YIELD FUND	4812C0803			9/26/2007		3,166	3,438			-272
42	X	JPMORGAN HIGH YIELD FUND	4812C0803			4/14/2010		504	526			-22
43	X	JPMORGAN HIGH YIELD FUND	4812C0803			11/1/2007		91	99			-8
44	X	JPMORGAN HIGH YIELD FUND	4812C0803			4/14/2008		54	54			0
45	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/5/2008		6,123	6,202			-79
46	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		1,384	1,545			-161
47	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		337	374			-37
48	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		361	349			12
49	X	MFS VALUE FUND-CLASS I #8	552983694			5/26/2011		3,744	4,173			-429
50	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		2,552	2,426			126
51	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2,838	2,896			-58

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										142,991		140,649		2,342	
Short Term CG Distributions										0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
52	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	5,955	5,880				75	
53	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		4/17/2012	369	362				7	
54	X	PIMCO EMERG MKTS BD-INST	693391559			9/26/2007		8/24/2011	3,484	3,340				144	
55	X	PIMCO COMMODITY REAL RE	722005667			9/26/2007		8/24/2011	1,496	2,557				-1,061	
56	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	711	780				-69	
57	X	PIMCO COMMODITY REAL RE	722005667			1/14/2009		8/24/2011	733	519				214	
58	X	PIMCO COMMODITY REAL RE	722005667			1/14/2009		10/20/2011	339	279				60	
59	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		10/20/2011	3,083	2,375				708	
60	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		10/20/2011	5,948	5,985				-37	
61	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		4/17/2012	417	417				0	
62	X	SSGA EMERGING MARKETS F	784924425			10/14/2008		8/24/2011	2,113	1,664				449	
63	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		8/24/2011	1,937	1,158				779	
64	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		8/24/2011	1,162	1,339				-177	
65	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		10/20/2011	413	466				-53	
66	X	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		2/10/2012	294	291				3	
67	X	VANGUARD INFLAT PROTECT	922031869			10/14/2009		8/24/2011	1,263	1,135				128	
68	X	VANGUARD INFLAT PROTECT	922031869			10/15/2007		8/24/2011	249	211				38	
69	X	VANGUARD INFLAT PROTECT	922031869			9/26/2007		8/24/2011	5,634	4,785				849	
70	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	1,259	1,221				38	
71	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012	682	587				95	
72	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/26/2011	5,877	3,900				1,977	
73	X	WELLS FARGO ADV INTR VA	94985D582			6/14/2004		8/24/2011	324	264				60	
74	X	WELLS FARGO ADV INTR VA	94985D582			6/14/2004		10/20/2011	3,067	2,639				428	
75	X	WF ADV ENDEAVOR SELECT	949915565			10/14/2008		8/24/2011	1,797	1,515				282	
76	X	WF ADV ENDEAVOR SELECT	949915565			8/1/2008		8/24/2011	1,622	1,953				-331	
77	X	WF ADV ENDEAVOR SELECT	949915565			1/14/2009		8/24/2011	1,052	708				344	
78	X	WF ADV ENDEAVOR SELECT	949915565			1/14/2008		8/24/2011	229	284				-55	
79	X	WF ADV ENDEAVOR SELECT	949915565			4/14/2008		8/24/2011	16	19				-3	
80	X	WF ADV ENDEAVOR SELECT	949915565			9/26/2007		8/24/2011	5,611	7,192				-1,581	

Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,000	0	0	1,000
1	TAX PREP FEES	1,000			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	140			
2	ESTIMATED EXCISE TAX PAID	173			
3	FOREIGN TAX WITHHELD	55	55		
4					
5					
6					
7					
8					
9					
10					

368 55 0 0

Part II, Line 13 (990-PF) - Investments - Other

		162,050	157,366	164,627
	Item or Category	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS	162,050	157,366	164,627
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

	Long Term CG Distributions Short Term CG Distributions	Amount	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
			142,488	0			140,649	1,839	0	0	0	1,839
1	ARTIO TOTAL RETURN BD FD CL #152	04315J209		10/14/2009	8/24/2011	137	133	4			0	4
2	ARTIO TOTAL RETURN BD FD CL #152	04315J209		10/31/2008	8/24/2011	6,951	6,114	837			0	837
3	ARTIO TOTAL RETURN BD FD CL #152	04315J209		10/31/2008	10/20/2011	3,215	2,836	379			0	379
4	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		9/26/2007	8/24/2011	5,205	8,189	-2,984			0	-2,984
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/14/2008	8/24/2011	144	224	-80			0	-80
6	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		10/14/2008	10/20/2011	666	723	-57			0	-57
7	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		4/14/2008	10/20/2011	203	765	-146			0	-146
8	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		4/14/2008	10/20/2011	203	322	-119			0	-119
9	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/14/2008	10/20/2011	42	71	-29			0	-29
10	DODGE & COX INTL STOCK FD #1048	256206103		9/26/2007	8/24/2011	313	483	-170			0	-170
11	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	10/20/2011	2,935	2,961	-26			0	-26
12	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012	4,561	4,491	70			0	70
13	DODGE & COX INCOME FD COM #147	256210105		9/26/2007	2/10/2012	1,319	1,225	94			0	94
14	DODGE & COX INCOME FD COM #147	256210105		9/26/2007	4/17/2012	231	215	16			0	16
15	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	3,256	3,479	-223			0	-223
16	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/10/2012	605	564	41			0	41
17	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	4/17/2012	499	447	52			0	52
18	GOLDEN LARGE CAP CORE FUND-I	34984T881		4/14/2008	8/24/2011	409	470	-61			0	-61
19	GOLDEN LARGE CAP CORE FUND-I	34984T881		11/1/2007	8/24/2011	144	182	-38			0	-38
20	GOLDEN LARGE CAP CORE FUND-I	34984T881		7/14/2008	8/24/2011	104	115	-11			0	-11
21	GOLDEN LARGE CAP CORE FUND-I	34984T881		9/26/2007	8/24/2011	7,504	9,611	-2,107			0	-2,107
22	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	8/24/2011	949	838	111			0	111
23	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	10/20/2011	1,743	1,490	253			0	253
24	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	10/20/2011	2,492	1,692	800			0	800
25	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		10/31/2008	8/24/2011	3,156	2,316	840			0	840
26	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		10/31/2008	10/20/2011	356	250	106			0	106
27	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		10/31/2008	2/10/2012	196	125	71			0	71
28	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		1/14/2009	4/10/2012	1,478	751	727			0	727
29	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		10/31/2008	4/10/2012	2,863	1,810	1,053			0	1,053
30	GOLDMAN SACHS GRTH OPP FDI-I #113	38142Y401		10/31/2008	8/24/2011	2,908	2,625	283			0	283
31	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	10/20/2011	1,756	1,543	213			0	213
32	HARBOR CAPITAL ARCTON-INST #20	411511504		8/26/2011	10/20/2011	554	539	15			0	15
33	HARBOR CAPITAL ARCTON-INST #20	411511504		8/26/2011	2/10/2012	369	323	46			0	46
34	HARBOR CAPITAL ARCTON-INST #20	411511504		8/26/2011	4/17/2012	394	323	71			0	71
35	ING INTERNATIONAL REAL EST-I #2664	449800518		2/27/2009	8/24/2011	890	543	347			0	347
36	ING INTERNATIONAL REAL EST-I #2664	449800518		1/14/2008	8/24/2011	702	1,010	-308			0	-308
37	ING INTERNATIONAL REAL EST-I #2664	449800518		11/1/2007	8/24/2011	1,346	2,370	-1,024			0	-1,024
38	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	2/10/2012	2,513	2,193	320			0	320
39	ISHARES S & P 500 INDEX FUND	464287200		8/24/2011	4/17/2012	140	117	23			0	23
40	ISHARES S & P 500 INDEX FUND	464287200		8/24/2011	4/17/2012	3,166	3,438	-272			0	-272
41	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		4/14/2010	8/24/2011	504	526	-22			0	-22
42	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		11/1/2007	8/24/2011	91	99	-8			0	-8
43	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		4/14/2008	8/24/2011	54	54	0			0	0
44	JP MORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/24/2011	6,123	6,202	-79			0	-79
45	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	1,394	1,545	-161			0	-161
46	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	10/20/2011	337	374	-37			0	-37
47	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	361	349	12			0	12
48	MFS VALUE FUND-CLASS I #893	552936864		5/26/2011	10/20/2011	3,744	4,173	-429			0	-429
49	MFS VALUE FUND-CLASS I #893	552936864		8/26/2011	10/20/2011	2,552	2,426	126			0	126
50	MAINSTAY EP US EQUITY-INS #1204	560633302		10/20/2011	2/10/2012	2,836	2,896	-60			0	-60
51	PIMCO TOTAL RET FD-INST #35	663390700		8/26/2011	2/10/2012	5,955	5,880	75			0	75
52	PIMCO TOTAL RET FD-INST #35	663390700		8/26/2011	4/17/2012	369	362	7			0	7
53	PIMCO EMERG MKTS BD-INST #137	663391559		9/26/2007	8/24/2011	3,484	3,340	144			0	144
54	PIMCO EMERG MKTS BD-INST #137	663391559		9/26/2007	8/24/2011	1,496	2,557	-1,061			0	-1,061
55	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/31/2008	8/24/2011	711	780	-69			0	-69
56	PIMCO COMMODITY REAL RET STRAT-I	722005667		1/14/2009	8/24/2011	733	519	214			0	214
57	PIMCO COMMODITY REAL RET STRAT-I	722005667		1/14/2009	10/20/2011	339	279	60			0	60
58	PIMCO COMMODITY REAL RET STRAT-I	722005667		1/14/2009	10/20/2011	339	279	60			0	60

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

Amount															1,839
Long Term CG Distributions															0
Short Term CG Distributions															0
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	142,488	0	140,649	1,839	0	0	0	0	1,839
							Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses
59	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/27/2009	10/20/2011		3,083	0	2,375	708			0		708
60	T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	10/20/2011		5,948	0	5,985	-37			0		-37
61	T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	4/17/2012		417	0	417	0			0		0
62	SSGA EMERGING MARKETS FD S #1510	784924425		10/14/2008	8/24/2011		2,113	0	1,664	449			0		449
63	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	8/24/2011		1,937	0	1,158	779			0		779
64	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	8/24/2011		1,162	0	1,339	-177			0		-177
65	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	10/20/2011		413	0	466	-53			0		-53
66	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	2/10/2012		294	0	291	3			0		3
67	VANGUARD INFLAT PROTECT SEC FD #	922031869		10/14/2009	8/24/2011		1,263	0	1,135	128			0		128
68	VANGUARD INFLAT PROTECT SEC FD #	922031869		10/15/2007	8/24/2011		249	0	211	38			0		38
69	VANGUARD INFLAT PROTECT SEC FD #	922031869		9/26/2007	8/24/2011		5,634	0	4,785	849			0		849
70	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011		1,259	0	1,221	38			0		38
71	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012		682	0	587	95			0		95
72	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	5/26/2011		5,877	0	3,900	1,977			0		1,977
73	WELLS FARGO ADV INTL BOND-IS #47094985D582			6/14/2004	8/24/2011		324	0	264	60			0		60
74	WELLS FARGO ADV INTL BOND-IS #47094985D582			6/14/2004	10/20/2011		3,067	0	2,639	428			0		428
75	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/14/2008	8/24/2011		1,797	0	1,515	282			0		282
76	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	8/24/2011		1,622	0	1,953	-331			0		-331
77	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/14/2009	8/24/2011		1,052	0	708	344			0		344
78	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/14/2008	8/24/2011		229	0	284	-55			0		-55
79	WF ADV ENDEAVOR SELECT-I #3124	949915565		4/14/2008	8/24/2011		16	0	19	-3			0		-3
80	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/26/2007	8/24/2011		5,611	0	7,192	-1,581			0		-1,581

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	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	3,290
2										
3										
4										
5										
6										
7										
8										
9										
10										

3,290

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	9/8/2011	173
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		173

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	7,166
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	7,166

JANICE DANA SPEAR SCHOLARSHIP
2513025467
FYE 4-30-12

Security Category	Account #	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	2513025467	22-6377147	04314H204	ARTISAN INTERNATIONAL FUND #661	397 4520	8131 86	9085.75
Invest - Other	2513025467	22-6377147	256210105	DODGE & COX INCOME FD COM #147	780 2770	9787 34	10658.58
Invest - Other	2513025467	22-6377147	411511504	HARBOR CAPITAL APRCTION-INST #2012	238 5360	8565 83	10431.18
Invest - Other	2513025467	22-6377147	589509108	MERGER FD SH BEN INT #260	207 3430	3282 24	3278.09
Invest - Other	2513025467	22-6377147	693390700	PIMCO TOTAL RET FD-INST #35	943 3860	9604 62	10584 79
Invest - Other	2513025467	22-6377147	693390882	PIMCO FOREIGN BD FD USD H-INST #103	490 6030	5044 41	5308 32
Invest - Other	2513025467	22-6377147	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2830 0000	13700 78	13725 5
Invest - Other	2513025467	22-6377147	04314H600	ARTISAN MID CAP FUND-INS #1333	113 5510	4507 96	4699.88
Invest - Other	2513025467	22-6377147	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	145 0000	4219 5	4287 65
Invest - Other	2513025467	22-6377147	464287200	ISHARES S & P 500 INDEX FUND	28 0000	3285 32	3927 84
Invest - Other	2513025467	22-6377147	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	462 7940	5677 14	5484.11
Invest - Other	2513025467	22-6377147	256206103	DODGE & COX INT'L STOCK FD #1048	265 1520	9161 52	8532 59
Invest - Other	2513025467	22-6377147	552983694	MFS VALUE FUND-CLASS I #893	315 1560	7311 99	7907 26
Invest - Other	2513025467	22-6377147	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	392 4160	5680 08	5686 11
Invest - Other	2513025467	22-6377147	56063J302	MAINSTAY EP US EQUITY-INS #1204	194 1260	2403 28	2605 17
Invest - Other	2513025467	22-6377147	339128100	JP MORGAN MID CAP VALUE-I #758	151 0000	3550 01	4025 66
Invest - Other	2513025467	22-6377147	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	579 3470	7272 9	6662 49
Invest - Other	2513025467	22-6377147	922908553	VANGUARD REIT VIPER	96 0000	5127 02	6285.12
Invest - Other	2513025467	22-6377147	922042858	VANGUARD MSCI EMERGING MARKETS ETF	111 0000	5152 89	4723 6
Invest - Other	2513025467	22-6377147	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	146 1910	4545 08	4833.07
Invest - Other	2513025467	22-6377147	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	166 0000	5882 25	6208 4
Invest - Other	2513025467	22-6377147	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	200 8770	3290 37	3615 79
Invest - Other	2513025467	22-6377147	76628T645	RIDGEWORTH SEIX HY BD-I #5855	974 5480	9127 27	9462.86
Invest - Other	2513025467	22-6377147	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	1014 0380	8917 19	8294.83
Invest - Other	2513025467	22-6377147	487300808	KEELEY SMALL CAP VAL FD CL I #2251	166 0000	4136 72	4312 68
						157365.57	164627.32
Savings & Temp Inv	2513025467	22-6377147	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4855 2300	4855 23	4855 23
Savings & Temp Inv	2513025467	22-6377147	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	500 2700	500 27	500 27
						5355.5	5355 5
Total Cash and Securities						162721 07	169982 82