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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

5/1/2012

, and ending

4/30/2012

2013

Name of foundation

BATEMAN P/SC FDN

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A - 1 W 4TH ST 4TH FLOOR MAC D4000-041

Room/suite

Employer identification number

59-6149634

2013

City or town, state, and ZIP code

WINSTON SALEM

NC

27101-3818

2013

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH 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) ► \$ 658,323 (Part I, column (d) must be on cash basis)

J Accounting method. Cash Accrual
 Other (specify) _____

A Employer identification number
59-6149634

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 ►

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)
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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				
4 Dividends and interest from securities	16,280	16,088		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	1,593			
b Gross sales price for all assets on line 6a	267,015			
7 Capital gain net income (from Part IV, line 2)		1,593		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	17,873	17,681	0	
13 Compensation of officers, directors, trustees, etc	10,074	7,555		2,519
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	878			878
c Other professional fees (attach schedule)				
17 Interest AUG 05 2013				
18 Taxes (attach schedule) (see instructions)	1,164	162		
19 Depreciation (attach schedule) and depletion				
20 Occupancy OGDEN UT				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.				
Add lines 13 through 23	12,116	7,717	0	3,397
25 Contributions, gifts, grants paid	26,000			26,000
26 Total expenses and disbursements. Add lines 24 and 25	38,116	7,717	0	29,397
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-20,243			
b Net investment income (if negative, enter -0-)		9,964		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

6

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			
	2	Savings and temporary cash investments	24,247	24,774	24,774
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	586,624	565,689	633,549
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
Net Assets or Fund Balances	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	610,871	590,463	658,323
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	0	0	
Part III	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	610,871	590,463	
	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)	610,871	590,463	
	31	Total liabilities and net assets/fund balances (see instructions) .	610,871	590,463	

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	610,871
2	Enter amount from Part I, line 27a	2	-20,243
3	Other increases not included in line 2 (itemize) ► Cost Basis Adjustment	3	100
4	Add lines 1, 2, and 3	4	590,728
5	Decreases not included in line 2 (itemize) ► PY Return of Capital Adjustment	5	265
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	590,463

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 See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,593
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	28,766	622,694	0.046196
2010	33,350	619,736	0.053813
2009	75,446	585,271	0.128908
2008	3,650	608,556	0.005998
2007	750	810,134	0.000926

2 Total of line 1, column (d) **2** 0 235841

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 047168

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 621,721

5 Multiply line 4 by line 3 **5** 29,325

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 100

7 Add lines 5 and 6 **7** 29,425

8 Enter qualifying distributions from Part XII, line 4 **8** 29,397

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**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** 2012 estimated tax payments and 2011 overpayment credited to 2012**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

6a	676
6b	
6c	
6d	

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 2013 estimated tax ► 199 Refunded ► 11 278****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?

1a	Yes	No
	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b	Yes	No
	X	

*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?

1c	Yes	No
	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 ► \$ _____

2	Yes	No
	X	

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

3	Yes	No
	X	

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*

4a	Yes	No
	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

4b	Yes	No
	N/A	

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

5	Yes	No
	X	

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

6	Yes	No
	X	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?*If "Yes," attach the statement required by General Instruction T*

7	Yes	No
	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?

8a	Yes	No
	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**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9	Yes	No
	X	

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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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10	Yes	No
	X	

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 ► 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC ZIP+4 ► 27101-3818		
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 2012, 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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
	(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 ►	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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 2012 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 2012)	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 2012?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ► **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

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," file Form 8870**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? Yes No

5b	N/A		
6b		X	
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. 1 W 4TH ST 4TH FLOOR MAC D4000-041 WIN	Trustee	4 00	10,074	

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

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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		

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	

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	606,687
b	Average of monthly cash balances	1b	24,502
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	631,189
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	631,189
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	621,721
6	Minimum investment return. Enter 5% of line 5	6	31,086

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	31,086
2a	Tax on investment income for 2012 from Part VI, line 5	2a	199
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	199
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,887
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,887
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	30,887

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	29,397
b	Program-related investments—total from Part IX-B	1b	
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	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	29,397
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,397

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				30,887
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				16,671
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 29,397				
a Applied to 2011, but not more than line 2a				16,671
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				12,726
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				18,161
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	►			
1 b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
2 b	85% of line 2a				0
2 c	Qualifying distributions from Part XII, line 4 for each year listed				0
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
2 e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

Wells Fargo Bank N A - 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM, NC 27101-3818 (888) 730-4933

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	26,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
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	16,280	
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	1,593	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0	17,873	0
13 Total Add line 12, columns (b), (d), and (e)			13	17,873	

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	
	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of	
(1)	Cash	<input checked="" type="checkbox"/>
(2)	Other assets	<input checked="" type="checkbox"/>
b	Other transactions	
(1)	Sales of assets to a noncharitable exempt organization	<input type="checkbox"/>
(2)	Purchases of assets from a noncharitable exempt organization	<input checked="" type="checkbox"/>
(3)	Rental of facilities, equipment, or other assets	<input type="checkbox"/>
(4)	Reimbursement arrangements	<input type="checkbox"/>
(5)	Loans or loan guarantees	<input type="checkbox"/>
(6)	Performance of services or membership or fundraising solicitations	<input type="checkbox"/>
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received	
	1a(1)	<input checked="" type="checkbox"/>
	1a(2)	<input checked="" type="checkbox"/>
	1b(1)	<input type="checkbox"/>
	1b(2)	<input checked="" type="checkbox"/>
	1b(3)	<input type="checkbox"/>
	1b(4)	<input type="checkbox"/>
	1b(5)	<input type="checkbox"/>
	1b(6)	<input type="checkbox"/>
	1c	<input checked="" type="checkbox"/>

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<p>Sign Here</p>	<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge</p> <p>► <i>John Salente</i> SVP Wells Fargo Bank N.A. <u>7/24/2013</u> ► SVP Wells Fargo Bank N A</p>		
<p>Signature of officer or trustee</p>		<p>Date</p>	<p>Title</p>
<p>May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		7/24/2013		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	

BATEMAN P/SC FDN

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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

NameJACKSONVILLE UNIVERSITY**Street**2800 UNIVERSITY BLVD**City**JACKSONVILLE**State**FL**Zip Code**32211**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000**Name**SOUTHERN SCHOLARSHIP FOUNDATION**Street**322 STADIUM DRIVE**City**TALLAHASSEE**State**FL**Zip Code**32304**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000**Name**BETHUNE-COOKMAN COLLEGE**Street**640 DR. MARY MCLEOD BETHUNE**City**DAYTON**State**FL**Zip Code**32114**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000**Name**STETSON UNIVERSITY**Street**421 N WOODLAND BLVD**City**DELAND**State**FL**Zip Code**32723**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000**Name**UNIVERSITY OF WEST FLORIDA**Street**11000 UNIVERSITY PARKWAY**City**PENSACOLA**State**FL**Zip Code**32514-5750**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000**Name**ROLLINS COLLEGE**Street**1000 HOLT AVE**City**WINTER PARK**State**FL**Zip Code**32789**Foreign Country****Relationship**NONE**Foundation Status**501(C)(3) PUBLIC CHARITY**Purpose of grant/contribution**SCHOLARSHIP**Amount**2,000

BATEMAN P/SC FDN

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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

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City

GAINESVILLE

State

FL

Zip Code

32604

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

BARRY UNIVERSITY

Street

11300 NE 2ND AVE

City

MIAMI SHORES

State

FL

Zip Code

33161

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

UNIVERSITY OF MIAMI SCHOOL OF MUSIC

Street

PO BOX 248165

City

CORAL GABLES

State

FL

Zip Code

33124-7610

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City

GAINESVILLE

State

FL

Zip Code

32604

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

ECKERD COLLEGE

Street

4200 54TH AVE SOUTH

City

ST PETERBURG

State

FL

Zip Code

33711

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

FLORIDA MEMORIAL COLLEGE

Street

15800 NW 42ND AVE

City

MIAMI GARDENS

State

FL

Zip Code

33054

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

BATEMAN P/SC FDN

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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. THOMAS UNIVERSITY

Street

16401 NW 37TH AVE

City

MIAMI GARDENS

State

FL

Zip Code
33054

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

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Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Date Acquired	Date Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									Capital Gains/Losses Other sales	Totals	267,015	265,422	0	
Long Term CG Distributions														1,533
Short Term CG Distributions		2,145												0
1 X ARTISAN INTERNATIONAL FUND	04314H204			8/26/2011		4,513	4,031							482
2 X ARTISAN INTERNATIONAL FUND	04314H204			8/26/2011		1,280	1,105							175
3 X ARTISAN MID CAP FUND-INS	410421600			4/10/2012		807	794							13
4 X CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		1,059	1,208							-139
5 X CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		1,032	1,416							-156
6 X DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		663	644							19
7 X DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		669	557							112
8 X DODGE & COX INT'L STOCK	256206103			11/4/2008		8/8/2012	4,406							-1831
9 X DODGE & COX INT'L STOCK	256206103			11/4/2008		10/3/2012	1,606							-577
10 X DODGE & COX INCOME FUND	256210105			8/10/2012		10/3/2012	623							2
11 X DODGE & COX INCOME FUND	256210105			5/10/2012		11/19/2012	7,324							126
12 X DODGE & COX INCOME FUND	256210105			8/10/2012		11/19/2012	7,198							118
13 X DODGE & COX INCOME FUND	256210105			11/19/2012		11/19/2012	11,719							982
14 X DREYFUS EMG MKT DEBT LO	261980434			8/26/2011		10/3/2012	627							-11
15 X DREYFUS EMG MKT DEBT LO	261980434			8/26/2011		2/7/2013	3,030							75
16 X DREYFUS EMG MKT DEBT LO	261980434			2/4/2011		12/17/2010	1,574							22
17 X JP MORGAN M&C CAP VALUE	339128100			8/8/2012		8/8/2012	838							163
18 X JP MORGAN M&C CAP VALUE	339128100			12/17/2010		10/3/2012	672							109
19 X JP MORGAN M&C CAP VALUE	339128100			8/10/2012		10/3/2012	130							108
20 X HARBOR CAPITAL APRICION	411511504			5/25/2011		10/3/2012	1,332							6
21 X HARBOR CAPITAL APRICION	411511504			10/20/2011		8/8/2012	1,088							196
22 X HUSSMAN STRATEGIC GROW	448108100			10/20/2011		2/7/2013	9,356							-1467
23 X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	2,326							-1974
24 X HUSSMAN STRATEGIC GROW	448108100			10/24/2011		5/8/2012	5,711							-323
25 X ISHARES S & P 500 INDEX FUND	4624287200			8/24/2011		5/8/2012	136							995
26 X ISHARES S & P 500 INDEX FUND	4624287200			8/24/2011		5/8/2012	136							19
27 X ISHARES S & P 500 INDEX FUND	4624287200			8/8/2012		10/3/2012	873							29
28 X ISHARES CORE S & P 500 EFT	4624287200			27/2013		2/7/2013	1,216							-91
29 X ISHARES RUSSELL 2000 GROWTH	4624287200			11/19/2012		2/7/2013	8,781							1,055
30 X ISHARES RUSSELL 2000 GROWTH	4624287200			12/19/2012		2/7/2013	8,066							533
31 X KEELEY SMALL CAP VAL FD	487300808			5/10/2012		8/8/2012	698							995
32 X KEELEY SMALL CAP VAL FD	487300808			12/17/2010		10/3/2012	1,208							112
33 X KEELEY SMALL CAP VAL FD	487300808			12/17/2010		2/7/2013	6,753							1345
34 X AUDIUS MONDRIAN INT'L FUND	5188550655			10/20/2011		8/8/2012	5,935							-220
35 X AUDIUS MONDRIAN INT'L FUND	5188550655			2/14/2012		10/3/2012	1,080							-16
36 X MFS VALUE FUND-CLASS I-88	5529833694			5/25/2011		10/3/2012	1,176							39
37 X MFS VALUE FUND-CLASS I-88	5529833694			10/20/2011		10/3/2012	1,268							83
38 X MAINSTAY EP US EQUITY-INS	560633302			12/17/2010		8/8/2012	9,398							16
39 X MERGER FD SH BEN INT 260	588509108			10/20/2011		8/8/2012	2,511							113
40 X OPPENHEIMER DEVELOPING	683974505			5/25/2011		10/3/2012	1,117							23
41 X PIMCO TOTAL RET FD-INST #3	6933930700			8/10/2012		10/3/2012	1,319							79
42 X PIMCO TOTAL RET FD-INST #3	6933930700			11/21/2012		2/7/2013	1,398							16
43 X PIMCO TOTAL RET FD-INST #3	6933930700			11/21/2012		8/8/2012	1,176							1,180
44 X PIMCO FOREIGN BD FUND	6933930882			8/10/2012		2/7/2013	6,635							-149
45 X PIMCO FOREIGN BD FUND	6933930882			2/4/2011		8/8/2012	1,913							113
46 X PIMCO FOREIGN BD FUND	6933930882			5/25/2011		8/8/2012	436							23
47 X PIMCO FOREIGN BD FUND	6933930882			1/4/2012		8/8/2012	4,370							281
48 X PIMCO FOREIGN BD FUND	6933930882			8/26/2011		11/19/2012	618							53
49 X RIDGEWORTH SEIX HY BD-I	766281645			8/26/2011		8/8/2012	1,133							17
50 X RIDGEWORTH SEIX HY BD-I	766281645			8/26/2011		8/8/2012	617							39
51 X RIDGEWORTH SEIX HY BD-I	766281645			10/3/2012		11/19/2012	627							37
52 X RIDGEWORTH SEIX HY BD-I	766281645			8/26/2011		11/19/2012	3,155							175
53 X TROWNE PRICE SHORT TERM	77957P105			8/29/2011		2/7/2013	3,740							301
54 X TROWNE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	7,764							0
55 X TROWNE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	7,246							-19
56 X TROWNE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	1,243							-86
57 X SPDR DJI WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	2,385							46
58 X SPDR DJI WILSHIRE INTERNA	78463X863			11/19/2012		11/19/2012	8,891							18
59 X TROWNE PRICE SHORT TERM	78463X863			8/23/2011		8/8/2012	8,891							-33
60 X TROWNE PRICE SHORT TERM	78463X863			12/17/2010		12/17/2010	5,510							670
61 X TROWNE PRICE SHORT TERM	78463X863			12/17/2010		12/17/2010	5,510							-642
62 X TROWNE PRICE SHORT TERM	78463X863			12/17/2010		12/17/2010	7,592							-5
63 X TROWNE PRICE SHORT TERM	78463X863			12/17/2010		12/17/2010	445							-78
64 X VANGUARD MSC EMERGING	9229042868			10/27/2012		12/17/2010	629							145
65 X VANGUARD RET VIPER	9229042868			12/17/2010		5/8/2012	784							109
66 X VANGUARD RET VIPER	9229042868			12/17/2010		8/8/2012	527							80
67 X VANGUARD RET VIPER	9229042868			12/17/2010		11/19/2012	1,027							80

Part I, Line 16b (990-PF) - Accounting Fees

		878	0	0	878
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	878			878

Part I, Line 18 (990-PF) - Taxes

		1,164	162	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	162	162		
2	PY EXCISE TAX DUE	326			
3	ESTIMATED EXCISE PAYMENTS	676			

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

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	9/11/2012	169
3 Second quarter estimated tax payment	10/10/2012	169
4 Third quarter estimated tax payment	1/9/2013	169
5 Fourth quarter estimated tax payment	4/9/2013	169
6 Other payments		0
7 Total		676

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	16,671
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,671

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

Florida Attorney General does not require and prefers that a copy of the 990-PF is not filed with their office.

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	4019300842	59-6149634			\$0.00	0.00	\$0.00
Savings & Temp Inv	4019300842	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$17,679.46	17,679.46	
Savings & Temp Inv	4019300842	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$7,094.54	7,094.54	
				TOTAL CASH, SAVINGS, AND TEMP IN	\$24,774.00		\$24,774.00
Invest - Other	4019300842	59-6149634	04314H204	ARTISAN INTERNATIONAL FUND #661	\$31,663.30	1,177.95	\$24,100.86
Invest - Other	4019300842	59-6149634	256210105	DODGE & COX INCOME FD COM #47	\$50,585.19	3,628.78	\$47,189.65
Invest - Other	4019300842	59-6149634	411511504	HARBOR CAPITAL APRITION-INST #2012	\$53,776.12	1,155.73	\$45,229.31
Invest - Other	4019300842	59-6149634	589509108	MERGER FD SH BEN INT #260	\$12,874.55	809.21	\$12,794.51
Invest - Other	4019300842	59-6149634	6933590700	PIMCO TOTAL RET FD-INST #35	\$50,959.58	4,493.79	\$46,907.56
Invest - Other	4019300842	59-6149634	6933590882	PIMCO FOREIGN BD FD USD H-INST #103	\$11,966.88	1,091.87	\$11,415.93
Invest - Other	4019300842	59-6149634	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$18,459.16	3,813.88	\$18,459.16
Invest - Other	4019300842	59-6149634	04314H600	ARTISAN MID CAP FUND-INS #1333	\$22,741.46	522.43	\$20,929.81
Invest - Other	4019300842	59-6149634	464287200	ISHARES CORE S & P 500 ETF	\$23,586.15	147.00	\$18,215.45
Invest - Other	4019300842	59-6149634	513855Q655	LAUDUS MONDRIAN INTL FI-INST #12940	\$11,733.05	1,057.99	\$13,013.31
Invest - Other	4019300842	59-6149634	256206103	DODGE & COX INT'L STOCK FD #1048	\$31,792.06	850.51	\$24,856.44
Invest - Other	4019300842	59-6149634	552983694	MFS VALUE FUND-CLASS I #893	\$37,418.68	1,284.54	\$30,618.95
Invest - Other	4019300842	59-6149634	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$27,405.63	1,757.90	\$25,388.38
Invest - Other	4019300842	59-6149634	262028855	DRIEHAUS ACTIVE INCOME FUND	\$12,783.88	1,184.79	\$12,427.48
Invest - Other	4019300842	59-6149634	339128100	JP MORGAN MID CAP VALUE-I #758	\$17,082.86	537.70	\$12,880.74
Invest - Other	4019300842	59-6149634	922908553	VANGUARD REIT VIPER	\$24,541.28	326.00	\$17,152.24
Invest - Other	4019300842	59-6149634	483438206	KALMAR GR W/VAL SM CAP FD #2	\$11,110.87	630.58	\$10,877.55
Invest - Other	4019300842	59-6149634	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$25,205.76	576.00	\$25,950.45
Invest - Other	4019300842	59-6149634	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$25,252.55	713.95	\$24,721.01
Invest - Other	4019300842	59-6149634	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$24,530.52	532.00	\$19,726.88
Invest - Other	4019300842	59-6149634	252645833	DIAMOND HILL LONG-SHORT FD CLI #11	\$16,290.16	810.86	\$13,465.31
Invest - Other	4019300842	59-6149634	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$27,961.78	2,683.47	\$25,130.95
Invest - Other	4019300842	59-6149634	367829884	GATEWAY FUND - Y #1986	\$22,693.48	804.16	\$22,112.58
Invest - Other	4019300842	59-6149634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$29,709.99	3,858.44	\$33,395.79
Invest - Other	4019300842	59-6149634	487300808	KEELEY SMALL CAP VAL FD CLI #2251	\$11,424.42	350.12	\$8,728.66
				TOTAL OTHER INVESTMENTS	\$633,549.36		\$565,688.96
				GRAND TOTAL	\$658,323.36		\$590,462.96