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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 5/1/2011, and ending 4/30/2012

Name of foundation EDITH S AND JAMES R JOYCE FOUND		A Employer identification number 59-6892584
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		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) \$ 1,429,805		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	38,412	38,412		
	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	33,064			
	b Gross sales price for all assets on line 6a	1,264,592			
	7 Capital gain net income (from Part IV, line 2)		33,064		
	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	71,476	71,476	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	21,244	15,933		5,311
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,996	514	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	25,240	16,447	0	5,311
	25 Contributions, gifts, grants paid	56,400			56,400
26 Total expenses and disbursements. Add lines 24 and 25	81,640	16,447	0	61,711	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-10,164				
b Net investment income (if negative, enter -0-)		55,029			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	0
	2 Savings and temporary cash investments	48,234	32,199	32,199
	3 Accounts receivable	0	0	0
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0	0	0
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0	0	0
	Less allowance for doubtful accounts	0	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	0	0
	Less accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,305,552	1,311,840	1,397,606
	14 Land, buildings, and equipment basis	0	0	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)	1,353,786	1,344,039	1,429,805
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	1,353,786	1,344,039	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,353,786	1,344,039	
	30 Total net assets or fund balances (see instructions)	1,353,786	1,344,039	
	31 Total liabilities and net assets/fund balances (see instructions)	1,353,786	1,344,039	

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	1,353,786
2 Enter amount from Part I, line 27a	2	-10,164
3 Other increases not included in line 2 (itemize) ☐ Cost Basis Adjustment	3	945
4 Add lines 1, 2, and 3	4	1,344,567
5 Decreases not included in line 2 (itemize) ☐ PY Return of Capital Adjustment	5	528
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,344,039

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	33,064
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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** 847

Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ (2) On foundation managers \$

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

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

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

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

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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?**6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ 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	21,244	0
-----		.00	0	0
-----		.00	0	0
-----		.00	0	0
-----		.00	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,358,320
b	Average of monthly cash balances	1b	36,772
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,395,092
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	1,395,092
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,926
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,374,166
6	Minimum investment return. Enter 5% of line 5	6	68,708

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	68,708
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,101
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,101
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,607
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,607
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	67,607

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	61,711
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	61,711
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	61,711

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				67,607
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			52,167	
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 ▶ \$ 61,711				
a Applied to 2010, but not more than line 2a			52,167	
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				9,544
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				58,063
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

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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	56,400
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	38,412	
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	33,064	
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		71,476	0
13 Total. Add line 12, columns (b), (d), and (e)					13	71,476

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

[illegible]

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
		
1a(1)		X
1a(2)		X
		
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	8/9/2012 Date	VP AND TAX DIRECTOR Title

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

**Paid
Preparer
Use Only**

PnnT/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		8/9/2012		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	

EDITH S AND JAMES R JOYCE FOUND

59-6892584 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

MIAMI HEART RESEARCH INSTITUTE

Street

4770 BISCAYNE BLVD, STE 500

City

MIAMI BEACH

State

FL

Zip Code

33137

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARTY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,800

Name

EASTER SEALS SOUTH FLORIDA

Street

1475 NW 14TH AVENUE

City

MIAMI

State

FL

Zip Code

33125

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,800

Name

CRIPPLED CHILDRENS FOUNDATION

Street

2019 FOURTH AVENUE NORTH STE 101

City

BIRMINGHAM

State

AL

Zip Code

35203

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,800

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

Totals													
Gross Sales													
1,264,592													
0													
1,231,528													
Net Gain or Loss													
33,064													
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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Securities														
Other sales														
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Cost, Other Basis and Expenses			Net Gain or Loss		
									Gross Sales Price	Cost or Other Basis	Valuation Method			
52	X	UNITEDHEALTH GROUP INC	91324P102			6/16/2010		8/25/2011	859	600		259		
53	X	V F CORP	918204108			4/22/2010		8/25/2011	555	432		123		
54	X	V F CORP	918204108			7/14/2010		8/25/2011	777	532		245		
55	X	V F CORP	918204108			10/28/2010		8/25/2011	555	417		138		
56	X	VANGUARD MSCI EMERGING	922042858			12/27/2011		2/10/2012	2,935	2,619		316		
57	X	CRM MID CAP VALUE FD-INS	92934R769			2/22/2007		12/27/2011	27,809	33,104		-5,295		
58	X	WAL MART STORES INC	931142103			6/23/2011		8/25/2011	1,792	1,797		-5		
59	X	WATERS CORP	941848103			2/8/2011		8/25/2011	769	769		0		
60	X	WATERS CORP	941848103			2/9/2011		8/25/2011	538	539		-1		
61	X	WATERS CORP	941848103			5/27/2011		8/25/2011	461	586		-125		
62	X	WATERS CORP	941848103			7/26/2011		8/25/2011	231	268		-37		
63	X	WELLS FARGO ADV INTL EQ	94984B348			3/3/2003		12/27/2011	81,446	69,118		12,328		
64	X	YUM BRANDS INC	988498101			5/26/2011		8/25/2011	1,763	1,897		-134		
65	X	COVIDIEN PLC	G2554F113			4/28/2010		8/25/2011	653	619		34		
66	X	COVIDIEN PLC	G2554F113			2/1/2010		8/25/2011	553	554		-1		
67	X	COVIDIEN PLC	G2554F113			1/26/2010		8/25/2011	100	102		-2		
68	X	SINA CORPORATION	G81477104			1/13/2011		6/9/2011	359	340		19		
69	X	SINA CORPORATION	G81477104			7/12/2011		7/12/2011	320	255		65		
70	X	SINA CORPORATION	G81477104			1/13/2011		7/19/2011	242	170		72		
71	X	SINA CORPORATION	G81477104			1/13/2011		8/3/2011	394	340		54		
72	X	SINA CORPORATION	G81477104			1/13/2011		8/25/2011	841	764		77		
73	X	TYCO INTERNATIONAL LTD N	H89128104			6/13/2011		8/25/2011	521	607		-86		
74	X	TYCO INTERNATIONAL LTD N	H89128104			6/29/2011		8/25/2011	601	733		-132		
75	X	CHECK POINT SOFTWARE TE	M22465104			9/30/2010		5/19/2011	437	292		145		
76	X	CHECK POINT SOFTWARE TE	M22465104			7/12/2010		5/24/2011	374	217		157		
77	X	CHECK POINT SOFTWARE TE	M22465104			7/12/2010		6/22/2011	377	217		160		
78	X	CHECK POINT SOFTWARE TE	M22465104			7/12/2010		8/4/2011	1,304	745		559		
79	X	ALLERGAN INC	018490102			11/4/2009		5/24/2011	82	58		24		
80	X	ALLERGAN INC	018490102			11/4/2009		8/25/2011	386	290		96		
81	X	ALLERGAN INC	018490102			2/5/2010		8/25/2011	309	230		79		
82	X	ALLERGAN INC	018490102			11/2/2009		8/25/2011	771	573		198		
83	X	AMAZON COM INC COM	023135106			12/4/2008		5/18/2011	390	98		292		
84	X	AMAZON COM INC COM	023135106			12/4/2008		7/13/2011	215	49		166		
85	X	AMAZON COM INC COM	023135106			12/4/2008		7/27/2011	674	147		527		
86	X	AMAZON COM INC COM	023135106			12/4/2008		8/25/2011	2,508	635		1,873		
87	X	AMAZON COM INC COM	023135106			8/23/2011		8/25/2011	579	566		13		
88	X	AMER CENT SMALL CAP GRW	025083320			6/1/2009		12/27/2011	7,632	5,000		2,632		
89	X	AMER CENT SMALL CAP GRW	025083320			2/22/2007		12/27/2011	13,338	12,831		507		
90	X	AMERICAN ELECTRIC POWER	025537101			5/23/2011		8/25/2011	1,241	1,271		-30		
91	X	APPLE INC	037833100			11/24/2008		8/25/2011	2,618	622		1,996		
92	X	APPLE INC	037833100			3/7/2007		8/25/2011	6,357	1,493		4,864		
93	X	ARTISAN INTERNATIONAL FU	04314H204			12/29/2011		2/10/2012	3,085	2,859		226		
94	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/28/2009		12/27/2011	22,806	24,000		-1,194		
95	X	ARTIO INTERNATIONAL EQ FI	04315J837			4/21/2011		12/27/2011	22,086	30,000		-7,914		
96	X	BG GROUP PLC - ADR	055434203			4/18/2011		8/25/2011	999	1,190		-191		
97	X	BAKER HUGHES INC COM	057224107			1/28/2011		8/10/2011	294	335		-41		
98	X	BAKER HUGHES INC COM	057224107			1/28/2011		8/25/2011	875	1,073		-198		
99	X	BOEING CO	097023105			6/10/2010		6/23/2011	568	509		59		
100	X	BOEING CO	097023105			6/1/2010		8/25/2011	1,101	1,143		-42		
101	X	BOEING CO	097023105			6/10/2010		8/25/2011	489	509		-20		
102	X	BORG WARNER INC	099724106			8/10/2010		5/17/2011	564	364		200		

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

Long Term CG Distributions										Amount		Totals					
Short Term CG Distributions										4,614		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										0		0		1,231,528		33,064	
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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals					
Short Term CG Distributions										0		1,264,592		1,231,528		33,064	
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	Cost, Other Basis and Expenses		Net Gain or Loss			
												Gross Sales	Expense of Sale and Cost of Improvements		Depreciation		
154	X	ILLUMINA INC	452327109			1/12/2011		8/25/2011	188	287				-99			
155	X	ILLUMINA INC	452327109			7/28/2011		8/25/2011	423	542				-119			
156	X	INTEL CORP	458140100			5/19/2011		8/25/2011	1,034	1,236				-202			
157	X	INTEL CORP	458140100			5/23/2011		8/25/2011	585	688				-103			
158	X	ISHARES S & P 500 INDEX FU	464287200			4/21/2011		12/27/2011	16,003	16,907				-904			
159	X	JPMORGAN CHASE & CO	46625H100			3/13/2009		6/23/2011	1,204	711				493			
160	X	JOHNSON & JOHNSON	478160104			5/12/2011		8/25/2011	1,224	1,254				-30			
161	X	JOHNSON & JOHNSON	478160104			6/24/2011		8/25/2011	1,224	1,240				-16			
162	X	JOHNSON & JOHNSON	478160104			7/20/2011		8/25/2011	644	662				-18			
163	X	JPMORGAN HIGH YIELD FUNI	4812C0803			2/22/2007		12/27/2011	67,441	76,798				-9,357			
164	X	JUNIPER NETWORKS INC	48203R104			11/11/2010		8/25/2011	817	1,367				-550			
165	X	JUNIPER NETWORKS INC	48203R104			3/4/2011		8/25/2011	123	264				-141			
166	X	KOHL'S CORP	500255104			8/11/2011		8/25/2011	511	523				-12			
167	X	KROGER CO	501044101			6/24/2011		8/25/2011	1,104	1,204				-100			
168	X	KROGER CO	501044101			7/6/2011		8/25/2011	631	707				-76			
169	X	LAS VEGAS SANDS CORP	517834107			6/7/2011		8/25/2011	1,910	1,835				75			
170	X	LAS VEGAS SANDS CORP	517834107			8/4/2011		8/25/2011	297	320				-23			
171	X	ESTEE LAUDER COMPANIES	518439104			8/11/2011		8/25/2011	1,121	1,110				11			
172	X	ESTEE LAUDER COMPANIES	518439104			8/15/2011		8/25/2011	187	190				-3			
173	X	MFS VALUE FUND-CLASS I #8	552983694			4/21/2011		12/27/2011	4,424	4,775				-351			
174	X	MAINSTAY EP US EQUITY-INS	56063J302			4/21/2011		12/27/2011	1,976	2,257				-281			
175	X	MAINSTAY EP US EQUITY-INS	56063J302			4/21/2011		2/10/2012	21,210	22,692				-1,482			
176	X	MCDONALDS CORP	580135101			5/26/2011		8/25/2011	2,045	1,897				148			
177	X	MEAD JOHNSON NUTRITION	582839106			1/6/2010		8/25/2011	807	539				268			
178	X	MEAD JOHNSON NUTRITION	582839106			12/21/2009		8/25/2011	1,009	640				369			
179	X	MERGER FD SH BEN INT #260	589509108			4/21/2011		12/27/2011	1,842	1,865				-23			
180	X	MICROSOFT CORP	594918104			8/10/2011		8/25/2011	1,081	1,082				-1			
181	X	MICROSOFT CORP	594918104			8/18/2011		8/25/2011	1,622	1,632				-10			
182	X	MONSANTO CO NEW	61166W101			5/31/2011		8/25/2011	1,607	1,638				-31			
183	X	MONSANTO CO NEW	61166W101			6/30/2011		8/25/2011	629	638				-9			
184	X	MORGAN STANLEY INS INTN	61744J317			8/20/2009		12/27/2011	21,656	25,000				-3,344			
185	X	MORGAN STANLEY INS INTN	61744J317			4/21/2011		12/27/2011	19,121	25,000				-5,879			
186	X	NATIONAL OILWELL INC COM	637071101			3/18/2011		8/25/2011	1,071	1,326				-255			
187	X	NATIONAL OILWELL INC COM	637071101			7/27/2011		8/25/2011	441	563				-122			
188	X	NETFLIX COM INC	64110L106			4/28/2011		6/7/2011	532	478				54			
189	X	NETFLIX COM INC	64110L106			8/6/2010		6/7/2011	266	112				154			
190	X	NETFLIX COM INC	64110L106			8/6/2010		6/16/2011	251	112				139			
191	X	NETFLIX COM INC	64110L106			8/6/2010		7/5/2011	287	112				175			
192	X	NETFLIX COM INC	64110L106			8/6/2010		7/13/2011	299	112				187			
193	X	NETFLIX COM INC	64110L106			8/6/2010		8/25/2011	1,727	895				832			
194	X	NETFLIX COM INC	64110L106			7/26/2011		8/25/2011	216	255				-39			
195	X	ALLEGHENY TECHNOLOGIES	01741R102			5/4/2010		5/17/2011	1,401	1,074				327			
196	X	ALLEGHENY TECHNOLOGIES	01741R102			5/4/2010		6/24/2011	304	256				48			
197	X	ALLEGHENY TECHNOLOGIES	01741R102			5/7/2010		8/25/2011	222	254				-32			
198	X	ALLEGHENY TECHNOLOGIES	01741R102			5/4/2010		8/25/2011	178	205				-27			
199	X	ALLEGHENY TECHNOLOGIES	01741R102			10/18/2010		8/25/2011	712	754				-42			
200	X	ALLERGAN INC	018490102			10/29/2010		5/19/2011	415	363				52			
201	X	ALLERGAN INC	018490102			10/29/2010		5/24/2011	246	218				28			
202	X	E M C CORP MASS	268648102			6/3/2009		8/25/2011	1,269	751				518			
203	X	EOG RESOURCES, INC	26875P101			2/24/2011		5/24/2011	106	111				-5			
204	X	EOG RESOURCES, INC	26875P101			10/13/2010		5/24/2011	317	296				21			

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

Totals														
Securities														
Other sales														
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
205	X	EOG RESOURCES, INC	26875P101			10/13/2010		8/25/2011	1,422	1,581				-159
206	X	EMERSON ELECTRIC CO	291011104			9/10/2009		5/12/2011	488	356				132
207	X	EMERSON ELECTRIC CO	291011104			4/9/2009		5/12/2011	813	477				336
208	X	EXPRESS SCRIPTS INC COM	302182100			5/17/2011		8/3/2011	306	361				-55
209	X	EXPRESS SCRIPTS INC COM	302182100			6/14/2010		8/25/2011	1,067	1,287				-220
210	X	EXPRESS SCRIPTS INC COM	302182100			5/17/2011		8/25/2011	178	240				-62
211	X	FIRST SOLAR INC	336433107			3/31/2011		5/27/2011	354	477				-123
212	X	FIRST SOLAR INC	336433107			3/15/2011		5/27/2011	236	310				-74
213	X	FIRST SOLAR INC	336433107			3/15/2011		6/24/2011	818	1,086				-268
214	X	FLOWERVE CORP COM	34354P105			2/2/2011		5/26/2011	585	639				-54
215	X	FLOWERVE CORP COM	34354P105			2/2/2011		6/10/2011	546	639				-93
216	X	FLOWERVE CORP COM	34354P105			3/7/2011		6/14/2011	637	755				-118
217	X	FREEPORT-MCMORAN COPP	35671D857			10/25/2010		5/5/2011	254	241				13
218	X	FREEPORT-MCMORAN COPP	35671D857			10/29/2010		5/5/2011	254	238				16
219	X	FREEPORT-MCMORAN COPP	35671D857			10/29/2010		5/11/2011	339	333				6
220	X	FREEPORT-MCMORAN COPP	35671D857			10/29/2010		5/23/2011	237	238				-1
221	X	FREEPORT-MCMORAN COPP	35671D857			10/29/2010		6/23/2011	384	381				3
222	X	FREEPORT-MCMORAN COPP	35671D857			10/4/2010		8/25/2011	1,399	1,415				-16
223	X	FREEPORT-MCMORAN COPP	35671D857			10/29/2010		8/25/2011	481	524				-43
224	X	GILEAD SCIENCES INC	375558103			7/21/2011		8/25/2011	573	646				-73
225	X	E M C CORP MASS	268648102			4/9/2009		6/13/2011	396	199				197
226	X	E M C CORP MASS	268648102			6/3/2009		6/13/2011	53	25				28
227	X	GOLDMAN SACHS GRTH OPF	38142Y401			12/29/2011		2/10/2012	1,767	1,595				172
228	X	GOLDMAN SACHS GRTH OPF	38142Y401			12/29/2011		4/10/2012	35,781	32,009				3,772
229	X	GOOGLE INC	38259P508			2/11/2011		8/25/2011	1,040	1,238				-198
230	X	GOOGLE INC	38259P508			2/14/2011		8/25/2011	520	629				-109
231	X	GOOGLE INC	38259P508			2/23/2011		8/25/2011	520	612				-92
232	X	GOOGLE INC	38259P508			2/14/2011		8/25/2011	520	700				-180
233	X	GOOGLE INC	38259P508			5/5/2011		8/25/2011	1,040	1,075				-35
234	X	GOOGLE INC	38259P508			8/3/2011		8/25/2011	520	594				-74
235	X	HARBOR CAPITAL APRCTON	411511504			8/31/2011		12/27/2011	5,644	5,670				-26
236	X	HARBOR CAPITAL APRCTON	411511504			8/31/2011		2/10/2012	3,488	3,170				318
237	X	HEWLETT PACKARD CO	428236103			2/8/2011		6/22/2011	1,375	1,881				-506
238	X	HUSSMAN STRATEGIC GROW	448108100			4/21/2011		12/27/2011	5,953	5,810				143
239	X	ING REAL ESTATE FUND CL-I	44981V706			8/20/2009		12/27/2011	61,970	37,731				24,239
240	X	ILLUMINA INC	452327109			1/12/2011		8/25/2011	798	1,122				-324
241	X	ILLUMINA INC	452327109			3/16/2011		8/25/2011	470	643				-173
242	X	ILLUMINA INC	452327109			4/29/2011		8/25/2011	235	356				-121
243	X	NORDSTROM INC	655664100			9/15/2010		6/28/2011	1,055	828				227
244	X	ORACLE CORPORATION	68389X105			9/28/2010		5/18/2011	236	191				45
245	X	ORACLE CORPORATION	68389X105			9/28/2010		5/24/2011	597	492				105
246	X	ORACLE CORPORATION	68389X105			8/27/2007		8/25/2011	1,295	991				304
247	X	ORACLE CORPORATION	68389X105			4/13/2010		8/25/2011	1,917	1,939				-22
248	X	ORACLE CORPORATION	68389X105			9/28/2010		8/25/2011	26	27				-1
249	X	OPPENHEIMER DEVELOPING	683974505			12/29/2011		2/10/2012	2,584	2,313				271
250	X	PIMCO TOTAL RETN FD II INS	693390551			8/28/2008		8/31/2011	10,000	9,678				322
251	X	PIMCO TOTAL RETN FD II INS	693390551			8/28/2008		12/27/2011	183,914	179,005				4,909
252	X	PIMCO MODERATE DURATION	693390593			8/20/2009		12/27/2011	12,150	12,000				150
253	X	PIMCO MODERATE DURATION	693390593			5/10/2010		12/27/2011	48,839	50,000				-1,161
254	X	PIMCO TOTAL RET FD-INST #	693390700			12/29/2011		2/10/2012	46,318	45,192				1,126
255	X	PIMCO FOREIGN BD FD USD	693390882			4/21/2011		12/27/2011	25,624	25,000				624

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

										Amount						
Long Term CG Distributions										4,614						
Short Term CG Distributions										0						
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss		
									Gross Sales Price	Cost or Other Basis	Valuation Method					
256	X	PIMCO FOREIGN BD FD USD	693390882			2/22/2007		12/27/2011	9,288	8,826				462		
257	X	PIMCO REAL RETURN BOND	693391104			8/20/2009		12/27/2011	1,674	1,500				174		
258	X	PIMCO REAL RETURN BOND	693391104			2/22/2007		12/27/2011	53,068	48,081				4,987		
259	X	PIMCO EMERG MKTS BD-INS	693391559			8/20/2009		12/27/2011	1,145	989				156		
260	X	PIMCO EMERG MKTS BD-INS	693391559			2/22/2007		12/27/2011	54,506	53,164				1,342		
261	X	PIMCO EMERG MKTS BD-INS	693391559			8/31/2011		12/27/2011	2,958	3,000				-42		
262	X	PEPSICO INC	713448108			5/19/2011		8/25/2011	1,134	1,294				-160		
263	X	PEPSICO INC	713448108			6/22/2011		8/25/2011	819	895				-76		
264	X	PIMCO COMMODITY REAL RE	722005667			8/25/2009		12/27/2011	46,241	47,237				-996		
265	X	POTASH CORP SASK	737551107			11/4/2010		5/11/2011	367	329				38		
266	X	POTASH CORP SASK	737551107			11/4/2010		8/22/2011	973	892				81		
267	X	POTASH CORP SASK	737551107			12/16/2010		8/22/2011	615	557				58		
268	X	PRECISION CASTPARTS COR	740189105			7/29/2010		8/25/2011	1,542	1,220				322		
269	X	PRECISION CASTPARTS COR	740189105			8/19/2010		8/25/2011	771	606				165		
270	X	PRECISION CASTPARTS COR	740189105			10/21/2010		8/25/2011	154	135				19		
271	X	T ROWE PRICE INST EM MKT	74144Q203			5/28/2009		12/27/2011	21,616	16,914				4,702		
272	X	PROCTER & GAMBLE CO	742718109			6/25/2009		8/25/2011	1,063	882				181		
273	X	PROCTER & GAMBLE CO	742718109			7/6/2009		8/25/2011	688	574				114		
274	X	PROCTER & GAMBLE CO	742718109			5/11/2011		8/25/2011	688	724				-36		
275	X	PROCTER & GAMBLE CO	742718109			5/17/2011		8/25/2011	563	608				-45		
276	X	PROCTER & GAMBLE CO	742718109			6/22/2011		8/25/2011	375	386				-11		
277	X	QUALCOMM INC	747525103			7/21/2011		8/25/2011	1,083	1,310				-227		
278	X	RANGE RES CORP	75281A109			5/1/2008		5/19/2011	312	398				-86		
279	X	RANGE RES CORP	75281A109			9/5/2008		8/25/2011	411	300				111		
280	X	RANGE RES CORP	75281A109			12/18/2009		8/25/2011	352	305				47		
281	X	RANGE RES CORP	75281A109			5/1/2008		8/25/2011	176	199				-23		
282	X	NORDSTROM INC	655664100			9/15/2010		5/19/2011	321	252				69		
283	X	RAYTHEON CO	755111507			5/24/2011		8/25/2011	1,024	1,248				-224		
Totals									Gross Sales	1,264,592	0	Cost, Other Basis and Expenses	1,231,528	Net Gain or Loss	33,064	
Securities															0	
Other sales															0	0

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	2,500			
2	ESTIMATED EXCISE TAX PAID	982			
3	FOREIGN TAX WITHHELD	514	514		
4					
5					
6					
7					
8					
9					
10					
		3,996	514		0

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

			1,305,552	1,311,840	1,397,606
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			1,305,552	1,311,840	1,397,606
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						Amount	0	1,259,978	0	1,231,528	28,450	0	0	0	28,450
	Long Term CG Distributions	4,614													
	Short Term CG Distributions	0													
1	REPUBLIC SERVICES INC CL A COMM	760759100		8/22/2011	8/25/2011			1,119	0	1,066	53			0	53
2	ROCKWELL AUTOMATION INC	773903109		2/10/2011	6/14/2011			404	0	433	-29			0	-29
3	ROCKWELL AUTOMATION INC	773903109		2/10/2011	8/23/2011			683	0	1,040	-357			0	-357
4	ROCKWELL COLLINS	774341101		3/8/2010	8/11/2011			843	0	1,132	-289			0	-289
5	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		12/27/2011	2/10/2012			2,609	0	2,367	242			0	242
6	SSGA EMERGING MARKETS FD S #151	784924425		11/16/2007	12/27/2011			25,916	0	44,470	-18,554			0	-18,554
7	SALESFORCE COM INC	79466L302		11/10/2010	5/18/2011			134	0	118	16			0	16
8	SALESFORCE COM INC	79466L302		5/21/2010	5/18/2011			268	0	164	104			0	104
9	SALESFORCE COM INC	79466L302		5/21/2010	5/24/2011			448	0	246	202			0	202
10	SALESFORCE COM INC	79466L302		5/21/2010	7/21/2011			599	0	328	271			0	271
11	SALESFORCE COM INC	79466L302		5/21/2010	7/27/2011			444	0	246	198			0	198
12	SALESFORCE COM INC	79466L302		5/21/2010	7/28/2011			440	0	246	194			0	194
13	SANDISK CORP COM	80004C101		12/6/2010	6/24/2011			1,147	0	1,391	-244			0	-244
14	SANDISK CORP COM	80004C101		2/15/2011	6/24/2011			79	0	103	-24			0	-24
15	SCHLUMBERGER LTD	806857108		2/4/2011	5/11/2011			329	0	356	-27			0	-27
16	SCHLUMBERGER LTD	806857108		11/15/2010	5/11/2011			82	0	75	7			0	7
17	SCHLUMBERGER LTD	806857108		1/28/2010	8/25/2011			368	0	328	42			0	42
18	SCHLUMBERGER LTD	806857108		1/11/2010	8/25/2011			956	0	911	45			0	45
19	SCHLUMBERGER LTD	806857108		11/15/2010	8/25/2011			515	0	522	-7			0	-7
20	SIGMA ALDRICH CORP	826552101		6/22/2011	8/25/2011			544	0	626	-82			0	-82
21	SIGMA ALDRICH CORP	826552101		7/7/2011	8/25/2011			484	0	608	-124			0	-124
22	STARBUCKS CORP COM	855244109		9/27/2010	5/18/2011			508	0	368	140			0	140
23	STARBUCKS CORP COM	855244109		5/7/2010	5/18/2011			109	0	76	33			0	33
24	STARBUCKS CORP COM	855244109		5/7/2010	8/25/2011			1,646	0	1,143	503			0	503
25	STARWOOD HOTELS & RESORTS WOR	85590A401		1/26/2011	5/19/2011			287	0	309	-22			0	-22
26	STARWOOD HOTELS & RESORTS WOR	85590A401		1/26/2011	8/25/2011			1,028	0	1,545	-517			0	-517
27	STARWOOD HOTELS & RESORTS WOR	85590A401		8/4/2011	8/25/2011			535	0	629	-94			0	-94
28	STARWOOD HOTELS & RESORTS WOR	85590A401		8/23/2011	8/25/2011			206	0	204	2			0	2
29	STERICYCLE INC COM	858912108		8/22/2011	8/25/2011			584	0	565	19			0	19
30	STRYKER CORP	863667101		5/18/2011	8/3/2011			361	0	448	-87			0	-87
31	STRYKER CORP	863667101		5/18/2011	8/10/2011			280	0	384	-104			0	-104
32	STRYKER CORP	863667101		5/18/2011	8/22/2011			540	0	768	-228			0	-228
33	STRYKER CORP	863667101		5/20/2011	8/22/2011			450	0	636	-186			0	-186
34	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/29/2011	2/10/2012			2,767	0	2,452	315			0	315
35	TEXTRON INC	883203101		4/11/2011	5/19/2011			210	0	247	-37			0	-37
36	TEXTRON INC	883203101		4/11/2011	5/19/2011			303	0	303	0			0	0
37	TEXTRON INC	883203101		4/11/2011	5/20/2011			299	0	387	-88			0	-88
38	TEXTRON INC	883203101		4/11/2011	5/20/2011			368	0	414	-46			0	-46
39	TEXTRON INC	883203101		4/11/2011	5/31/2011			386	0	482	-76			0	-76
40	TEXTRON INC	883203101		4/11/2011	5/31/2011			114	0	151	-37			0	-37
41	TIME WARNER INC	887317303		5/20/2011	8/25/2011			999	0	1,252	-253			0	-253
42	TURNER MIDCAP GROWTH FUND-IN #1	900297763		2/22/2007	12/27/2011			28,690	0	27,326	1,364			0	1,364
43	TYSON FOODS INC CL A DEL	902494103		6/28/2011	8/25/2011			1,085	0	1,218	-133			0	-133
44	3M CO	88579Y101		12/11/2009	8/25/2011			78	0	82	-4			0	-4
45	3M CO	88579Y101		6/10/2010	8/25/2011			863	0	844	19			0	19
46	TYSON FOODS INC CL A DEL	902494103		8/10/2011	8/25/2011			288	0	280	8			0	8
47	UNITED TECHNOLOGIES CORP	913017109		5/21/2009	8/25/2011			922	0	653	269			0	269
48	UNITED TECHNOLOGIES CORP	913017109		10/25/2010	5/19/2011			354	0	264	90			0	90
49	UNITEDHEALTH GROUP INC	91324P102		12/16/2009	5/19/2011			203	0	128	75			0	75
50	UNITEDHEALTH GROUP INC	91324P102		12/16/2009	8/25/2011			1,402	0	991	411			0	411
51	UNITEDHEALTH GROUP INC	91324P102		6/16/2010	8/25/2011			859	0	600	259			0	259
52	UNITEDHEALTH GROUP INC	91324P102		4/22/2010	8/25/2011			555	0	432	123			0	123
53	V F CORP	918204108		7/14/2010	8/25/2011			777	0	532	245			0	245
54	V F CORP	918204108		10/28/2010	8/25/2011			555	0	417	138			0	138
55	V F CORP	918204108		12/27/2011	2/10/2012			2,935	0	2,619	316			0	316
56	VANGUARD MSCI EMERGING MARKETS	922042858		2/22/2007	12/27/2011			27,809	0	33,104	-5,295			0	-5,295
57	CRM MID CAP VALUE FD-INSTL #32	92934R769						1,792	0	1,797	-5			0	-5
58	WAL MART STORES INC	931142103		6/23/2011	8/25/2011				0					0	

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

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Amount		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
							Long Term CG Distributions	Short Term CG Distributions							
							4,614	0		1,259,978	0	1,231,528	28,450	0	28,450
117	CATERPILLAR INC	149123101		7/27/2010	5/17/2011				612	414	198			0	198
118	CATERPILLAR INC	149123101		7/27/2010	6/13/2011				287	207	80			0	80
119	CATERPILLAR INC	149123101		7/27/2010	8/16/2011				990	758	232			0	232
120	CITRIX SYS INC COM	177376100		7/27/2010	5/18/2011				165	96	69			0	69
121	CITRIX SYS INC COM	177376100		4/22/2010	6/17/2011				518	331	187			0	187
122	CITRIX SYS INC COM	177376100		4/22/2010	8/11/2011				246	189	57			0	57
123	CITRIX SYS INC COM	177376100		10/9/2009	8/11/2011				370	252	118			0	118
124	CITRIX SYS INC COM	177376100		10/23/2009	8/25/2011				433	316	117			0	117
125	CITRIX SYS INC COM	177376100		10/9/2009	8/25/2011				1,244	964	280			0	280
126	COACH INC	189754104		1/28/2010	8/25/2011				1,136	764	372			0	372
127	COCA COLA CO	191216100		3/4/2010	8/25/2011				1,497	1,196	301			0	301
128	COCA COLA CO	191216100		1/28/2010	8/25/2011				544	437	107			0	107
129	COCA COLA CO	191216100		2/10/2010	8/25/2011				476	377	99			0	99
130	COCA COLA CO	191216100		5/19/2011	8/25/2011				952	957	-5			0	-5
131	COCA COLA CO	191216100		6/22/2011	8/25/2011				952	933	19			0	19
132	COGNIZANT TECH SOLUTIONS CRP CO	192446102		4/27/2011	6/14/2011				352	407	-55			0	-55
133	COGNIZANT TECH SOLUTIONS CRP CO	192446102		3/22/2011	6/14/2011				211	245	-34			0	-34
134	COGNIZANT TECH SOLUTIONS CRP CO	192446102		3/22/2011	8/2/2011				639	696	-57			0	-57
135	COGNIZANT TECH SOLUTIONS CRP CO	192446102		3/22/2011	8/10/2011				438	541	-103			0	-103
136	CITRIX SYS INC COM	177376100		4/22/2010	5/18/2011				83	47	36			0	36
137	CITRIX SYS INC COM	177376100		4/22/2010	5/19/2011				333	189	144			0	144
138	COMERICA INC	200340107		4/7/2011	8/25/2011				894	1,445	-551			0	-551
139	CORNING INC	219350105		6/1/2010	5/20/2011				1,666	1,388	278			0	278
140	CUMMINS INC	231021106		4/27/2009	5/11/2011				343	97	246			0	246
141	CUMMINS INC	231021106		4/27/2009	5/13/2011				331	97	234			0	234
142	CUMMINS INC	231021106		4/27/2009	5/17/2011				427	130	297			0	297
143	CUMMINS INC	231021106		4/27/2009	5/20/2011				641	195	446			0	446
144	CUMMINS INC	231021106		4/27/2009	8/10/2011				529	195	334			0	334
145	DANAHER CORP	235851102		5/17/2011	8/25/2011				969	1,232	-263			0	-263
146	DEVON ENERGY CORPORATION	25179M103		3/4/2011	6/27/2011				758	900	-142			0	-142
147	DEVON ENERGY CORPORATION	25179M103		3/9/2011	6/27/2011				303	358	-55			0	-55
148	DIAMOND HILL LONG-SHORT FD CL I #252645833			4/21/2011	12/27/2011				2,270	2,268	2			0	2
149	DODGE & COX INTL STOCK FD #1048	256206103		12/29/2011	2/10/2012				3,411	3,113	298			0	298
150	DODGE & COX INCOME FD COM #147	256210105		4/21/2011	2/10/2012				43,772	43,000	772			0	772
151	DODGE & COX INCOME FD COM #147	256210105		12/29/2011	2/10/2012				2,829	2,760	69			0	69
152	DREYFUS/THE BOSTON CA S/C - I #69426203E851			5/28/2009	12/27/2011				12,010	8,000	4,010			0	4,010
153	DREYFUS/THE BOSTON CA S/C - I #69426203E851			2/22/2007	12/27/2011				9,853	11,281	-1,428			0	-1,428
154	ILLUMINA INC	452327109		1/22/2011	8/25/2011				188	287	-99			0	-99
155	ILLUMINA INC	452327109		7/28/2011	8/25/2011				423	542	-119			0	-119
156	INTEL CORP	458140100		5/19/2011	8/25/2011				1,034	1,236	-202			0	-202
157	INTEL CORP	458140100		5/23/2011	8/25/2011				595	688	-103			0	-103
158	ISHARES S & P 500 INDEX FUND	464287200		4/21/2011	12/27/2011				16,003	16,907	-904			0	-904
159	JPMORGAN CHASE & CO	46625H100		3/13/2009	6/23/2011				1,204	711	493			0	493
160	JOHNSON & JOHNSON	478160104		5/12/2011	8/25/2011				1,224	1,254	-30			0	-30
161	JOHNSON & JOHNSON	478160104		6/24/2011	8/25/2011				1,224	1,240	-16			0	-16
162	JOHNSON & JOHNSON	478160104		7/20/2011	8/25/2011				644	662	-18			0	-18
163	JPMORGAN HIGH YIELD FUND SS #3584812C0803			2/22/2007	12/27/2011				67,441	76,798	-9,357			0	-9,357
164	JUNIPER NETWORKS INC	48203R104		1/11/2010	8/25/2011				817	1,367	-550			0	-550
165	JUNIPER NETWORKS INC	48203R104		3/4/2011	8/25/2011				123	284	-141			0	-141
166	KOHL'S CORP	500255104		8/11/2011	8/25/2011				511	523	-12			0	-12
167	KROGER CO	501044101		6/24/2011	8/25/2011				1,104	1,204	-100			0	-100
168	KROGER CO	501044101		7/6/2011	8/25/2011				631	707	-76			0	-76
169	LAS VEGAS SANDS CORP	517934107		6/7/2011	8/25/2011				1,910	1,835	75			0	75
170	LAS VEGAS SANDS CORP	517834107		8/4/2011	8/25/2011				297	320	-23			0	-23
171	ESTEE LAUDER COMPANIES INC	518439104		8/11/2011	8/25/2011				1,121	1,110	11			0	11
172	ESTEE LAUDER COMPANIES INC	518439104		8/15/2011	8/25/2011				187	190	-3			0	-3
173	MFS VALUE FUND-CLASS I #893	552983694		4/21/2011	12/27/2011				4,424	4,775	-351			0	-351
174	MAINSTAY EP US EQUITY-INS #1204	56063J302		4/21/2011	12/27/2011				1,976	2,257	-281			0	-281

Long Term CG Distributions										Amount				
Short Term CG Distributions										4,614				
										0				
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	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	28,450
175	MAINSTAY EP US EQUITY-INS #1204	560633302		4/21/2011	2/10/2012	21,210	0	22,692	-1,482			0	-1,482	0
176	MCDONALDS CORP	580135101		5/26/2011	8/25/2011	2,045	0	1,897	148			0	148	0
177	MEAD JOHNSON NUTRITION CO	582839106		1/6/2010	8/25/2011	807	0	539	268			0	268	0
178	MEAD JOHNSON NUTRITION CO	582839106		12/21/2009	8/25/2011	1,009	0	640	369			0	369	0
179	MERGER FD SH BEN INT #260	589509108		4/21/2011	12/27/2011	1,842	0	1,865	-23			0	-23	0
180	MICROSOFT CORP	594918104		8/10/2011	8/25/2011	1,081	0	1,082	-1			0	-1	0
181	MICROSOFT CORP	594918104		8/18/2011	8/25/2011	1,622	0	1,632	-10			0	-10	0
182	MONSANTO CO NEW	611666W101		5/31/2011	8/25/2011	1,607	0	1,638	-31			0	-31	0
183	MONSANTO CO NEW	611666W101		6/30/2011	8/25/2011	629	0	638	-9			0	-9	0
184	MORGAN STANLEY INS INTN RE I #800161744J317			8/20/2009	12/27/2011	21,656	0	25,000	-3,344			0	-3,344	0
185	MORGAN STANLEY INS INTN RE I #800161744J317			4/21/2011	12/27/2011	19,121	0	25,000	-5,879			0	-5,879	0
186	NATIONAL OILWELL INC COM	637071101		3/18/2011	8/25/2011	1,071	0	1,326	-255			0	-255	0
187	NATIONAL OILWELL INC COM	637071101		7/27/2011	8/25/2011	441	0	563	-122			0	-122	0
188	NETFLIX COM INC	64110L106		4/28/2011	6/7/2011	532	0	478	54			0	54	0
189	NETFLIX COM INC	64110L106		8/6/2010	6/7/2011	266	0	112	154			0	154	0
190	NETFLIX COM INC	64110L106		8/6/2010	6/16/2011	251	0	112	139			0	139	0
191	NETFLIX COM INC	64110L106		8/6/2010	7/5/2011	287	0	112	175			0	175	0
192	NETFLIX COM INC	64110L106		8/6/2010	7/13/2011	299	0	112	187			0	187	0
193	NETFLIX COM INC	64110L106		8/6/2010	8/25/2011	1,727	0	895	832			0	832	0
194	NETFLIX COM INC	64110L106		7/26/2011	8/25/2011	216	0	255	-39			0	-39	0
195	ALLEGHENY TECHNOLOGIES INC	01741R102		5/4/2010	5/17/2011	1,401	0	1,074	327			0	327	0
196	ALLEGHENY TECHNOLOGIES INC	01741R102		5/4/2010	6/24/2011	304	0	256	48			0	48	0
197	ALLEGHENY TECHNOLOGIES INC	01741R102		5/7/2010	8/25/2011	222	0	254	-32			0	-32	0
198	ALLEGHENY TECHNOLOGIES INC	01741R102		5/4/2010	8/25/2011	178	0	205	-27			0	-27	0
199	ALLEGHENY TECHNOLOGIES INC	01741R102		10/18/2010	8/25/2011	712	0	754	-42			0	-42	0
200	ALLERGAN INC	018490102		10/29/2010	5/19/2011	415	0	363	52			0	52	0
201	ALLERGAN INC	018490102		10/29/2010	5/24/2011	246	0	218	28			0	28	0
202	E M C CORP MASS	268648102		6/3/2009	8/25/2011	1,269	0	751	518			0	518	0
203	EOG RESOURCES, INC	26875P101		2/24/2011	5/24/2011	106	0	111	-5			0	-5	0
204	EOG RESOURCES, INC	26875P101		10/13/2010	8/25/2011	317	0	296	21			0	21	0
205	EOG RESOURCES, INC	26875P101		10/13/2010	8/25/2011	1,422	0	1,581	-159			0	-159	0
206	EMERSON ELECTRIC CO	291011104		9/10/2009	5/12/2011	488	0	356	132			0	132	0
207	EMERSON ELECTRIC CO	291011104		4/9/2009	5/12/2011	813	0	477	336			0	336	0
208	EXPRESS SCRIPTS INC COMMON STOCK	302182100		5/17/2011	8/3/2011	306	0	361	-55			0	-55	0
209	EXPRESS SCRIPTS INC COMMON STOCK	302182100		6/14/2010	8/25/2011	1,067	0	1,287	-220			0	-220	0
210	EXPRESS SCRIPTS INC COMMON STOCK	302182100		5/17/2011	8/25/2011	178	0	240	-62			0	-62	0
211	FIRST SOLAR INC	336433107		3/15/2011	5/27/2011	354	0	477	-123			0	-123	0
212	FIRST SOLAR INC	336433107		3/15/2011	5/27/2011	236	0	310	-74			0	-74	0
213	FIRST SOLAR INC	336433107		3/15/2011	6/24/2011	818	0	1,086	-268			0	-268	0
214	FLOWSERVE CORP COM	34354P105		2/2/2011	5/26/2011	585	0	639	-54			0	-54	0
215	FLOWSERVE CORP COM	34354P105		2/2/2011	6/10/2011	546	0	639	-93			0	-93	0
216	FLOWSERVE CORP COM	34354P105		3/7/2011	6/14/2011	637	0	755	-118			0	-118	0
217	FREPORT-MCMORAN COPPER & GOL	35671D857		10/25/2010	5/5/2011	254	0	241	13			0	13	0
218	FREPORT-MCMORAN COPPER & GOL	35671D857		10/29/2010	5/5/2011	254	0	238	16			0	16	0
219	FREPORT-MCMORAN COPPER & GOL	35671D857		10/29/2010	5/11/2011	339	0	333	6			0	6	0
220	FREPORT-MCMORAN COPPER & GOL	35671D857		10/29/2010	5/23/2011	237	0	238	-1			0	-1	0
221	FREPORT-MCMORAN COPPER & GOL	35671D857		10/29/2010	6/23/2011	384	0	381	3			0	3	0
222	FREPORT-MCMORAN COPPER & GOL	35671D857		10/4/2010	8/25/2011	1,399	0	1,415	-16			0	-16	0
223	FREPORT-MCMORAN COPPER & GOL	35671D857		10/29/2010	8/25/2011	481	0	524	-43			0	-43	0
224	GILEAD SCIENCES INC	375558103		7/21/2011	8/25/2011	573	0	646	-73			0	-73	0
225	E M C CORP MASS	268648102		4/9/2009	6/13/2011	396	0	199	197			0	197	0
226	E M C CORP MASS	268648102		6/3/2009	6/13/2011	53	0	25	28			0	28	0
227	GOLDMAN SACHS GRTH OPP FD-I #113381427401			12/29/2011	2/10/2012	1,767	0	1,595	172			0	172	0
228	GOLDMAN SACHS GRTH OPP FD-I #113381427401			12/29/2011	4/10/2012	35,781	0	32,009	3,772			0	3,772	0
229	GOOGLE INC	38259P508		2/14/2011	8/25/2011	1,040	0	1,238	-198			0	-198	0
230	GOOGLE INC	38259P508		2/14/2011	8/25/2011	520	0	629	-109			0	-109	0
231	GOOGLE INC	38259P508		2/23/2011	8/25/2011	520	0	612	-92			0	-92	0
232	GOOGLE INC	38259P508		2/14/2011	8/25/2011	520	0	700	-180			0	-180	0

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

		Long Term CG Distributions		Short Term CG Distributions		Amount		Totals										0		1,231,528		28,450		0		0		28,450	
		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis																
233	GOOGLE INC		38259P508		5/5/2011	8/25/2011	1,040	0	1,075	-35			0																
234	GOOGLE INC		38259P508		8/3/2011	8/25/2011	520	0		-74			0																
235	HARBOR CAPITAL APRCTION-INST #20		411511504		8/31/2011	12/27/2011	5,644	0	5,670	-26			0																
236	HARBOR CAPITAL APRCTION-INST #20		411511504		8/31/2011	2/10/2012	3,488	0	3,170	318			0																
237	HEWLETT PACKARD CO		428236103		2/8/2011	6/22/2011	1,375	0	1,881	-506			0																
238	HUSSMAN STRATEGIC GROWTH FUND		448108100		4/2/2011	12/27/2011	5,953	0	5,810	143			0																
239	ING REAL ESTATE FUND CL-I #2190		44981V706		8/20/2009	12/27/2011	61,970	0	37,731	24,239			0																
240	ILLUMINA INC		452327109		1/12/2011	8/25/2011	798	0	1,122	-324			0																
241	ILLUMINA INC		452327109		3/16/2011	8/25/2011	470	0					0																
242	ILLUMINA INC		452327109		4/29/2011	8/25/2011	235	0	356	-121			0																
243	NORDSTROM INC		655664100		9/15/2010	6/28/2011	1,055	0	828	227			0																
244	ORACLE CORPORATION		68389X105		9/28/2010	5/18/2011	236	0	191	45			0																
245	ORACLE CORPORATION		68389X105		9/28/2010	5/24/2011	597	0	492	105			0																
246	ORACLE CORPORATION		68389X105		8/27/2007	8/25/2011	1,295	0	991	304			0																
247	ORACLE CORPORATION		68389X105		4/13/2010	8/25/2011	1,917	0	1,939	-22			0																
248	ORACLE CORPORATION		68389X105		9/28/2010	8/25/2011	26	0	27	-1			0																
249	OPPENHEIMER DEVELOPING MKT-Y #7		683974505		12/29/2011	2/10/2012	2,584	0	2,313	271			0																
250	PIMCO TOTAL RETN FD II INST #153		683390551		8/28/2008	8/31/2011	10,000	0	9,678	322			0																
251	PIMCO TOTAL RETN FD II INST #153		683390551		8/28/2008	12/27/2011	183,914	0	179,005	4,909			0																
252	PIMCO MODERATE DURATION-INST #1		693390593		8/20/2009	12/27/2011	12,150	0	12,000	150			0																
253	PIMCO MODERATE DURATION-INST #1		693390593		5/10/2010	12/27/2011	48,839	0	50,000	-1,161			0																
254	PIMCO TOTAL RET FD-INST #35		693390700		12/29/2011	2/10/2012	46,318	0	45,192	1,126			0																
255	PIMCO FOREIGN BD FD USD H-INST #1		693390882		4/2/2011	12/27/2011	25,624	0	25,000	624			0																
256	PIMCO FOREIGN BD FD USD H-INST #1		693390882		2/22/2007	12/27/2011	9,288	0	8,826	462			0																
257	PIMCO REAL RETURN BOND FD-I #122		693391104		8/20/2009	12/27/2011	1,674	0	1,500	174			0																
258	PIMCO REAL RETURN BOND FD-I #122		693391104		2/22/2007	12/27/2011	53,068	0	48,081	4,987			0																
259	PIMCO EMERG MKTS BD-INST #137		693391559		8/20/2009	12/27/2011	1,145	0	989	156			0																
260	PIMCO EMERG MKTS BD-INST #137		693391559		2/22/2007	12/27/2011	54,506	0	53,164	1,342			0																
261	PIMCO EMERG MKTS BD-INST #137		693391559		8/31/2011	12/27/2011	2,958	0	3,000	-42			0																
262	PEPSICO INC		713448108		5/19/2011	8/25/2011	1,134	0	1,294	-160			0																
263	PEPSICO INC		713448108		6/22/2011	8/25/2011	819	0	895	-76			0																
264	PIMCO COMMODITY REAL RET STRAT-		722005667		8/25/2009	12/27/2011	46,241	0	47,237	-996			0																
265	POTASH CORP SASK		73755L107		11/4/2010	5/11/2011	367	0	329	38			0																
266	POTASH CORP SASK		73755L107		11/4/2010	8/22/2011	973	0	892	81			0																
267	POTASH CORP SASK		73755L107		12/16/2010	8/22/2011	615	0	557	58			0																
268	PRECISION CASTPARTS CORP		740189105		7/29/2010	8/25/2011	1,542	0	1,220	322			0																
269	PRECISION CASTPARTS CORP		740189105		8/19/2010	8/25/2011	771	0	606	165			0																
270	PRECISION CASTPARTS CORP		740189105		10/21/2010	8/25/2011	154	0	135	19			0																
271	T ROWE PRICE INST EM MKT EQ #146		74144Q203		5/28/2009	12/27/2011	21,616	0	16,914	4,702			0																
272	PROCTER & GAMBLE CO		742718109		6/25/2009	8/25/2011	1,063	0	882	181			0																
273	PROCTER & GAMBLE CO		742718109		7/16/2009	8/25/2011	688	0	574	114			0																
274	PROCTER & GAMBLE CO		742718109		5/11/2011	8/25/2011	688	0	724	-36			0																
275	PROCTER & GAMBLE CO		742718109		5/17/2011	8/25/2011	563	0	608	-45			0																
276	PROCTER & GAMBLE CO		742718109		6/22/2011	8/25/2011	375	0	386	-11			0																
277	QUALCOMM INC		747525103		7/21/2011	8/25/2011	1,083	0	1,310	-227			0																
278	RANGE RES CORP		75281A109		5/1/2008	5/19/2011	312	0	398	-86			0																
279	RANGE RES CORP		75281A109		9/5/2008	8/25/2011	411	0	300	111			0																
280	RANGE RES CORP		75281A109		12/18/2009	8/25/2011	352	0	305	47			0																
281	RANGE RES CORP		75281A109		5/1/2008	8/25/2011	176	0	199	-23			0																
282	NORDSTROM INC		655664100		9/15/2010	5/19/2011	321	0	252	69			0																
283	RAYTHEON CO		755111507		5/24/2011	8/25/2011	1,024	0	1,248	-224			0																

21,244

21,244

Part

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

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

	Date	Amount
1 Credit from prior year return	1	966
2 First quarter estimated tax payment	2	495
3 Second quarter estimated tax payment	3	487
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,948

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	52,167
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	52,167

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.

EDITH S AND JAMES R JOYCE FOUND
4019304287
EIN: 59-6892584
FYE: 4-30-2012

Security Category	Account #	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	4019304287	59-6892584	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	29836.3700	29836.37	29836.37
Savings & Temp Inv	4019304287	59-6892584	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2362.5200	2362.52	2362.52
					<u>32198.89</u>	<u>32198.89</u>	<u>32198.89</u>
Invest - Other	4019304287	59-6892584	04314H204	ARTISAN INTERNATIONAL FUND #661	3257.2740	64233.44	74461.28
Invest - Other	4019304287	59-6892584	256210105	DODGE & COX INCOME FD COM #147	6578.0290	87356.23	89855.88
Invest - Other	4019304287	59-6892584	411511504	HARBOR CAPITAL APRCTION-INST #2012	2041.8200	76159.90	89288.79
Invest - Other	4019304287	59-6892584	589509108	MERGER FD SH BEN INT #260	1815.4600	29371.22	28702.42
Invest - Other	4019304287	59-6892584	693390700	PIMCO TOTAL RET FD-INST #35	8060.2710	87373.34	90436.24
Invest - Other	4019304287	59-6892584	693390882	PIMCO FOREIGN BD FD USD H-INST #103	4278.4360	43518.04	46292.68
Invest - Other	4019304287	59-6892584	77957P105	T ROWE PRICE SHORT TERM BD FD #55	24060.0000	116342.13	116691.00
Invest - Other	4019304287	59-6892584	04314H600	ARTISAN MID CAP FUND-INS #1333	935.8560	37153.49	38735.08
Invest - Other	4019304287	59-6892584	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	1194.9030	31163.08	35333.28
Invest - Other	4019304287	59-6892584	464287200	ISHARES S & P 500 INDEX FUND	389.0000	50135.52	54568.92
Invest - Other	4019304287	59-6892584	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	3713.0000	42848.02	43999.05
Invest - Other	4019304287	59-6892584	256206103	DODGE & COX INT'L STOCK FD #1048	2198.9000	63965.99	70760.60
Invest - Other	4019304287	59-6892584	552983694	MFS VALUE FUND-CLASS I #893	2601.0920	62901.57	65261.40
Invest - Other	4019304287	59-6892584	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	3240.1620	42830.77	46949.95
Invest - Other	4019304287	59-6892584	56063J302	MAINSTAY EP US EQUITY-INS #1204	1600.5980	22051.37	21480.03
Invest - Other	4019304287	59-6892584	339128100	JP MORGAN MID CAP VALUE-I #758	1408.4090	33604.65	37548.18
Invest - Other	4019304287	59-6892584	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	4781.9050	58094.50	54991.91
Invest - Other	4019304287	59-6892584	922908553	VANGUARD REIT VIPER	806.0000	47175.18	52768.82
Invest - Other	4019304287	59-6892584	922042858	VANGUARD MSCI EMERGING MARKETS ETF	886.0000	34119.86	37703.73
Invest - Other	4019304287	59-6892584	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	1198.2620	34641.74	39614.54
Invest - Other	4019304287	59-6892584	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	1386.0000	44338.14	51836.40
Invest - Other	4019304287	59-6892584	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	1567.8800	26732.35	28221.84
Invest - Other	4019304287	59-6892584	76628T645	RIDGEWORTH SEIX HY BD-I #5855	7991.7780	75164.96	77600.16
Invest - Other	4019304287	59-6892584	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	8225.1840	66953.00	67282.01
Invest - Other	4019304287	59-6892584	487300808	KEELEY SMALL CAP VAL FD CL I #2251	1432.7110	33611.40	37221.83
					<u>1311839.89</u>	<u>1397606.02</u>	<u>1397606.02</u>
Total Cash and Securities						<u>1344038.78</u>	<u>1429804.91</u>