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SCANNED SEP 11 2012

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 6/1/2011 **, and ending** 5/31/2012

Name of foundation
CRESSON WM E PRIZE MEML FD TW

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

Room/suite

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

A Employer identification number
23-6653210

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,230,388

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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	44,664	44,664		
	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	107,827			
	b Gross sales price for all assets on line 6a 1,207,051				
	7 Capital gain net income (from Part IV, line 2)		107,827		
	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	152,491	152,491	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,999	2,249		750
	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)	600	0	0	600
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,378	575	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,977	2,824	0	1,350
	25 Contributions, gifts, grants paid	49,000			49,000
	26 **Total expenses and disbursements** Add lines 24 and 25	53,977	2,824	0	50,350
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	98,514			
	b **Net investment income** (if negative, enter -0-)		149,667		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
(HTA)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,619	0	
	2	Savings and temporary cash investments	0	33,369	33,369
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,129,361	1,207,475	1,197,019
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	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)	1,142,980	1,240,844	1,230,388
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,142,980	1,240,844	
	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)	1,142,980	1,240,844	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,142,980	1,240,844	

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	1,142,980
2	Enter amount from Part I, line 27a	2	98,514
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,241,494
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	650
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,240,844

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	107,827
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	49,841	1,230,011	0 040521
2009	37,339	1,096,190	0 034063
2008	69,860	982,199	0 071126
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0.145710
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 048570
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,249,591
5 Multiply line 4 by line 3	5	60,693
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,497
7 Add lines 5 and 6	7	62,190
8 Enter qualifying distributions from Part XII, line 4	8	50,350

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	1	2,993
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,993
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,993
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 736		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	736
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,257
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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?	13	X	
	Website address ▶ N/A			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.	Line	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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 Dunng 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 (No)

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	2,999	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
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	1,235,269
b	Average of monthly cash balances		1b	33,351
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,268,620
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	1,268,620
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	19,029
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,249,591
6	**Minimum investment return.** Enter 5% of line 5		6	62,480

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	62,480
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,993		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	2,993
3	Distributable amount before adjustments Subtract line 2c from line 1			3	59,487
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	59,487
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	59,487

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	50,350
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	50,350
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	50,350

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				59,487
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			6,131	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 — 0				
b	From 2007 — 0				
c	From 2008 — 0				
d	From 2009 — 0				
e	From 2010 — 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 50,350				
a	Applied to 2010, but not more than line 2a			6,131	
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				44,219
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				15,268
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 — 0				
b	Excess from 2008 — 0				
c	Excess from 2009 — 0				
d	Excess from 2010 — 0				
e	Excess from 2011 — 0				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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	49,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

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	44,664	
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	107,827	
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		152,491	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 152,491

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

John N Schultz SVP Wells Fargo Bank N.A. | 8/22/2012 | SVP Wells Fargo Bank, N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		8/22/2012		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	

CRESSON WM E PRIZE MEML FD TW

23-6653210

				FMV	COST
Invest - Other	1513850431	04314H204	ARTISAN INTERNATIONAL FUND #661	61,219	63,459
Invest - Other	1513850431	04314H600	ARTISAN MID CAP FUND-INS #1333	34,485	36,530
Invest - Other	1513850431	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	59,911	66,593
Invest - Other	1513850431	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	24,691	25,538
Invest - Other	1513850431	256206103	DODGE & COX INT'L STOCK FD #1048	59,714	63,548
Invest - Other	1513850431	256210105	DODGE & COX INCOME FD COM #147	96,142	95,080
Invest - Other	1513850431	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	39,724	41,721
Invest - Other	1513850431	339128100	JP MORGAN MID CAP VALUE-I #758	29,726	29,264
Invest - Other	1513850431	411511504	HARBOR CAPITAL APRCTION-INST #2012	74,310	60,066
Invest - Other	1513850431	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	52,484	52,807
Invest - Other	1513850431	464287200	ISHARES S & P 500 INDEX FUND	28,216	28,049
Invest - Other	1513850431	487300808	KEELEY SMALL CAP VAL FD CL I #2251	31,426	32,949
Invest - Other	1513850431	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	41,315	38,684
Invest - Other	1513850431	552983694	MFS VALUE FUND-CLASS I #893	56,859	58,928
Invest - Other	1513850431	56063J302	MAINSTAY EP US EQUITY-INS #1204	16,368	16,512
Invest - Other	1513850431	589509108	MERGER FD SH BEN INT #260	25,760	25,647
Invest - Other	1513850431	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	33,109	35,408
Invest - Other	1513850431	693390700	PIMCO TOTAL RET FD-INST #35	96,582	94,546
Invest - Other	1513850431	693390882	PIMCO FOREIGN BD FD USD H-INST #103	41,432	40,684
Invest - Other	1513850431	76628T645	RIDGEWORTH SEIX HY BD-I #5855	69,941	70,681
Invest - Other	1513850431	77957P105	T ROWE PRICE SHORT TERM BD FD #55	74,418	74,450
Invest - Other	1513850431	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	42,410	43,165
Invest - Other	1513850431	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	29,827	33,203
Invest - Other	1513850431	922042858	VANGUARD MSCI EMERGING MARKETS ETF	32,621	36,232
Invest - Other	1513850431	922908553	VANGUARD REIT VIPER	44,327	43,730
Savings & Temp Inv	1513850431	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	33,369	33,369
Cash	1513850431			-	-
			Total Cash and Equivalents	**33,369**	**33,369**
			Total Other Investments	**1,197,019**	**1,207,475**
			Total	**1,230,388**	**1,240,844**

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

Recipient(s) paid during the year

Name				
PENNA ACADEMY OF THE FINE ARTS				
Street: 128 N BROAD ST				
City: PHILADELPHIA	State: PA	Zip Code: 19102	Foreign Country	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 49,000

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount: 0

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount: 0

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount: 0

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount: 0

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount: 0

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,207,051	1,099,224	107,827
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	PIMCO COMMODITY REAL RE	722005667			12/9/2009		3/20/2012	387	457				-70
2	X	PIMCO COMMODITY REAL RE	722005667			7/1/2010		3/20/2012	1,871	2,000				-129
3	X	PIMCO COMMODITY REAL RE	722005667			6/23/2011		3/20/2012	580	734				-154
4	X	PIMCO COMMODITY REAL RE	722005667			12/10/2008		3/20/2012	3,141	2,708				433
5	X	PIMCO COMMODITY REAL RE	722005667			12/10/2008		4/19/2012	3,761	3,398				363
6	X	PIMCO COMMODITY REAL RE	722005667			12/10/2008		4/19/2012	1,119	1,011				108
7	X	RIDGEWORTH FD-MIDCAP VA	76628R615			2/4/2010		6/23/2011	1,000	809				191
8	X	RIDGEWORTH FD-MIDCAP VA	76628R615			2/4/2010		1/3/2012	12,265	12,081				184
9	X	RIDGEWORTH FD-MIDCAP VA	76628R615			2/4/2010		2/2/2012	12,981	11,993				988
10	X	RIDGEWORTH FD-MIDCAP VA	76628R615			2/4/2010		3/20/2012	12,566	11,069				1,497
11	X	RIDGEWORTH FD-MIDCAP VA	76628R615			2/4/2010		4/19/2012	5,543	5,045				498
12	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/4/2010		6/23/2011	4,000	3,125				875
13	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/4/2010		1/3/2012	19,862	15,397				4,465
14	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/4/2010		2/2/2012	20,913	15,306				5,607
15	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/4/2010		3/20/2012	272	182				90
16	X	T ROWE PRICE BLUE CHIP GI	77954Q106			7/1/2010		3/20/2012	20,791	13,684				7,107
17	X	T ROWE PRICE BLUE CHIP GI	77954Q106			7/1/2010		4/19/2012	9,542	6,316				3,226
18	X	T ROWE PRICE SHORT TERM	77957P105			6/23/2011		1/3/2012	4,829	4,889				-60
19	X	T ROWE PRICE SHORT TERM	77957P105			2/4/2010		5/8/2012	19,958	19,983				-25
20	X	T ROWE PRICE SHORT TERM	77957P105			6/23/2011		5/8/2012	7,081	7,111				-30
21	X	T ROWE PRICE SHORT TERM	77957P105			4/23/2012		5/8/2012	4,074	4,074				0
22	X	ROYCE PREMIER FUND W CL	780905451			6/23/2011		1/3/2012	8,384	9,630				-1,246
23	X	ROYCE PREMIER FUND W CL	780905451			6/23/2011		2/2/2012	8,970	9,543				-573
24	X	ROYCE PREMIER FUND W CL	780905451			6/23/2011		3/20/2012	8,502	8,807				-305
25	X	ROYCE PREMIER FUND W CL	780905451			6/23/2011		4/19/2012	3,735	4,019				-284
26	X	SPDR DOW JONES REIT ETF	78464A607			6/26/2008		6/23/2011	3,958	4,089				-131
27	X	SPDR DOW JONES REIT ETF	78464A607			6/26/2008		1/3/2012	27,094	27,887				-793
28	X	SPDR DOW JONES REIT ETF	78464A607			6/26/2008		2/2/2012	27,099	26,278				821
29	X	SPDR DOW JONES REIT ETF	78464A607			4/9/2009		2/2/2012	1,452	654				798
30	X	SPDR DOW JONES REIT ETF	78464A607			4/9/2009		3/20/2012	26,655	11,892				14,763
31	X	SPDR DOW JONES REIT ETF	78464A607			4/9/2009		4/19/2012	12,241	5,417				6,824
32	X	SSGA EMERGING MARKETS F	784924425			10/19/2007		1/3/2012	1,687	2,866				-1,179
33	X	SSGA EMERGING MARKETS F	784924425			10/19/2007		1/3/2012	524	890				-366
34	X	SSGA EMERGING MARKETS F	784924425			12/14/2007		1/3/2012	492	786				-294
35	X	SSGA EMERGING MARKETS F	784924425			12/14/2007		1/3/2012	231	370				-139
36	X	SSGA EMERGING MARKETS F	784924425			6/20/2006		1/3/2012	14,104	14,400				-296
37	X	SSGA EMERGING MARKETS F	784924425			6/20/2006		2/2/2012	18,596	17,263				1,333
38	X	SSGA EMERGING MARKETS F	784924425			6/20/2006		3/20/2012	15,382	14,175				1,207
39	X	SSGA EMERGING MARKETS F	784924425			7/1/2010		3/20/2012	1,913	1,674				239
40	X	SSGA EMERGING MARKETS F	784924425			10/17/2008		4/19/2012	7,388	4,298				3,090
41	X	SSGA EMERGING MARKETS F	784924425			7/1/2010		4/19/2012	367	326				41
42	X	WESTERN ASSET CORE PLUS	957663503			6/20/2006		1/3/2012	74,658	68,061				6,597
43	X	WESTERN ASSET CORE PLUS	957663503			6/20/2006		2/2/2012	75,217	67,535				7,682
44	X	WESTERN ASSET CORE PLUS	957663503			6/20/2006		3/20/2012	69,048	62,328				6,720
45	X	WESTERN ASSET CORE PLUS	957663503			6/11/2009		4/19/2012	3,754	2,998				756
46	X	WESTERN ASSET CORE PLUS	957663503			6/20/2006		4/19/2012	28,088	25,063				3,025
47	X	AMER CENT SMALL CAP GRW	025083320			2/4/2010		6/23/2011	2,000	1,362				638
48	X	AMER CENT SMALL CAP GRW	025083320			2/4/2010		1/3/2012	10,715	8,013				2,702
49	X	AMER CENT SMALL CAP GRW	025083320			2/4/2010		2/2/2012	11,576	7,946				3,630
50	X	AMER CENT SMALL CAP GRW	025083320			2/4/2010		3/20/2012	11,093	7,338				3,755
51	X	AMER CENT SMALL CAP GRW	025083320			2/4/2010		4/19/2012	4,966	3,344				1,622

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions		Securities	1,207,051	1,099,224	107,827
Short Term CG Distributions	0	Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	DAVIS NY VENTURE FD - Y #9	239080401			6/20/2006		6/23/2011	3,000	2,960				40
53	X	DAVIS NY VENTURE FD - Y #9	239080401			6/20/2006		1/3/2012	13,373	13,552				-179
54	X	DAVIS NY VENTURE FD - Y #9	239080401			6/20/2006		2/2/2012	13,833	13,450				383
55	X	DAVIS NY VENTURE FD - Y #9	239080401			6/20/2006		3/20/2012	13,370	12,394				976
56	X	DAVIS NY VENTURE FD - Y #9	239080401			6/20/2006		4/19/2012	5,933	5,644				289
57	X	DREYFUS/THE BOSTON CA S	26203E851			12/14/2007		6/23/2011	2,002	1,882				120
58	X	DREYFUS/THE BOSTON CA S	26203E851			12/14/2007		6/23/2011	605	569				36
59	X	DREYFUS/THE BOSTON CA S	26203E851			6/20/2006		6/23/2011	30,080	29,009				1,071
60	X	EII INTERNATIONAL PROPERT	26852M105			8/29/2007		1/3/2012	8,410	14,117				-5,707
61	X	EII INTERNATIONAL PROPERT	26852M105			8/29/2007		2/2/2012	9,248	14,002				-4,754
62	X	EII INTERNATIONAL PROPERT	26852M105			12/27/2007		3/20/2012	399	510				-111
63	X	EII INTERNATIONAL PROPERT	26852M105			12/27/2007		3/20/2012	164	210				-46
64	X	EII INTERNATIONAL PROPERT	26852M105			12/29/2008		3/20/2012	83	54				29
65	X	EII INTERNATIONAL PROPERT	26852M105			8/29/2007		3/20/2012	5,691	8,006				-2,315
66	X	EII INTERNATIONAL PROPERT	26852M105			4/13/2009		3/20/2012	2,846	1,813				1,033
67	X	EII INTERNATIONAL PROPERT	26852M105			4/13/2009		4/19/2012	4,051	2,674				1,377
68	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		6/23/2011	1,000	783				217
69	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		1/3/2012	4,736	4,119				617
70	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		2/2/2012	5,411	4,372				1,039
71	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		3/20/2012	28,701	21,800				6,901
72	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/4/2010		4/10/2012	12,653	9,929				2,724
73	X	HARBOR INTERNATION FD IN	411511306			12/19/2007		1/3/2012	2,320	2,953				-633
74	X	HARBOR INTERNATION FD IN	411511306			12/19/2007		1/3/2012	299	380				-81
75	X	HARBOR INTERNATION FD IN	411511306			6/20/2006		1/3/2012	16,142	15,460				682
76	X	HARBOR INTERNATION FD IN	411511306			6/20/2006		2/2/2012	19,966	17,864				2,102
77	X	HARBOR INTERNATION FD IN	411511306			6/20/2006		3/20/2012	19,153	16,462				2,691
78	X	HARBOR INTERNATION FD IN	411511306			6/20/2006		4/19/2012	8,494	7,503				991
79	X	OAKMARK FUND - I #110	413838103			2/4/2010		1/3/2012	20,338	16,944				3,394
80	X	OAKMARK FUND - I #110	413838103			2/4/2010		2/2/2012	8,928	7,054				1,874
81	X	OAKMARK FUND - I #110	413838103			7/1/2010		2/2/2012	12,384	9,665				2,719
82	X	OAKMARK FUND - I #110	413838103			7/1/2010		3/20/2012	21,001	15,343				5,658
83	X	OAKMARK FUND - I #110	413838103			7/1/2010		4/19/2012	9,386	6,992				2,394
84	X	OAKMARK INTERNATIONAL F	413838202			7/1/2010		1/3/2012	7,981	7,515				466
85	X	OAKMARK INTERNATIONAL F	413838202			7/1/2010		2/2/2012	8,565	7,467				1,098
86	X	OAKMARK INTERNATIONAL F	413838202			7/1/2010		3/20/2012	8,441	6,876				1,565
87	X	OAKMARK INTERNATIONAL F	413838202			7/1/2010		4/19/2012	3,588	3,142				446
88	X	ISHARES TR RUSSELL MIDCA	464287481			3/20/2012		4/19/2012	25,165	25,365				-200
89	X	JPMORGAN HIGH YIELD FUNI	4812C0803			7/1/2010		1/3/2012	10,182	10,222				-40
90	X	JPMORGAN HIGH YIELD FUNI	4812C0803			7/1/2010		2/2/2012	10,330	10,145				185
91	X	JPMORGAN HIGH YIELD FUNI	4812C0803			7/1/2010		3/20/2012	9,654	9,362				292
92	X	JPMORGAN HIGH YIELD FUNI	4812C0803			7/1/2010		4/19/2012	4,387	4,271				116
93	X	PIMCO HIGH YIELD FD-INST #	693390841			7/1/2010		1/3/2012	10,445	10,225				220
94	X	PIMCO HIGH YIELD FD-INST #	693390841			7/1/2010		2/2/2012	10,617	10,146				471
95	X	PIMCO HIGH YIELD FD-INST #	693390841			7/1/2010		3/20/2012	9,858	9,360				498
96	X	PIMCO HIGH YIELD FD-INST #	693390841			7/1/2010		4/19/2012	4,472	4,269				203
97	X	PIMCO REAL RETURN BOND	693391104			2/4/2010		1/3/2012	3,213	2,998				215
98	X	PIMCO REAL RETURN BOND	693391104			6/23/2011		1/3/2012	2,012	2,000				12
99	X	PIMCO REAL RETURN BOND	693391104			12/7/2011		1/3/2012	1,507	1,512				-5
100	X	PIMCO REAL RETURN BOND	693391104			6/20/2006		1/3/2012	7,474	6,776				698
101	X	PIMCO REAL RETURN BOND	693391104			6/20/2006		2/2/2012	14,472	12,772				1,700
102	X	PIMCO REAL RETURN BOND	693391104			6/20/2006		3/20/2012	13,150	11,790				1,360

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,207,051	1,099,224	107,827
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
103	X	PIMCO REAL RETURN FUND-I	693391104			12/10/2008		4/19/2012	2,441	1,833				608
104	X	PIMCO REAL RETURN FUND-I	693391104			6/20/2006		4/19/2012	3,662	3,224				438
105	X	PIMCO EMERG MKTS BD-INST	693391559			6/20/2006		1/3/2012	13,931	13,151				780
106	X	PIMCO EMERG MKTS BD-INST	693391559			6/20/2006		2/2/2012	14,075	13,044				1,031
107	X	PIMCO EMERG MKTS BD-INST	693391559			6/20/2006		3/20/2012	13,199	12,043				1,156
108	X	PIMCO EMERG MKTS BD-INST	693391559			12/12/2007		4/19/2012	930	841				89
109	X	PIMCO EMERG MKTS BD-INST	693391559			12/12/2007		4/19/2012	760	688				72
110	X	PIMCO EMERG MKTS BD-INST	693391559			12/10/2008		4/19/2012	706	477				229
111	X	PIMCO EMERG MKTS BD-INST	693391559			6/20/2006		4/19/2012	1,445	1,316				129
112	X	PIMCO EMERG MKTS BD-INST	693391559			7/1/2010		4/19/2012	2,187	1,981				206
113	X	PIMCO COMMODITY REAL RE	722005667			6/20/2006		1/3/2012	12,026	24,268				-12,242
114	X	PIMCO COMMODITY REAL RE	722005667			6/20/2006		2/2/2012	11,088	22,708				-11,620
115	X	PIMCO COMMODITY REAL RE	722005667			5/24/2006		2/2/2012	953	2,076				-1,123
116	X	PIMCO COMMODITY REAL RE	722005667			6/23/2011		2/2/2012	212	266				-54
117	X	PIMCO COMMODITY REAL RE	722005667			2/4/2010		3/20/2012	5,249	6,002				-753
118	X	L/T CAPITAL GAIN DIVIDENDS							7,225					7,225
119	X	L/T WASH SALE ADJUSTMENT							1,024					1,024

Line 16b (990-PF) - Accounting Fees

		600	0	0	600
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,378	575	0	0
1	PY FED EXCISE TAX	67			
2	ESTIMATED EXCISE TAX PAID	736			
3	FOREIGN TAX WITHHELD	575	575		
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

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

1	Cost Basis Adjustment	1	233
2	PY Return of Capital Adjustment	2	417
3	Total	3	650

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	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
					Totals	1,207,051	0	1,099,224	107,827	0	0	0	107,827
1	PIMCO COMMODITY REAL RET STRAT-	722005667		12/9/2009	3/20/2012	387	0	457	-70			0	-70
2	PIMCO COMMODITY REAL RET STRAT-	722005667		7/1/2010	3/20/2012	1,871	0	2,000	-129			0	-129
3	PIMCO COMMODITY REAL RET STRAT-	722005667		6/23/2011	3/20/2012	580	0	734	-154			0	-154
4	PIMCO COMMODITY REAL RET STRAT-	722005667		12/10/2008	3/20/2012	3,141	0	2,708	433			0	433
5	PIMCO COMMODITY REAL RET STRAT-	722005667		12/10/2008	4/19/2012	3,761	0	3,398	363			0	363
6	PIMCO COMMODITY REAL RET STRAT-	722005667		12/10/2008	4/19/2012	1,119	0	1,011	108			0	108
7	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		2/4/2010	6/23/2011	1,000	0	809	191			0	191
8	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		2/4/2010	1/3/2012	12,265	0	12,081	184			0	184
9	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		2/4/2010	2/2/2012	12,981	0	11,993	988			0	988
10	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		2/4/2010	3/20/2012	12,566	0	11,069	1,497			0	1,497
11	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		2/4/2010	4/19/2012	5,543	0	5,045	498			0	498
12	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/4/2010	6/23/2011	4,000	0	3,125	875			0	875
13	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/4/2010	1/3/2012	19,862	0	15,397	4,465			0	4,465
14	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/4/2010	2/2/2012	20,913	0	15,306	5,607			0	5,607
15	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/4/2010	3/20/2012	272	0	182	90			0	90
16	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		7/1/2010	3/20/2012	20,791	0	13,684	7,107			0	7,107
17	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		7/1/2010	4/19/2012	9,542	0	6,316	3,226			0	3,226
18	T ROWE PRICE SHORT TERM BD FD #5	77957P105		6/23/2011	1/3/2012	4,829	0	4,889	-60			0	-60
19	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/4/2010	5/8/2012	19,958	0	19,983	-25			0	-25
20	T ROWE PRICE SHORT TERM BD FD #5	77957P105		6/23/2011	5/8/2012	7,081	0	7,111	-30			0	-30
21	T ROWE PRICE SHORT TERM BD FD #5	77957P105		4/23/2012	5/8/2012	4,074	0	4,074	0			0	0
22	ROYCE PREMIER FUND W CLASS #566	780905451		6/23/2011	1/3/2012	8,384	0	9,630	-1,246			0	-1,246
23	ROYCE PREMIER FUND W CLASS #566	780905451		6/23/2011	2/2/2012	8,970	0	9,543	-573			0	-573
24	ROYCE PREMIER FUND W CLASS #566	780905451		6/23/2011	3/20/2012	8,502	0	8,807	-305			0	-305
25	ROYCE PREMIER FUND W CLASS #566	780905451		6/23/2011	4/19/2012	3,735	0	4,019	-284			0	-284
26	SPDR DOW JONES REIT ETF	78464A607		6/26/2008	6/23/2011	3,958	0	4,089	-131			0	-131
27	SPDR DOW JONES REIT ETF	78464A607		6/26/2008	1/3/2012	27,094	0	27,887	-793			0	-793
28	SPDR DOW JONES REIT ETF	78464A607		6/26/2008	2/2/2012	27,099	0	26,278	821			0	821
29	SPDR DOW JONES REIT ETF	78464A607		4/9/2009	2/2/2012	1,452	0	654	798			0	798
30	SPDR DOW JONES REIT ETF	78464A607		4/9/2009	3/20/2012	26,655	0	11,892	14,763			0	14,763
31	SPDR DOW JONES REIT ETF	78464A607		4/9/2009	4/19/2012	12,241	0	5,417	6,824			0	6,824
32	SSGA EMERGING MARKETS FD S #151(	784924425		10/19/2007	1/3/2012	1,687	0	2,866	-1,179			0	-1,179
33	SSGA EMERGING MARKETS FD S #151(	784924425		10/19/2007	1/3/2012	524	0	890	-366			0	-366
34	SSGA EMERGING MARKETS FD S #151(	784924425		12/14/2007	1/3/2012	492	0	786	-294			0	-294
35	SSGA EMERGING MARKETS FD S #151(	784924425		12/14/2007	1/3/2012	231	0	370	-139			0	-139
36	SSGA EMERGING MARKETS FD S #151(	784924425		6/20/2006	1/3/2012	14,104	0	14,400	-296			0	-296
37	SSGA EMERGING MARKETS FD S #151(	784924425		6/20/2006	2/2/2012	18,596	0	17,263	1,333			0	1,333
38	SSGA EMERGING MARKETS FD S #151(	784924425		6/20/2006	3/20/2012	15,382	0	14,175	1,207			0	1,207
39	SSGA EMERGING MARKETS FD S #151(	784924425		7/1/2010	3/20/2012	1,913	0	1,674	239			0	239
40	SSGA EMERGING MARKETS FD S #151(	784924425		10/17/2008	4/19/2012	7,388	0	4,298	3,090			0	3,090
41	SSGA EMERGING MARKETS FD S #151(	784924425		7/1/2010	4/19/2012	367	0	326	41			0	41
42	WESTERN ASSET CORE PLUS BOND-I #	957663503		6/20/2006	1/3/2012	74,658	0	68,061	6,597			0	6,597
43	WESTERN ASSET CORE PLUS BOND-I #	957663503		6/20/2006	2/2/2012	75,217	0	67,535	7,682			0	7,682
44	WESTERN ASSET CORE PLUS BOND-I #	957663503		6/20/2006	3/20/2012	69,048	0	62,328	6,720			0	6,720
45	WESTERN ASSET CORE PLUS BOND-I #	957663503		6/11/2009	4/19/2012	3,754	0	2,998	756			0	756
46	WESTERN ASSET CORE PLUS BOND-I #	957663503		6/20/2006	4/19/2012	28,088	0	25,063	3,025			0	3,025
47	AMER CENT SMALL CAP GRWTH INST #	025083320		2/4/2010	6/23/2011	2,000	0	1,362	638			0	638
48	AMER CENT SMALL CAP GRWTH INST #	025083320		2/4/2010	1/3/2012	10,715	0	8,013	2,702			0	2,702
49	AMER CENT SMALL CAP GRWTH INST #	025083320		2/4/2010	2/2/2012	11,576	0	7,946	3,630			0	3,630
50	AMER CENT SMALL CAP GRWTH INST #	025083320		2/4/2010	3/20/2012	11,093	0	7,338	3,755			0	3,755
51	AMER CENT SMALL CAP GRWTH INST #	025083320		2/4/2010	4/19/2012	4,966	0	3,344	1,622			0	1,622
52	DAVIS NY VENTURE FD - Y #909	239080401		6/20/2006	6/23/2011	3,000	0	2,960	40			0	40
53	DAVIS NY VENTURE FD - Y #909	239080401		6/20/2006	1/3/2012	13,373	0	13,552	-179			0	-179
54	DAVIS NY VENTURE FD - Y #909	239080401		6/20/2006	2/2/2012	13,833	0	13,450	383			0	383
55	DAVIS NY VENTURE FD - Y #909	239080401		6/20/2006	3/20/2012	13,370	0	12,394	976			0	976
56	DAVIS NY VENTURE FD - Y #909	239080401		6/20/2006	4/19/2012	5,933	0	5,644	289			0	289
57	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		12/14/2007	6/23/2011	2,002	0	1,882	120			0	120
58	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		12/14/2007	6/23/2011	605	0	569	36			0	36

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	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
					Totals	1,207,051	0	1,099,224	107,827	0	0	0	107,827
59	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		6/20/2006	6/23/2011	30,080	0	29,009	1,071			0	1,071
60	EII INTERNATIONAL PROPERTY-I #30	26852M105		8/29/2007	1/3/2012	8,410	0	14,117	-5,707			0	-5,707
61	EII INTERNATIONAL PROPERTY-I #30	26852M105		8/29/2007	2/2/2012	9,248	0	14,002	-4,754			0	-4,754
62	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/27/2007	3/20/2012	399	0	510	-111			0	-111
63	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/27/2007	3/20/2012	164	0	210	-46			0	-46
64	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/29/2008	3/20/2012	83	0	54	29			0	29
65	EII INTERNATIONAL PROPERTY-I #30	26852M105		8/29/2007	3/20/2012	5,691	0	8,006	-2,315			0	-2,315
66	EII INTERNATIONAL PROPERTY-I #30	26852M105		4/13/2009	3/20/2012	2,846	0	1,813	1,033			0	1,033
67	EII INTERNATIONAL PROPERTY-I #30	26852M105		4/13/2009	4/19/2012	4,051	0	2,674	1,377			0	1,377
68	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		2/4/2010	6/23/2011	1,000	0	783	217			0	217
69	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		2/4/2010	1/3/2012	4,736	0	4,119	617			0	617
70	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		2/4/2010	2/2/2012	5,411	0	4,372	1,039			0	1,039
71	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		2/4/2010	3/20/2012	28,701	0	21,800	6,901			0	6,901
72	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		2/4/2010	4/10/2012	12,653	0	9,929	2,724			0	2,724
73	HARBOR INTERNATION FD INST #2011	411511306		12/19/2007	1/3/2012	2,320	0	2,953	-633			0	-633
74	HARBOR INTERNATION FD INST #2011	411511306		12/19/2007	1/3/2012	299	0	380	-81			0	-81
75	HARBOR INTERNATION FD INST #2011	411511306		6/20/2006	1/3/2012	16,142	0	15,460	682			0	682
76	HARBOR INTERNATION FD INST #2011	411511306		6/20/2006	2/2/2012	19,966	0	17,864	2,102			0	2,102
77	HARBOR INTERNATION FD INST #2011	411511306		6/20/2006	3/20/2012	19,153	0	16,462	2,691			0	2,691
78	HARBOR INTERNATION FD INST #2011	411511306		6/20/2006	4/19/2012	8,494	0	7,503	991			0	991
79	OAKMARK FUND - I #110	413838103		2/4/2010	1/3/2012	20,338	0	16,944	3,394			0	3,394
80	OAKMARK FUND - I #110	413838103		2/4/2010	2/2/2012	8,928	0	7,054	1,874			0	1,874
81	OAKMARK FUND - I #110	413838103		7/1/2010	2/2/2012	12,384	0	9,665	2,719			0	2,719
82	OAKMARK FUND - I #110	413838103		7/1/2010	3/20/2012	21,001	0	15,343	5,658			0	5,658
83	OAKMARK FUND - I #110	413838103		7/1/2010	4/19/2012	9,386	0	6,992	2,394			0	2,394
84	OAKMARK INTERNATIONAL FD #109	413838202		7/1/2010	1/3/2012	7,981	0	7,515	466			0	466
85	OAKMARK INTERNATIONAL FD #109	413838202		7/1/2010	2/2/2012	8,565	0	7,467	1,098			0	1,098
86	OAKMARK INTERNATIONAL FD #109	413838202		7/1/2010	3/20/2012	8,441	0	6,876	1,565			0	1,565
87	OAKMARK INTERNATIONAL FD #109	413838202		7/1/2010	4/19/2012	3,588	0	3,142	446			0	446
88	ISHARES TR RUSSELL MIDCAP GROWT	464287481		3/20/2012	4/19/2012	25,165	0	25,365	-200			0	-200
89	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		7/1/2010	1/3/2012	10,182	0	10,222	-40			0	-40
90	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		7/1/2010	2/2/2012	10,330	0	10,145	185			0	185
91	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		7/1/2010	3/20/2012	9,654	0	9,362	292			0	292
92	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		7/1/2010	4/19/2012	4,387	0	4,271	116			0	116
93	PIMCO HIGH YIELD FD-INST #108	693390841		7/1/2010	1/3/2012	10,445	0	10,225	220			0	220
94	PIMCO HIGH YIELD FD-INST #108	693390841		7/1/2010	2/2/2012	10,617	0	10,146	471			0	471
95	PIMCO HIGH YIELD FD-INST #108	693390841		7/1/2010	3/20/2012	9,858	0	9,360	498			0	498
96	PIMCO HIGH YIELD FD-INST #108	693390841		7/1/2010	4/19/2012	4,472	0	4,269	203			0	203
97	PIMCO REAL RETURN BOND FD-I #122	693391104		2/4/2010	1/3/2012	3,213	0	2,998	215			0	215
98	PIMCO REAL RETURN BOND FD-I #122	693391104		6/23/2011	1/3/2012	2,012	0	2,000	12			0	12
99	PIMCO REAL RETURN BOND FD-I #122	693391104		12/7/2011	1/3/2012	1,507	0	1,512	-5			0	-5
100	PIMCO REAL RETURN BOND FD-I #122	693391104		6/20/2006	1/3/2012	7,474	0	6,776	698			0	698
101	PIMCO REAL RETURN BOND FD-I #122	693391104		6/20/2006	2/2/2012	14,472	0	12,772	1,700			0	1,700
102	PIMCO REAL RETURN BOND FD-I #122	693391104		6/20/2006	3/20/2012	13,150	0	11,790	1,360			0	1,360
103	PIMCO REAL RETURN FUND-INST #122	693391104		12/10/2008	4/19/2012	2,441	0	1,833	608			0	608
104	PIMCO REAL RETURN FUND-INST #122	693391104		6/20/2006	4/19/2012	3,662	0	3,224	438			0	438
105	PIMCO EMERG MKTS BD-INST #137	693391559		6/20/2006	1/3/2012	13,931	0	13,151	780			0	780
106	PIMCO EMERG MKTS BD-INST #137	693391559		6/20/2006	2/2/2012	14,075	0	13,044	1,031			0	1,031
107	PIMCO EMERG MKTS BD-INST #137	693391559		6/20/2006	3/20/2012	13,199	0	12,043	1,156			0	1,156
108	PIMCO EMERG MKTS BD-INST #137	693391559		12/12/2007	4/19/2012	930	0	841	89			0	89
109	PIMCO EMERG MKTS BD-INST #137	693391559		12/12/2007	4/19/2012	760	0	688	72			0	72
110	PIMCO EMERG MKTS BD-INST #137	693391559		12/10/2008	4/19/2012	706	0	477	229			0	229
111	PIMCO EMERG MKTS BD-INST #137	693391559		6/20/2006	4/19/2012	1,445	0	1,316	129			0	129
112	PIMCO EMERG MKTS BD-INST #137	693391559		7/1/2010	4/19/2012	2,187	0	1,981	206			0	206
113	PIMCO COMMODITY REAL RET STRAT-	722005667		6/20/2006	1/3/2012	12,026	0	24,268	-12,242			0	-12,242
114	PIMCO COMMODITY REAL RET STRAT-	722005667		6/20/2006	2/2/2012	11,088	0	22,708	-11,620			0	-11,620
115	PIMCO COMMODITY REAL RET STRAT-	722005667		5/24/2006	2/2/2012	953	0	2,076	-1,123			0	-1,123
116	PIMCO COMMODITY REAL RET STRAT-	722005667		6/23/2011	2/2/2012	212	0	266	-54			0	-54

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	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
					Totals	1,207,051	0	1,099,224	107,827	0	0	0	107,827
117	PIMCO COMMODITY REAL RET STRAT-	722005667		2/4/2010	3/20/2012	5,249	0	6,002	-753			0	-753
118	L/T CAPITAL GAIN DIVIDENDS					7,225	0	0	7,225			0	7,225
119	L/T WASH SALE ADJUSTMENT					1,024	0	0	1,024			0	1,024

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

2,999

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	2,999
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
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	0
2	First quarter estimated tax payment	10/1/2011	2	736
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	736

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	6,131
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	6,131