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

Name of foundation GEORGE A KOSTAKES CHARITABLE TRUST		A Employer identification number 56-6359854
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) ▶ \$ 384,856	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	11,864	11,715		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	11,124			
	b Gross sales price for all assets on line 6a	408,617			
	7 Capital gain net income (from Part IV, line 2)		11,124		
	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	22,988	22,839	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,385	4,789		1,596
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	6,531	0	0	6,531
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	770	0	0	770
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	940	140	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)	123	123	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	14,749	5,052	0	8,897
	25 Contributions, gifts, grants paid	27,458			27,458
26 Total expenses and disbursements. Add lines 24 and 25	42,207	5,052	0	36,355	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-19,219				
b Net investment income (if negative, enter -0-)		17,787			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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SCANNED SEP 19 2012

None

Form 990-PF (2011) **GEORGE A KOSTAKES CHARITABLE TRUST**

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	7,774	5,743	5,743
	3 Accounts receivable ☐	0		
	Less allowance for doubtful accounts ☐	0	0	0
	4 Pledges receivable ☐	0		
	Less allowance for doubtful accounts ☐	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐	0		
	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
	11 Investments—land, buildings, and equipment basis ☐	0		
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	403,983	386,341	379,113
	14 Land, buildings, and equipment basis ☐	0		
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	15 Other assets (describe ☐)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	411,757	392,084	384,856
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	411,757	392,084	
	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)	411,757	392,084	
	31 Total liabilities and net assets/fund balances (see instructions)	411,757	392,084	

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	411,757
2 Enter amount from Part I, line 27a	2	-19,219
3 Other increases not included in line 2 (itemize) ☐ <u>Cost Basis Adjustment</u>	3	300
4 Add lines 1, 2, and 3	4	392,838
5 Decreases not included in line 2 (itemize) ☐ <u>See Attached Statement</u>	5	754
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	392,084

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	11,124
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	23,832	448,654	0.053119
2009	19,150	415,076	0.046136
2008	26,415	395,368	0.066811
2007	26,478	544,036	0.048670
2006	22,809	524,977	0.043448
2 Total of line 1, column (d)			2 0.258184
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 0.051637
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 424,731
5 Multiply line 4 by line 3			5 21,932
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 178
7 Add lines 5 and 6			7 22,110
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 36,355

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)		1	178
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-)		2	0
3 Add lines 1 and 2		3	178
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	178
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	262	
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	262	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	84	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 84 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

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

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?☒ 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	6,385	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	416,171
b	Average of monthly cash balances	1b	15,028
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	431,199
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	431,199
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	424,731
6	Minimum investment return. Enter 5% of line 5	6	21,237

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	21,237
2a	Tax on investment income for 2011 from Part VI, line 5	2a	178
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	178
3	Distributable amount before adjustments Subtract line 2c from line 1	3	21,059
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,059
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	21,059

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	36,355
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	36,355
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	178
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,177

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

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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				21,059
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			23,347	
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 ▶ \$ 36,355				
a Applied to 2010, but not more than line 2a			23,347	
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				13,008
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				8,051
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)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	27,458
b Approved for future payment NONE				
Total			▶ 3b	0

Form **990-PF** (2011)

Statement B

GEORGE A KOSTAKES CHARITABLE TRUST

EIN: 56-6359854

Tax Year End: 05/31/12

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Hellenic Republic City of Sparta Municipality of Oinountos Local Council of Voutianoi	\$10,358	various	Provide for road work and renovation projects in the village	\$5,153	No	07/19/12	07/19/12
General Hospital of Sparta Sparta, Greece 23100	\$2,850	04/17/12	Provide medicine, food, clothing, and provisions for hospital patients	\$2,577	No	05/30/12	05/30/12
General Hospital of Atreus Evangelismos 45-47 Ipsilantou Athens, Greece 10676	\$5,700	04/17/12	Provided free hospitalization to people in need	\$5,135	No	06/04/12	06/04/12

The Foundation intends these reports to satisfy its reporting obligations to the Trust under Sections 4942 and 4945. The Section 4942 reports provided by the grantees reported on the prior year grants, and it is expected the grantees will distribute funds received during the fiscal year ended 5/31/12 by the end of the following fiscal year ending 5/31/13.

[illegible]

Total Cash and Equivalents

Total Other Investments

Total

GEORGE A KOSTAKES CHARITABLE TRUST

56-6359854 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

JOHNSON C SMITH UNIVERSITY

Street

100 BEATTIES FORD RD

City

CHARLOTTE

State

NC

Zip Code

28216

Foreign Country

Relationship

NONE

Foundation Status

501(C)3 PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,850

Name

HOLY TRINITY GREEK ORTHODOX CHURCH

Street

600 EAST BLVD

City

CHARLOTTE

State

NC

Zip Code

28203

Foreign Country

Relationship

NONE

Foundation Status

501(C)3 PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,850

Name

UNIVERISTY OF NC AT CHARLOTTE

Street

9201 UNIVERSITY CITY BLVD

City

CHARLOTTE

State

NC

Zip Code

28223

Foreign Country

Relationship

NONE

Foundation Status

501(C)3 PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,850

Name

LOCAL COUNCIL OF VOUTIANOI

Street

City

SPARTA

State

Zip Code

23100

Foreign Country

Greece

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,358

Name

GENERAL HOSPITAL OF ATREUS EVANGELISMOS

Street

45-47 IPSILANTOU

City

ATHENS

State

Zip Code

10676

Foreign Country

Greece

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,700

Name

GENERAL HOSPITAL OF SPARTA

Street

City

SPARTA

State

Zip Code

23100

Foreign Country

Greece

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,850

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

										Amount		Totals		Net Gain or Loss			
										1,240		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										0		408,617		397,493		11,124	
										0		0		0		0	
										0		0		0		0	
										0		0		0		0	
										0		0		0		0	
										0		0		0		0	
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										0		0					

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Securities										408,617		397,493		11,124	
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	Depreciation	Net Gain or Loss
52	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		11/2/2011	8,094	5,946			2,148
53	X	RIDGEMORTH SEIX HY BD-I #	766281645			11/4/2011		4/16/2012	2,270	2,242			28
54	X	RIDGEMORTH SEIX HY BD-I #	766281645			8/26/2011		4/16/2012	2,492	2,422			70
55	X	RIDGEMORTH SEIX HY BD-I #	766281645			8/26/2011		4/23/2012	627	609			18
56	X	GOLDMAN SACHS L/C VALUE	38142Y773			12/24/2008		11/2/2011	136	103			33
57	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		11/2/2011	4,328	3,715			613
58	X	HARBOR CAPITAL APRCTION	411511504			8/26/2011		11/2/2011	1,065	1,005			60
59	X	HARBOR CAPITAL APRCTION	411511504			8/26/2011		2/10/2012	1,272	1,113			159
60	X	HARBOR CAPITAL APRCTION	411511504			8/26/2011		4/12/2012	879	718			161
61	X	HARBOR CAPITAL APRCTION	411511504			4/16/2012		4/23/2012	427	431			-4
62	X	HUSSMAN STRATEGIC GROV	448108100			11/4/2011		4/23/2012	423	455			-32
63	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		8/24/2011	2,253	1,364			889
64	X	ING INTERNATIONAL REAL ES	44980Q518			3/24/2008		8/24/2011	1,270	1,742			-472
65	X	ING INTERNATIONAL REAL ES	44980Q518			12/24/2007		8/24/2011	805	1,268			-463
66	X	ING INTERNATIONAL REAL ES	44980Q518			10/31/2008		8/24/2011	163	137			26
67	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		8/24/2011	3,714	6,520			-2,806
68	X	ISHARES S & P 500 INDEX FU	464287200			11/2/2011		2/10/2012	942	869			73
69	X	ISHARES S & P 500 INDEX FU	464287200			11/2/2011		4/12/2012	6,257	5,586			671
70	X	ISHARES S & P 500 INDEX FU	464287200			4/16/2012		4/23/2012	412	414			-2
71	X	JPMORGAN HIGH YIELD FUND	4812C0803			8/21/2007		8/24/2011	8,592	9,138			-546
72	X	JPMORGAN HIGH YIELD FUND	4812C0803			5/5/2008		8/24/2011	15,681	15,885			-204
73	X	JPMORGAN HIGH YIELD FUND	4812C0803			2/4/2011		8/24/2011	537	583			-46
74	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/24/2011	2,388	2,666			-278
75	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		11/2/2011	726	773			-47
76	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/10/2012	1,082	1,047			35
77	X	KEELEY SMALL CAP VAL FD C	487300808			4/16/2012		4/23/2012	426	430			-4
78	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/4/2011		4/16/2012	5,955	6,256			-301
79	X	MFS VALUE FUND-CLASS I #8	552983694			5/26/2011		4/16/2012	9,562	10,408			-846
80	X	MFS VALUE FUND-CLASS I #8	552983694			4/16/2012		4/23/2012	564	565			-1
81	X	MAINSTAY EP US EQUITY-INS	56063J302			11/4/2011		2/10/2012	6,067	5,946			121
82	X	OPPENHEIMER DEVELOPING	683974505			4/16/2012		4/23/2012	423	424			-1
83	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		11/2/2011	7,581	7,602			-21
84	X	PIMCO TOTAL RET FD-INST #	693390700			9/24/2009		2/10/2012	1,243	1,221			22
85	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	13,133	12,968			165
86	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011		4/16/2012	2,178	2,100			78
87	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		4/16/2012	1,004	985			19
88	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		4/16/2012	8,166	7,406			760
89	X	SSGA EMERGING MARKETS F	784924425			9/24/2008		8/24/2011	2,263	2,243			20
90	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		8/24/2011	7,406	4,425			2,981
91	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		8/24/2011	1,717	1,979			-262
92	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		11/2/2011	1,131	1,193			-62
93	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/10/2012	648	640			8
94	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		4/23/2012	577	577			0
95	X	VANGUARD INFLAT PROTECT	922031869			9/24/2009		8/24/2011	2,626	2,336			290
96	X	VANGUARD INFLAT PROTECT	922031869			9/24/2007		8/24/2011	1,231	1,046			185
97	X	VANGUARD INFLAT PROTECT	922031869			8/21/2007		8/24/2011	13,792	11,733			2,059
98	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		8/24/2011	1,185	1,086			99
99	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		2/10/2012	432	471			-39
100	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		4/23/2012	419	419			0
101	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	2,244	2,177			67
102	X	VANGUARD REIT VIPER	922908553			12/17/2010		11/2/2011	514	476			38

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales Price	Cost or Other Basis	Cost, Other Basis and Expenses		Net Gain or Loss
									Securities	Other sales			Expense of Sale and Cost of Improvements	Depreciation	
		Long Term CG Distributions	Amount						1,240	0					
		Short Term CG Distributions													
103	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012			1,178	1,015			163
104	X	VANGUARD REIT VIPER	922908553			4/16/2012		4/23/2012			695	696			-1
105	X	WELLS FARGO ADV INTL BON	94985D582			12/24/2009		8/24/2011			57	51			6
106	X	WELLS FARGO ADV INTL BON	94985D582			8/21/2007		8/24/2011			1,528	1,326			202
107	X	WELLS FARGO ADV INTL BON	94985D582			8/21/2007		11/2/2011			5,465	4,999			466
108	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		11/2/2011			2,208	2,131			77
109	X	WF ADV ENDEAVOR SELECT	949915565			12/24/2008		8/24/2011			3,463	2,330			1,133
110	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		11/2/2011			14,833	14,894			-61
111	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		4/16/2012			5,388	5,388			0
112	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		4/16/2012			12,319	12,294			25
113	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012			5,825	5,813			12
114	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/16/2012		4/23/2012			654	654			0
115	X	WF ADV ENDEAVOR SELECT	949915565			3/24/2008		8/24/2011			2,772	3,210			-438
116	X	WF ADV ENDEAVOR SELECT	949915565			9/24/2008		8/24/2011			2,144	2,241			-97
117	X	WF ADV ENDEAVOR SELECT	949915565			8/21/2007		8/24/2011			15,492	18,419			-2,927

Line 16a (990-PF) - Legal Fees

		6,531	0	0	6,531
	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	LEGAL FEES	6,531			6,531
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		770	0	0	770
	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	TRANSLATOR	770			770
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		940	140	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	800			
2	ESTIMATED EXCISE TAX PAID				
3	FOREIGN TAX WITHHELD	140	140		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		123	123	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT INSURANCE	123	123		
2	ADR FEES				
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

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

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	300
2	Total	2	300

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

1	Asset Removal - Building Demolished Per Court Order	1	600
2	PY Return of Capital Adjustment	2	154
3	Total	3	754

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
						Long Term CG Distributions	Short Term CG Distributions								
						Amount	0	407,377	0	397,493	9,884	0	0	0	9,884
1	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/21/2007	8/24/2011			16,892	0	20,125	-3,433			0	-3,433
2	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	8/24/2011			3,396	0	2,999	397			0	397
3	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	11/2/2011			4,184	0	3,491	693			0	693
4	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	11/2/2011			5,503	0	3,647	1,856			0	1,856
5	GOLDEN LARGE CAP CORE FUND-I	34984T881		12/24/2008	11/2/2011			1,134	0	856	278			0	278
6	GOLDMAN SACHS GRTH OPP FDI #113	38142Y401		10/31/2008	8/24/2011			6,353	0	4,601	1,752			0	1,752
7	GOLDMAN SACHS GRTH OPP FDI #113	38142Y401		10/31/2008	11/2/2011			931	0	626	305			0	305
8	GOLDMAN SACHS GRTH OPP FDI #113	38142Y401		10/31/2008	21/02/2012			442	0	282	160			0	160
9	GOLDMAN SACHS GRTH OPP FDI #113	38142Y401		12/24/2008	4/10/2012			5,124	0	2,554	2,570			0	2,570
10	GOLDMAN SACHS GRTH OPP FDI #113	38142Y401		10/31/2008	4/10/2012			5,715	0	3,612	2,103			0	2,103
11	GOLDMAN SACHS L/C VALUE-1 #1216	38142Y773		11/4/2011	8/24/2011			7,224	0	6,519	705			0	705
12	ARTISAN INTERNATIONAL FUND #661	04314H204		10/31/2008	8/24/2011			468	0	449	19			0	19
13	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	21/02/2012			118	0	112	6			0	6
14	ARTISAN INTERNATIONAL FUND #661	04314H204		4/16/2012	4/23/2012			939	0	945	-6			0	-6
15	ARTISAN MID CAP FUND-INS	04314H600		4/16/2012	4/23/2012			443	0	443	0			0	0
16	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		9/24/2009	8/24/2011			586	0	566	20			0	20
17	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	8/24/2011			1,977	0	1,900	77			0	77
18	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/24/2011			17,049	0	14,997	2,052			0	2,052
19	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	11/2/2011			8,105	0	7,078	1,027			0	1,027
20	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		3/24/2008	8/24/2011			1,614	0	2,260	-646			0	-646
21	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/21/2007	8/24/2011			10,352	0	14,856	-4,504			0	-4,504
22	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/4/2011	8/24/2011			1,174	0	1,352	-178			0	-178
23	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/27/2009	11/2/2011			1,989	0	1,525	464			0	464
24	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		9/24/2008	11/2/2011			1,140	0	1,411	-271			0	-271
25	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/4/2011	11/2/2011			874	0	1,048	-174			0	-174
26	DIAMOND HILL LONG-SHORT FD CL I #25264S833			4/16/2012	4/23/2012			425	0	424	1			0	1
27	DODGE & COX INT'L STOCK FD #1048	256206103		8/21/2007	8/24/2011			845	0	1,222	-377			0	-377
28	DODGE & COX INT'L STOCK FD #1048	256206103		8/21/2007	4/23/2012			1,035	0	1,035	0			0	0
29	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	11/2/2011			7,674	0	7,651	23			0	23
30	DODGE & COX INCOME FD COM #147	256210105		9/24/2009	21/02/2012			1,761	0	1,668	93			0	93
31	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	21/02/2012			1,716	0	1,668	48			0	48
32	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	21/02/2012			9,327	0	9,183	144			0	144
33	DODGE & COX INCOME FD COM #147	256210105		8/21/2007	21/02/2012			1,527	0	1,403	124			0	124
34	DODGE & COX INCOME FD COM #147	256210105		8/21/2007	4/16/2012			11,168	0	10,250	918			0	918
35	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/26/2011	4/23/2012			413	0	413	0			0	0
36	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011			7,502	0	8,017	-515			0	-515
37	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	11/2/2011			1,064	0	1,069	-5			0	-5
38	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	4/12/2012			1,488	0	1,340	148			0	148
39	JP MORGAN MID CAP VALUE-I #758	339128100		4/16/2012	4/23/2012			415	0	415	0			0	0
40	GOLDEN LARGE CAP CORE FUND-I	34984T881		3/24/2008	8/24/2011			1,457	0	1,696	-239			0	-239
41	PIMCO FOREIGN BD FD USD H-INST #11	693390882		2/4/2011	4/16/2012			1,246	0	1,200	46			0	46
42	PIMCO FOREIGN BD FD USD H-INST #11	693390882		8/26/2011	4/16/2012			3,003	0	2,956	47			0	47
43	PIMCO FOREIGN BD FD USD H-INST #11	693390882		11/4/2011	4/16/2012			931	0	925	6			0	6
44	PIMCO FOREIGN BD FD USD H-INST #11	693390882		2/14/2012	4/16/2012			689	0	680	9			0	9
45	PIMCO FOREIGN BD FD USD H-INST #11	693390882		8/21/2007	4/16/2012			535	0	499	36			0	36
46	PIMCO EMERG MKTS BD-INST #137	693391559		8/21/2007	8/24/2011			8,128	0	7,467	661			0	661
47	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	8/24/2011			1,000	0	979	21			0	21
48	PIMCO COMMODITY REAL RET STRAT-	722005667		8/21/2007	8/24/2011			2,286	0	3,531	-1,245			0	-1,245
49	PIMCO COMMODITY REAL RET STRAT-	722005667		10/31/2008	8/24/2011			1,878	0	2,061	-183			0	-183
50	PIMCO COMMODITY REAL RET STRAT-	722005667		12/24/2008	8/24/2011			2,141	0	1,486	655			0	655
51	PIMCO COMMODITY REAL RET STRAT-	722005667		12/24/2008	11/2/2011			854	0	659	195			0	195
52	PIMCO COMMODITY REAL RET STRAT-	722005667		2/27/2009	11/2/2011			8,094	0	5,946	2,148			0	2,148
53	RIDGEWORTH SEIX HY BD-I #5855	76628T645		11/4/2011	4/16/2012			2,270	0	2,242	28			0	28
54	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	4/16/2012			2,492	0	2,422	70			0	70
55	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	4/23/2012			627	0	609	18			0	18
56	GOLDMAN SACHS L/C VALUE-1 #1216	38142Y773		12/24/2008	11/2/2011			136	0	103	33			0	33
57	GOLDMAN SACHS L/C VALUE-1 #1216	38142Y773		10/31/2008	11/2/2011			4,328	0	3,715	613			0	613
58	HARBOR CAPITAL APRCCT-INST #20	411511504		8/26/2011	11/2/2011			1,065	0	1,005	60			0	60

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	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	9,884
						Long Term CG Distributions	Short Term CG Distributions											
						Amount	1,240											
59	HARBOR CAPITAL APRTION-INST #20	411511504		8/26/2011	2/10/2012			1,272	0	1,113	159			0			159	9,884
60	HARBOR CAPITAL APRTION-INST #20	411511504		8/26/2011	4/12/2012			879	0	718	161			0			161	
61	HARBOR CAPITAL APRTION-INST #20	411511504		4/16/2012	4/23/2012			427	0	431	-4			0			-4	
62	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/4/2011	4/23/2012			423	0	455	-32			0			-32	
63	ING INTERNATIONAL REAL EST-I #2664	449800518		2/27/2009	8/24/2011			2,253	0	1,364	889			0			889	
64	ING INTERNATIONAL REAL EST-I #2664	449800518		3/24/2008	8/24/2011			1,270	0	1,742	-472			0			-472	
65	ING INTERNATIONAL REAL EST-I #2664	449800518		12/24/2007	8/24/2011			805	0	1,268	-463			0			-463	
66	ING INTERNATIONAL REAL EST-I #2664	449800518		10/31/2008	8/24/2011			163	0	137	26			0			26	
67	ING INTERNATIONAL REAL EST-I #2664	449800518		11/1/2007	8/24/2011			3,714	0	6,520	-2,806			0			-2,806	
68	ISHARES S & P 500 INDEX FUND	464287200		11/2/2011	2/10/2012			942	0	869	73			0			73	
69	ISHARES S & P 500 INDEX FUND	464287200		11/2/2011	4/12/2012			6,257	0	5,586	671			0			671	
70	ISHARES S & P 500 INDEX FUND	464287200		4/16/2012	4/23/2012			412	0	414	-2			0			-2	
71	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/21/2007	8/24/2011			8,592	0	9,138	-546			0			-546	
72	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/24/2011			15,881	0	15,885	-204			0			-204	
73	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	8/24/2011			537	0	583	-46			0			-46	
74	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011			2,388	0	2,666	-278			0			-278	
75	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012			1,082	0	773	-47			0			-47	
76	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	4/16/2012			426	0	1,047	35			0			35	
77	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/16/2012	4/23/2012			426	0	430	-4			0			-4	
78	LAUDUS MONDRIAN INTL FLINST #2940	51855Q665		11/4/2011	4/16/2012			5,955	0	6,256	-301			0			-301	
79	MFS VALUE FUND-CLASS I #893	552983694		5/26/2011	11/2/2011			9,562	0	10,408	-846			0			-846	
80	MFS VALUE FUND-CLASS I #893	552983694		4/16/2012	4/23/2012			564	0	565	-1			0			-1	
81	MAINSTAY EP US EQUITY-INS #1204	560631302		11/4/2011	2/10/2012			6,067	0	5,946	121			0			121	
82	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		4/16/2012	4/23/2012			423	0	424	-1			0			-1	
83	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	11/2/2011			7,581	0	7,602	-21			0			-21	
84	PIMCO TOTAL RET FD-INST #35	693390700		9/24/2009	2/10/2012			1,243	0	1,221	22			0			22	
85	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012			13,133	0	12,968	165			0			165	
86	PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	4/16/2012			2,178	0	2,100	78			0			78	
87	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	4/16/2012			1,004	0	985	19			0			19	
88	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	4/16/2012			8,166	0	7,406	760			0			760	
89	SSGA EMERGING MARKETS FD S #1510	784924425		9/24/2008	8/24/2011			2,263	0	2,243	20			0			20	
90	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	8/24/2011			7,406	0	4,425	2,981			0			2,981	
91	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	8/24/2011			1,171	0	1,979	-262			0			-262	
92	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	11/2/2011			1,131	0	1,193	-62			0			-62	
93	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/10/2012			648	0	640	8			0			8	
94	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	4/23/2012			577	0	577	0			0			0	
95	VANGUARD INFLAT PROTECT SEC FD #	922031869		9/24/2009	8/24/2011			2,826	0	2,336	290			0			290	
96	VANGUARD INFLAT PROTECT SEC FD #	922031869		9/24/2007	8/24/2011			1,231	0	1,046	185			0			185	
97	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/21/2007	8/24/2011			13,792	0	11,733	2,059			0			2,059	
98	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	8/24/2011			1,185	0	1,086	99			0			99	
99	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	2/10/2012			432	0	471	-39			0			-39	
100	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	4/23/2012			419	0	419	0			0			0	
101	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011			2,244	0	2,177	67			0			67	
102	VANGUARD REIT VIPER	922908553		12/17/2010	11/2/2011			514	0	476	38			0			38	
103	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012			1,178	0	1,015	163			0			163	
104	VANGUARD REIT VIPER	922908553		4/16/2012	4/23/2012			695	0	696	-1			0			-1	
105	WELLS FARGO ADV INTL BOND-IS #470	94985D582		12/24/2009	8/24/2011			57	0	51	6			0			6	
106	WELLS FARGO ADV INTL BOND-IS #470	94985D582		8/21/2007	8/24/2011			1,528	0	1,326	202			0			202	
107	WELLS FARGO ADV INTL BOND-IS #470	94985D582		8/21/2007	11/2/2011			5,465	0	4,999	466			0			466	
108	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	11/2/2011			2,208	0	2,131	77			0			77	
109	WF ADV ENDEAVOR SELECT-I #3124	949915565		12/24/2008	8/24/2011			3,463	0	2,330	1,133			0			1,133	
110	T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	11/2/2011			14,833	0	14,894	-61			0			-61	
111	T ROWE PRICE SHORT TERM BD FD #5	77957P105		8/29/2011	4/16/2012			5,388	0	5,388	0			0			0	
112	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	4/16/2012			12,319	0	12,294	25			0			25	
113	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	5/8/2012			5,825	0	5,813	12			0			12	
114	SPDR DJ WILSHIRE INTERNATIONAL REIT	78463X863		4/16/2012	4/23/2012			654	0	654	0			0			0	
115	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/24/2008	8/24/2011			2,772	0	3,210	-438			0			-438	
116	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/24/2008	8/24/2011			2,144	0	2,241	-97			0			-97	

[illegible]

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	6,385
2										
3										
4										
5										
6										
7										
8										
9										
10										

6,385

Part

000			
	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	262
2 First quarter estimated tax payment	2	
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	262

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	23,347
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	23,347