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 7/1/2011 **, and ending** 6/30/2012

Name of foundation
WHITMORE CHARITABLE TRUST

A Employer identification number
47-6116137

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

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,156,943

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

Line	Description	(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	33,517	33,329		
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	99,868			
b	Gross sales price for all assets on line 6a 300,774				
7	Capital gain net income (from Part IV, line 2)		99,868		
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	133,385	133,197	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	16,438	12,328		4,110
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	1,018	0	0	1,018
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see instructions)	340	116	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)	80	80	0	0
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,876	12,524	0	5,128
25	Contributions, gifts, grants paid	52,987			52,987
26	**Total expenses and disbursements.** Add lines 24 and 25	70,863	12,524	0	58,115
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	62,522			
b	**Net investment income** (if negative, enter -0-)		120,673		
c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	68,226	63,800	63,800
	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)	1,013,104	1,079,724	1,093,143
	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)	1,081,330	1,143,524	1,156,943
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	1,081,330	1,143,524	
	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)	1,081,330	1,143,524	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,081,330	1,143,524	

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	1,081,330
2	Enter amount from Part I, line 27a	2	62,522
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,143,852
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	328
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,143,524

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	99,868
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	61,957	1,178,426	0 052576
2009	60,665	1,110,427	0 054632
2008	68,276	1,066,138	0 064040
2007	69,911	1,349,636	0 051800
2006	71,586	1,350,002	0 053027

2 **Total** of line 1, column (d)	2	0 276075
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 055215
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,147,928
5 Multiply line 4 by line 3	5	63,383
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,207
7 Add lines 5 and 6	7	64,590
8 Enter qualifying distributions from Part XII, line 4	8	58,115

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	2,413
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	2,413
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	2,413
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 570		
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	570
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	1,843
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) ▶ NE			
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)*

			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

			Yes	No
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. | 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

			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____

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
 (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
 (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
 (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
 (4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A
 Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
 If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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	16,438	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 ▶		

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	1,070,006
b	Average of monthly cash balances	1b	95,403
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,165,409
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	1,165,409
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	17,481
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,147,928
6	**Minimum investment return.** Enter 5% of line 5	6	57,396

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	57,396
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,413		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	2,413
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,983
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,983
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	54,983

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	58,115
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	58,115
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	58,115

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					54,983
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	6,488				
b	From 2007	4,110				
c	From 2008	15,763				
d	From 2009	6,060				
e	From 2010	3,606				
f	**Total** of lines 3a through e		36,027			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 58,115					
a	Applied to 2010, but not more than line 2a				0	
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					54,983
e	Remaining amount distributed out of corpus		3,132			
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		39,159			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		6,488			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		32,671			
10	Analysis of line 9					
a	Excess from 2007	4,110				
b	Excess from 2008	15,763				
c	Excess from 2009	6,060				
d	Excess from 2010	3,606				
e	Excess from 2011	3,132				

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

DAWN HEESE C/O WELLS FARGO BANK, N A 1919 DOUGLAS ST 2ND FLOOR OMAHA NE 68102

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

N/A

c Any submission deadlines

N/A

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

N/A

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	52,987
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	33,517	
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	99,868	
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		133,385	0

13 Total. Add line 12, columns (b), (d), and (e) 13 133,385

(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 Salente SVP Wells Fargo Bank N.A. | 9/4/2012 | 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		9/4/2012	☒	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	

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

Recipient(s) paid during the year

Name					
HAPPY HOLLOW CLUB					
Street: 1707 S 105TH STREET					
City: OMAHA		State: NE	Zip Code: 68114	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 987

Name					
COLLEGE OF ST MARY					
Street: 7000 MERCY RD					
City: OMAHA		State: NE	Zip Code: 68106	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 1,000

Name					
OMAHA THEATER COMPANY					
Street: 2001 FARM STREET					
City: OMAHA		State: NE	Zip Code: 68102	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 5,000

Name					
OMAHA CONSERVATORY OF MUSIC					
Street: 10525 PACIFIC STREET					
City: OMAHA		State: NE	Zip Code: 68114	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 3,500

Name					
THE ARTERY					
Street: 7914 W DODGE RD #378					
City: OMAHA		State: NE	Zip Code: 68114	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 2,000

Name					
OPERA OMAHA					
Street: 1625 FARNAM STREET, STE 100					
City: OMAHA		State: NE	Zip Code: 68102	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GENERAL SUPPORT GRANT					Amount: 5,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
JOSLYN ART MUSEUM	2200 DODGE STREET	OMAHA	NE	68102		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	4,000
OMAHA AREA YOUTH ORCHESTRA INC	PO BOX 34518	OMAHA	NE	68134		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	5,000
THE NEBRASKA BRASS	315 SOUTH 9TH ST, STE 1100	LINCOLN	NE	68508		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	2,000
UNIVERSITY OF NEBRASKA OMAHA/KVNO	6001 DODGE STREET	OMAHA	NE	68182		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	4,000
BLUE BARN THEATRE	614 11TH STREET	OMAHA	NE	68102		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	2,000
OMAHA BOTANICAL CENTER	100 BANCROFT ST	OMAHA	NE	68108		NONE	501 (C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	5,000

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

Recipient(s) paid during the year

Name				
TUESDAY MUSICAL CONCERT SERIES				
Street: PO BOX 6132				
City: OMAHA	State: NE	Zip Code: 68106-0132	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 4,000

Name				
OMAHA COMMUNITY PLAYHOUSE				
Street: 6915 CASS STREET				
City: OMAHA	State: NE	Zip Code: 68132-2649	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 3,500

Name				
JOSLYN CASTLE TRUST, INC				
Street: 3902 DAVENPORT STREET				
City: OMAHA	State: NE	Zip Code: 68131-2316	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 4,000

Name				
OMAHA SYMPHONIC CHORUS				
Street: 711 SOUTH 159TH AVENUE				
City: OMAHA	State: NE	Zip Code: 68118-4109	Foreign Country:	
Relationship: NONE	Foundation Status: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 2,000

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

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

	Amount
Long Term CG Distributions	787
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	300,774	200,906	99,868
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	ABBOTT LABS	002824100			3/14/2006		4/20/2012	10,495	7,817				2,678
2	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		1/25/2012	3,310	2,887				423
3	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		1/25/2012	5,718	3,414				2,304
4	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		4/20/2012	21,104	11,259				9,845
5	X	BANK NEW YORK MELLON CO	064058100			3/9/2005		10/12/2011	5,933	9,925				-3,992
6	X	CHEVRON CORP	166764100			2/3/2003		4/20/2012	15,408	4,920				10,488
7	X	ECOLAB INC	278865100			3/25/2010		4/20/2012	6,660	4,657				2,003
8	X	GOOGLE INC	38259P508			1/25/2012		4/20/2012	8,987	8,548				439
9	X	JPMORGAN CHASE & CO	46625H100			10/12/2011		4/20/2012	3,648	2,843				805
10	X	JENSEN QUALITY GROWTH F	476313309			10/30/2007		4/20/2012	20,000	20,008				-8
11	X	PEPSICO INC	713448108			2/19/1993		4/20/2012	16,670	4,615				12,055
12	X	PROCTER & GAMBLE CO	742718109			3/25/2010		4/20/2012	4,929	4,674				255
13	X	PUBLIC SVC ENTERPRISE GR	744573106			11/27/2000		4/20/2012	15,225	10,252				4,973
14	X	T ROWE PRICE EQUITY INCO	779547108			10/30/2007		4/20/2012	10,000	12,410				-2,410
15	X	AMEX UTILITIES SPDR	81369Y886			2/26/2009		4/20/2012	7,002	5,277				1,725
16	X	AMEX UTILITIES SPDR	81369Y886			5/7/2009		4/20/2012	3,501	2,695				806
17	X	TEVA PHARMACEUTICAL IND	881624209			4/29/2010		4/20/2012	1,584	2,042				-458
18	X	3M CO	88579Y101			8/18/1993		4/20/2012	21,857	6,500				15,357
19	X	U S BANK NA 6 375% 8/(	90333WAA6			9/20/2001		8/1/2011	50,000	50,816				-816
20	X	UNION PACIFIC CORP	907818108			5/28/2004		4/20/2012	26,744	7,300				19,444
21	X	VERIZON COMMUNICATIONS	92343V104			1/5/1989		4/20/2012	11,634	4,748				6,886
22	X	ECOLAB INC	278865100			3/25/2010		4/20/2012	16,618	11,627				4,991
23	X	EXXON MOBIL CORPORATIO	30231G102			1/12/1990		4/20/2012	12,799	1,672				11,127
24	X	Partnership K-1 Adjustment							161					161

Line 16b (990-PF) - Accounting Fees

		1,018	0	0	1,018
	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	1,018			1,018
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
		340	116	0	0
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	224			
3	FOREIGN TAX WITHHELD	116	116		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		80	80	0	0
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES				
4	PARTNERSHIP EXPENSES	80	80		
5					
6					
7					
8					
9					

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	241
2	Partnership Income Adjustment	2	87
3	Total . . .	3	328

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

	Amount
Long Term CG Distributions	787
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	299,987	0	200,906	99,081	0	0	0	99,081
1	ABBOTT LABS	002824100		3/14/2006	4/20/2012	10,495	0	7,817	2,678			0	2,678
2	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	1/25/2012	3,310	0	2,887	423			0	423
3	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	1/25/2012	5,718	0	3,414	2,304			0	2,304
4	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	4/20/2012	21,104	0	11,259	9,845			0	9,845
5	BANK NEW YORK MELLON CORP COM	064058100		3/9/2005	10/12/2011	5,933	0	9,925	-3,992			0	-3,992
6	CHEVRON CORP	166764100		2/3/2003	4/20/2012	15,408	0	4,920	10,488			0	10 488
7	ECOLAB INC	278865100		3/25/2010	4/20/2012	6,660	0	4,657	2,003			0	2,003
8	GOOGLE INC	38259P508		1/25/2012	4/20/2012	8,987	0	8,548	439			0	439
9	JPMORGAN CHASE & CO	46625H100		10/12/2011	4/20/2012	3,648	0	2,843	805			0	805
10	JENSEN QUALITY GROWTH FUND	476313309		10/30/2007	4/20/2012	20,000	0	20,008	-8			0	-8
11	PEPSICO INC	713448108		2/19/1993	4/20/2012	16,670	0	4,615	12,055			0	12,055
12	PROCTER & GAMBLE CO	742718109		3/25/2010	4/20/2012	4,929	0	4,674	255			0	255
13	PUBLIC SVC ENTERPRISE GROUP INC	744573106		11/27/2000	4/20/2012	15,225	0	10,252	4,973			0	4,973
14	T ROWE PRICE EQUITY INCOME #71	779547108		10/30/2007	4/20/2012	10,000	0	12,410	-2,410			0	-2,410
15	AMEX UTILITIES SPDR	81369Y886		2/26/2009	4/20/2012	7,002	0	5,277	1,725			0	1,725
16	AMEX UTILITIES SPDR	81369Y886		5/7/2009	4/20/2012	3,501	0	2,695	806			0	806
17	TEVA PHARMACEUTICAL INDUSTRIES -	881624209		4/29/2010	4/20/2012	1,584	0	2,042	-458			0	-458
18	3M CO	88579Y101		8/18/1993	4/20/2012	21,857	0	6,500	15,357			0	15,357
19	U S BANK NA 6 375% 8/01/11	90333WAA6		9/20/2001	8/1/2011	50,000	0	50,816	-816			0	-816
20	UNION PACIFIC CORP	907818108		5/28/2004	4/20/2012	26,744	0	7,300	19 444			0	19,444
21	VERIZON COMMUNICATIONS	92343V104		1/5/1989	4/20/2012	11,634	0	4,748	6,886			0	6,886
22	ECOLAB INC	278865100		3/25/2010	4/20/2012	16,618	0	11,627	4,991			0	4,991
23	EXXON MOBIL CORPORATION	30231G102		1/12/1990	4/20/2012	12,799	0	1,672	11,127			0	11,127
24	Partnership K-1 Adjustment					161	0	0	161			0	161

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

16,438

	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	16,438
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	346
2	First quarter estimated tax payment		2	83
3	Second quarter estimated tax payment		3	141
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	570

WHITMORE CHARITABLE TRUST
25259500
FYE 6-30-12

Security Category	Account #	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Savings & Temp Inv	25259500	47-6116137	VP0528308	FEDERATED TREAS OBL FD 68	35964 8800	35964 88	35964 88
Savings & Temp Inv	25259500	47-6116137	VP0528308	FEDERATED TREAS OBL FD 68	27835 3200	27835 32	27835 32
						63800 2	63800 2
Invest - Other	25259500	47-6116137	779547108	T ROWE PRICE EQUITY INCOME #71	5046 2880	146231 7	124542.39
Invest - Other	25259500	47-6116137	464287655	ISHARES RUSSELL 2000	500.0000	35725 98	39780 00
Invest - Corp Bonds	25259500	47-6116137	31331GL80	FED FARM CREDIT BK 3 000% 9/22/14	50000.0000	51009 81	52900 00
Invest - Other	25259500	47-6116137	256206103	DODGE & COX INT'L STOCK FD #1048	1881 4680	60000	56839 15
Invest - Other	25259500	47-6116137	476313309	JENSEN QUALITY GROWTH FUND	4826 3790	134207 35	136586.53
Invest - Other	25259500	47-6116137	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	270 0000	42228 1	46251 00
Invest - Other	25259500	47-6116137	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	4293 7520	50000	55002 96
Invest - Other	25259500	47-6116137	464287234	ISHARES TR MSCI EMERGING MARKETS	150 0000	4880 5	5870 25
Invest - Other	25259500	47-6116137	94975J581	WELLS FARGO ADV TOT RT BD FD-IN #944	6033 2860	75000	79398 04
Invest - Other	25259500	47-6116137	885215566	THORNBURG INTL VALUE FUND-CL I #209	2361 7790	53473 88	59540 45
Invest - Other	25259500	47-6116137	464287168	ISHARES DOW JONES SELECT DIVIDEND FD	400 0000	24787	22476.00
Invest - Other	25259500	47-6116137	922908553	VANGUARD REIT VIPER	500 0000	22831 04	32715 00
Invest - Other	25259500	47-6116137	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	8660 5080	75000	75952 66
Invest - Other	25259500	47-6116137	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	1651.9790	54700	51773 02
Invest - Other	25259500	47-6116137	73935S105	POWERSHARES DB COMMODITY INDEX	325 0000	10357.5	8368.75
Invest - Corp Bonds	25259500	47-6116137	291011AV6	EMERSON ELECTRIC CO 5 125% 12/01/16	25000 0000	25656 75	28675 50
Invest - Other	25259500	47-6116137	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	315.0000	12103 8	11585 70
Invest - Corp Bonds	25259500	47-6116137	369604BC6	GENERAL ELECTRIC CO 5 250% 12/06/17	25000.0000	24745 25	29193.50
Invest - Corp Bonds	25259500	47-6116137	87612EAT3	TARGET CORP 5 125% 1/15/13	50000 0000	50685.5	51232.00
Invest - Other	25259500	47-6116137	76628T645	RIDGEWORTH SEIX HY BD-I #5855	4970 1780	50000	48061 62
Invest - Other	25259500	47-6116137	367829884	GATEWAY FUND - Y #1986	2829 5860	76100	76398 82
						1079724 16	1093143 34
Total Cash and Securities						1143524 36	1156943.54